

**NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twentieth Annual General Meeting of MESB Berhad will be held at Room 3, Level 2, Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Wednesday, 30 September 2015 at 9.30 a.m. for the following purposes:

**A G E N D A**

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| <p>1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2015 together with the Reports of the Directors and Auditors thereon.</p> <p>2. To re-elect the following Directors who are retiring pursuant to the Articles of Association of the Company:<br/>(i) Tan Yew Kim – Article 78<br/>(ii) Ng Chee Leong – Article 78</p> <p>3. To approve the payment of Directors' fees amounting to RM108,000 for the financial year ended 31 March 2015.</p> <p>4. To appoint the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.<br/>"THAT Messrs KPMG be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Crowe Horwath and to hold office until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Directors to determine their remuneration."</p> | <p><b>Please refer to Explanatory Note (i)</b></p> <p><b>RESOLUTION 1</b></p> <p><b>RESOLUTION 2</b></p> <p><b>RESOLUTION 3</b></p> <p><b>RESOLUTION 4</b></p> |
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**AS SPECIAL BUSINESS**

To consider and if thought fit, pass the following Ordinary Resolutions with or without modifications:

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| <p>5. <b>Ordinary Resolution</b><br/>- <b>Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposal")</b></p> | <p><b>RESOLUTION 5</b></p> |
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"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into all arrangements and/or transactions as specified in Section 2.4 of the Circular to Shareholders dated 27 August 2015, provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out on arm's length basis, in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders.

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company at which time it will lapse, unless by a resolution passed by the shareholders of the Company in a general meeting;
- (b) the expiration of the period within which the next Annual General Meeting of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) revoked or varied by resolution passed by shareholders in general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and to do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposal, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."

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| <p>6. <b>Ordinary Resolution</b><br/>- <b>Continuing in Office as Independent Non-Executive Director</b></p> | <p><b>RESOLUTION 6</b></p> |
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"THAT authority be and is hereby given to Encik Saffie Bin Bakar, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company."

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| <p>7. <b>Ordinary Resolution</b><br/>- <b>Authority to issue shares pursuant to Section 132D of the Companies Act, 1965</b></p> | <p><b>RESOLUTION 7</b></p> |
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"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

8. To transact any other ordinary business of the Company for which due notice shall have been given.

**BY ORDER OF THE BOARD**

LIM LEE KUAN (MAICSA 7017753)  
SOO SHIOW FANG (MAICSA 7044946)  
Company Secretaries

Kuala Lumpur  
27 August 2015

**Notes:**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. The provisions of Section 149(1)(b) of the Act shall not apply to the Company and there shall be no restriction as to the qualification of the proxy.
2. A member shall be entitled to appoint only one proxy to attend and vote at the same meeting.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint only one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
5. If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
6. The instrument appointing a proxy must be deposited at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of its attorney.
8. The Date of Record of Depositors for the purpose of determining Members' entitlement to attend, vote and speak at the meeting is on 22 September 2015.

**Explanatory Notes on Ordinary and Special Business:**

(i) This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence, is not put forward for voting.

(ii) **Ordinary Resolution 4**

- **Appointment of Auditors**

The Notice of Nomination from a shareholder pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto and marked "Annexure A" has been received by the Company for the nomination of Messrs KPMG who have given their consent to act, for appointment as Auditors of the Company.

(iii) **Ordinary Resolution 5**

- **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposal")**

Further information on the Proposal is set out in the Circular to Shareholders dated 27 August 2015, which is circulated together with the 2015 Annual Report of the Company.

(iv) **Ordinary Resolution 6**

- **Continuing in Office as Independent Non-Executive Director**

The Nomination Committee and the Board of Directors had assessed the independence of Encik Saffie Bin Bakar, who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, and recommended Encik Saffie Bin Bakar to continue acting as an Independent Non-Executive Director of the Company based on the following justifications:

- a. he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities, and thus, he would be able to provide check and balance and bring an element of objectivity to the Board;
- b. he was not appointed by the current controlling shareholder and hence the issue on special relationship with or loyalty to the controlling shareholder does not arise;
- c. he had devoted sufficient time and attention to his professional obligations for informed and balanced decision making by actively participated in board discussions and provided an independent voice to the Board; and
- d. he had exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and the shareholders.

(v) **Ordinary Resolution 7**

- **Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

The proposed Ordinary Resolution 7, if passed, will give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the shareholders at the last Annual General Meeting ("the Previous Mandate"). The Previous Mandate was not utilised and no proceeds were raised.

The purpose of this general mandate sought will provide flexibility to the Company for any possible fund raising activities but not limited for further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.