



B E R H A D

MESB BERHAD (Company No. 337554-D)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of MESB Berhad ("MESB" or the "Company") will be held at Room 1, Level 2, Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Wednesday, 27 September 2017 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Twenty Second (22nd) Annual General Meeting of MESB to be held at the same venue on the same day at 9.30 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following ordinary resolution, with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF 12,600,000 NEW ORDINARY SHARES IN MESB BERHAD ("MESB" OR THE "COMPANY") ("MESB SHARES") ("PLACEMENT SHARES"), WHICH REPRESENT 30% OF MESB'S TOTAL NUMBER OF ISSUED SHARES, AT AN ISSUE PRICE OF RM0.73 PER PLACEMENT SHARE TO INDEPENDENT THIRD PARTY INVESTORS ("PROPOSED PRIVATE PLACEMENT")

"**THAT** subject to the approvals of all relevant authorities and/or parties (if required) being obtained for the Proposed Private Placement, approval be and is hereby given to the Board of Directors of MESB ("**Board**") to allot and issue 12,600,000 Placement Shares, which represent 30% of MESB's total number of issued shares for the time being in the following manner:-

- (i) 2,000,000 Placement Shares, which represent 4.76% of MESB's total number of issued shares for the time being, shall be allotted and issued to Teoh Teng Guan;
- (ii) 2,000,000 Placement Shares, which represent 4.76% of MESB's total number of issued shares for the time being, shall be allotted and issued to Teoh Teng Chye;
- (iii) 2,000,000 Placement Shares, which represent 4.76% of MESB's total number of issued shares for the time being, shall be allotted and issued to Teoh Kok Heng;
- (iv) 3,000,000 Placement Shares, which represent 7.14% of MESB's total number of issued shares for the time being, shall be allotted and issued to Dato Poh Thiam Seong;
- (v) 3,000,000 Placement Shares, which represent 7.14% of MESB's total number of issued shares for the time being, shall be allotted and issued to Datin Soh Yoke Hong; and
- (vi) 600,000 Placement Shares, which represent 1.43% of MESB's total number of issued shares for the time being, shall be allotted and issued to Lum Peng Leong,

in one (1) tranche at an issue price of RM0.73 per Placement Share, upon such term and conditions, for such purposes and utilisation of proceeds as disclosed in the Circular to the shareholders of MESB dated 12 September 2017;

THAT such Placement Shares shall, upon allotment and issue, rank pari passu in all respects with the then existing MESB Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid, the entitlement date of which is prior to the date of allotment of such Placement Shares;

AND THAT the Directors of MESB be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or as the Board may deem necessary in the best interest of the Company, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement."

BY ORDER OF THE BOARD

LIM LEE KUAN (MAICSA 7017753)

TEO MEE HUI (MAICSA 7050642)

Company Secretaries

Kuala Lumpur

12 September 2017

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. 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 authorised 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 will be on 19 September 2017.