

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 3, Level 2, Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Friday, 8 December 2017 at 9.30 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY TWO (2) EXISTING ORDINARY SHARES IN MESB (“EXISTING SHARE(S)”) INTO THREE (3) ORDINARY SHARES IN MESB (“RESULTANT SHARES” OR “MESB SHARES”) ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED SHARE SPLIT”)

“**THAT** subject to the approvals of all relevant authorities being obtained, where required, approval be and is hereby given for the Board of Directors of MESB (“**Board**”) to subdivide every two (2) Existing Shares held by the shareholders of MESB whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, into three (3) Resultant Shares;

THAT the Board be and is hereby authorised to deal with any fractional shares that may arise from the Proposed Share Split in such manner as the Board shall in their absolute discretion deem fit, expedient and in the best interest of the Company;

THAT pursuant to the Proposed Share Split, all the issued Resultant Shares shall rank pari passu in all respects with each other except that the Resultant Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distributions that may be declared, made or paid prior to the relevant date of allotment and issuance of the Resultant Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Share Split with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, 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 the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Split.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF 40,950,000 FREE WARRANTS IN MESB (“WARRANTS”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) RESULTANT SHARES HELD AFTER THE PROPOSED SHARE SPLIT (“PROPOSED BONUS ISSUE OF WARRANTS”)

“**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained for the Proposed Bonus Issue of Warrants, where required, the Board of Directors of MESB (“**Board**”) be and are hereby authorised to issue 40,950,000 Warrants to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date, on the basis of one (1) Warrant for every two (2) Resultant Shares held in accordance with the provisions in the deed poll to be executed by the Company, constituting the Warrants (“**Deed Poll**”);

THAT the Board be and is hereby authorised to issue such additional Warrants as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll (“**Additional Warrants**”);

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new MESB Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new MESB Shares arising from the exercise of subscription rights represented by the Additional Warrants;

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants that may arise from the Proposed Bonus Issue of Warrants in such manner as the Board shall in their absolute discretion deem fit, expedient and in the best interest of the Company;

THAT the new MESB Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants shall, upon allotment and issuance, rank pari passu in all respects with the then existing MESB Shares except that the new MESB Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to the shareholders of MESB, the entitlement date of which is prior to the date of allotment of the new MESB Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll on behalf of the Company with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/ or number of Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Board be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by any relevant authorities or deemed necessary by the Board 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 the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

BY ORDER OF THE BOARD

NG SALLY (MAICSA 7060343)
TEO MEE HUI (MAICSA 7050642)
Company Secretaries
Kuala Lumpur
23rd day of November 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 4 December 2017.