



[Registration No. 199501008356 (337554-D)]  
(Incorporated in Malaysia)  
Registered Office: 10th Floor, Menara Hap Seng  
No. 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur  
Telephone No.: 03-2382 4288 Facsimile No.: 03-2382 4170

Dear Shareholders of **MESB BERHAD**,

**ADDENDUM TO THE NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING  
("25TH AGM") AND FORM OF PROXY FOR THE 25TH AGM**

Date : Thursday, 17 December 2020  
Time : 9:30 a.m.  
Broadcast Venue : Lot 9-11 Menara Sentral Vista  
No. 150, Jalan Sultan Abdul Samad  
Brickfields, 50470 Kuala Lumpur  
Meeting Platform : Dvote Online website at <https://Dvote.my>  
Place to deposit Form of Proxy : The Register Office, MESB Berhad  
c/o TMF Administrative Services Malaysia Sdn. Bhd.  
10th Floor, Menara Hap Seng, No. 1 & 3  
Jalan P. Ramlee, 50250 Kuala Lumpur  
Email : KokSiong.Tan@tmf-group.com; or  
SuQing.Lim1@tmfgroup.com

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We refer to the Company's Notice of 25th AGM to the Shareholders dated 30 October 2020 and the Form of Proxy for the 25th AGM.

We have, after taking into consideration of the following:

- the announcement on the extension of the Conditional Movement Control Order ("CMCO") with effect from 6 December 2020 to 20 December 2020 by the Government of Malaysia on 5 December 2020 to curb the spread of the Covid-19;
- the "Guidance and FAQs on the Conduct of General Meetings for Listed Issuers" issued by the Securities Commission Malaysia as revised on 13 October 2020, wherein all meetings of company should be conducted via virtual meeting during the CMCO period to curb the spread of the Covid-19 disease and to break the chain of the transmission of Covid-19; and
- the safety of all our shareholders, directors, employees and business associates;

decided to change the mode and venue of the 25th AGM, to be conducted FULLY VIRTUAL through live streaming from the Broadcast Venue above-mentioned and online remote voting using the remote participation and voting facilities provided by Dvote Services Sdn. Bhd.

The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman of the Meeting shall be present at the main venue of the 25th AGM. No member(s) or proxy(ies) or corporate representative(s) or attorney(s) shall be physically present or allowed to enter the Broadcast Venue on the day of the 25th AGM.

Member(s) or proxy(ies) or corporate representative(s) or attorney(s) are encouraged to go online, participate and vote at the 25th AGM.

**For the avoidance of doubt, a physical 25th AGM will no longer be applicable.** The details stated in the Notice of 25th AGM shall remain unchanged and valid save for the Broadcast Venue, the mode of the Meeting and the place to deposit the Form(s) of Proxy.

Please find the enclosed following for your attention:-

- i. Revised Form of Proxy
- ii. Administrative Guide for the 25th AGM

The above-mentioned documents can be viewed and downloaded from our Company's website at [www.mesbbhd.com](http://www.mesbbhd.com).

Due to the constant evolving Covid-19 situation in Malaysia, we may be required to change the arrangements of our 25th AGM at short notice. Kindly check the Company's website or announcements for the latest updates on the status of the 25th AGM. The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

Your faithfully,  
**MESB BERHAD**

SAFFIE BIN BAKAR  
Chairman  
9 December 2020

Additional Notes for this Addendum:

- i. The Revised Form of Proxy DOES NOT INVALIDATE the Form of Proxy which was circulated together with the Notice of the 25th AGM dated 30 October 2020 ("the Original Form of Proxy").
- ii. If the Company receives both the Original Form of Proxy and the Revised Form of Proxy from a member, THE LATTER SHALL SUPERSEDE THE FORMER.
- iii. In the event that the Company does not receive the duly executed Revised Form of Proxy within the required timeframe, THE MEMBER WHO HAS DEPOSITED THE ORIGINAL FORM OF PROXY AT THE COMPANY'S SHARE REGISTRAR OFFICE WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS PROXY UNDER THE ORIGINAL FORM OF PROXY TO VOTE OR ABSTAIN ON THE ADDITIONAL ORDINARY RESOLUTIONS AS THE PROXY DEEMS FIT.



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**REVISED FORM OF PROXY**

I/We, \_\_\_\_\_ NRIC No./Passport No./Registration No. \_\_\_\_\_

of \_\_\_\_\_

being a member/members of MESB Berhad [Registration No. 199501008356 (337554-D)] hereby appoints

Full Name (IN BLOCK LETTERS)	NRIC/ Passport No.	Address	Proportion of shareholdings	
			No. of Shares	%
<b>*And/or (delete as appropriate)</b>				

OR failing him/her, #THE CHAIRMAN OF THE MEETING as \*my/our proxy to vote for \*me/us and on my/our behalf at the Twenty-Fifth (25th) Annual General Meeting of the Company will be conducted on a fully virtual and live-stream from Broadcast Venue at Lot 9-11 Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur on Thursday, 17 December 2020 at 9:30 a.m. and at any adjournment thereof.

# If you wish to appoint other person / persons to be your proxy / proxies, kindly delete the words "or failing him / her, THE CHAIRMAN OF THE MEETING" and insert the name / names of the person / persons desired.

Please indicate with an ("X") in the space provided, how you wish your vote to be cast in respect of the following resolutions. In the absence of specific directions, your proxy may vote or abstain at his/her discretion. If you appoint two (2) proxies, please specify the proportions of holdings to be represented by each proxy.

My/our proxy/proxies is/are to vote as indicated below:

Item	Resolutions		For	Against
1	To re-elect Mr Chua Jin Kau as a Director.	Ordinary Resolution 1		
2	To re-elect Mr. Tan Yew Kim as a Director.	Ordinary Resolution 2		
3	To approve the Directors' Fees for the financial year ended 30 June 2020.	Ordinary Resolution 3		
4	To approve the payment of Directors' Remuneration for period from 18 December 2020 until the conclusion of the next Annual General Meeting.	Ordinary Resolution 4		
5	To re-appoint Messrs KPMG PLT as Auditors of the Company.	Ordinary Resolution 5		
6	To approve continuing in Office for Encik Saffie Bin Bakar as an Independent Non-Executive Director.	Ordinary Resolution 6		
7	To approve continuing in Office for Mr. Tan Yew Kim as an Independent Non-Executive Director.	Ordinary Resolution 7		
8	Proposed Amendment to the Company's Constitution.	Special Resolution 1		
9	To approve Authority to Issue and Allot Shares.	Ordinary Resolution 8		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

No. of shares held	
CDS Account No.	
Contact No.	

.....  
Signature(s)/ Seal of Shareholder(s)

**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. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
2. A member shall be entitled to appoint not more than two (2) proxies 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 not more than two (2) proxies 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. Where the exempt authorised nominee appoints two (2) or more proxies to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
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 the Registered Office of the Company, TMF Administrative Services Malaysia Sdn. Bhd. of 10th Floor, Menara Hap Seng, No. 1 & 3, Jalan P. Ramlee 50250 Kuala Lumpur or write in to KokSiong.Tan@tmf-group.com or SuQing.Lim1@tmf-group.com not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
8. The date of Record of Depositors for the purpose of determining Members’ entitlement to attend, vote and speak at the meeting is on 11 December 2020.

**ADDITIONAL NOTES FOR THIS REVISED FORM OF PROXY**

- i. The Revised Form of Proxy DOES NOT INVALIDATE the Form of Proxy which was circulated together with the Notice of the 25th AGM dated 30 October 2020 (“the Original Form of Proxy”).
- ii. If the Company receives both the Original Form of Proxy and the Revised Form of Proxy from a member, THE LATTER SHALL SUPERSEDE THE FORMER.
- iii. In the event that the Company does not receive the duly executed Revised Form of Proxy within the required timeframe, the member who has deposited the Original Form of Proxy at the Company’s Share Registrar Office within the required timeframe is deemed to have appointed and authorised his proxy under the Original Form of Proxy to vote or abstain on the additional ordinary resolutions as the proxy deems fit.

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**AFFIX  
STAMP**

**THE COMPANY SECRETARY  
MESB BERHAD**

c/o TMF Administrative Services Malaysia Sdn. Bhd.  
10th Floor, Menara Hap Seng, No. 1 & 3  
Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia

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No. 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur  
Telephone No.: 603-2382 4288 Facsimile No.: 603-2282 4170

### **ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL TWENTY-FIFTH (25TH) ANNUAL GENERAL MEETING**

Date : Thursday, 17 December 2020  
Time : 9.30 a.m.  
Broadcast Venue : Lot 9-11 Menara Sentral Vista  
No. 150 Jalan Sultan Abdul Samad  
Brickfields, 50470 Kuala Lumpur  
Meeting Platform : Dvote Online website at <https://Dvote.my>  
Place to deposit Form of Proxy : The Register Office, MESB Berhad  
c/o TMF Administrative Services Malaysia Sdn. Bhd.  
10th Floor, Menara Hap Seng, No. 1 & 3  
Jalan P. Ramlee 50250 Kuala Lumpur  
Email : KokSiong.Tan@tmf-group.com; or  
SuQing.Lim1@tmf-group.com

#### **MODE OF MEETING**

Due to the unprecedented circumstances arising from the measures that have been implemented nationally to limit the spread of the COVID-19, and in particular, the Government of Malaysia's official guidance for practising social distancing, the Company will change the mode of the originally planned physical 25th Annual General Meeting ("AGM") to be conducted on a fully virtual basis through live streaming from the Broadcast Venue and online remote voting using the Remote Participation and Voting ("RPV") Facilities (collectively referred hereinafter as "Virtual 25th AGM").

The above decision is made pursuant to Section 327 of the Companies Act 2016 and Paragraph 59 of the Constitution of the Company.

In line with the Malaysian Code on Corporate Governance Practice 12.3, conducting a Virtual 25th AGM, would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. With the RPV Facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the Virtual 25th AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the Virtual 25th AGM.

#### **BROADCAST VENUE**

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires that the Chairman of the meeting to be present at the main venue. Shareholders or proxies are **not allowed** to be physically present at the Broadcast Venue as the venue is only meant to facilitate the conduct of the Virtual 25th AGM. Shareholders or proxies who turn up at the Broadcast Venue would be requested to leave the venue politely.

#### **ENTITLEMENT TO PARTICIPATE AND VOTE**

In respect of deposited securities, only members whose names appear in the Record of Depositors on **11 December 2020** (General Meeting Record of Depositors) shall be eligible to participate the Virtual 25th AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

## **FORM(S) OF PROXY**

Shareholders who are unable to participate in our Virtual 25th AGM are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy.

Please take note that you **must** complete the Form of Proxy or the Revised Form of Proxy for the Virtual 25th AGM should you wish to appoint a proxy(ies).

The Revised Form of Proxy DOES NOT INVALIDATE the Form of Proxy which was circulated together with the Notice of the 25th AGM dated 30 October 2020 (“the Original Form of Proxy”).

Please deposit your Original Form of Proxy or Revised Form of Proxy at the Company’s Registered Office, TMF Administrative Services Malaysia Sdn. Bhd. of 10th Floor, Menara Hap Seng, No. 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur or write in to KokSiong.Tan@tmf-group.com or SuQing.Lim1@tmf-group.com not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

If you have earlier deposited the Original Form of Proxy at the office of the Company’s Share Registrar, Boardroom Share Registrars Sdn. Bhd. or write in to Zulkernaen.Samad@boardroomlimited.com, you are encouraged to resend the Original Form of Proxy by email to KokSiong.Tan@tmf-group.com or SuQing.Lim1@tmf-group.com.

ALL ORIGINAL FORMS OF PROXY SUBMITTED PRIOR TO THIS NOTICE SHALL REMAIN VALID AND ACCEPTABLE.

If the Company receives both the Original Proxy Form and the Revised Proxy Form from a member, THE LATTER SHALL SUPERSEDE THE FORMER.

In the event that the Company does not receive the duly executed Revised Form of Proxy within the required timeframe, THE MEMBER WHO HAS DEPOSITED THE ORIGINAL FORM OF PROXY AT THE COMPANY’S SHARE REGISTRAR OFFICE WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS PROXY UNDER THE ORIGINAL FORM OF PROXY TO VOTE OR ABSTAIN ON THE ADDITIONAL ORDINARY RESOLUTIONS AS THE PROXY DEEMS FIT.

## **REVOCAION OF PROXY**

If you have submitted your Form of Proxy or Revised Form of Proxy and subsequently decide to appoint another person or wish to participate in the Virtual 25th AGM by yourself, please write in to KokSiong.Tan@tmf-group.com or SuQing.Lim1@tmf-group.com to revoke the earlier appointed proxy forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

## **VOTING PROCEDURE**

The voting at the Virtual 25th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Company has appointed Dvote Services Sdn. Bhd. (“**Dvote**”) as Poll Administrator to conduct the poll by way of electronic voting or online remote voting (“**e-voting**”).

During the Virtual 25th AGM, the Chairman of the Meeting will invite the Poll Administrator to brief on the e-Polling housekeeping rules. The voting session will commence as soon as the Chairman of the Meeting calls for the poll to be opened and until such time when the Chairman of the Meeting announces the closure of the poll.

For the purposes of the Virtual 25th AGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

Upon the conclusion of the poll session, the Scrutineers will verify the poll results followed by the declaration by the Chairman of the Meeting whether the resolutions put to vote were successfully carried or not.

Kindly follow the steps below on how to register, sign-up for login ID and password:-

1. REMOTE PARTICIPATION AND E-VOTING FACILITIES

Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “**Participate**”) remotely at the Virtual 25th AGM using RPV Facilities provided by Dvote via its **Dvote Online** website at <https://Dvote.my>. Please refer to Procedure for RPV Facilities.

2. PROCEDURES FOR RPV FACILITIES

Member(s)/proxy(ies)/corporate representative(s)/attorney(s) who wish to participate in the Virtual 25th AGM remotely using the RPV Facilities are to follow the requirements and procedures as summarised below:

<b>BEFORE MEETING DAY</b>		
<b>USER REGISTRATION</b>		
	<b>Procedure</b>	<b>Action</b>
(a)	Sign-up as a user with <b>Dvote Online</b>	<p><i>Note: If you are already a user with Dvote Online, you are not required to sign-up again. You may proceed to sign-in using your email address and password.</i></p> <ul style="list-style-type: none"> <li>• Access the website at <a href="https://Dvote.my">https://Dvote.my</a>.</li> <li>• Click on [<b>Sign up</b>] to register as a new user with Dvote Online.</li> <li>• Complete registration and upload softcopy of Malaysia Identification card (front and Back) or passport of foreigners(s).</li> </ul> <p>You will be notified via email once your user registration is accepted/rejected by Dvote Online.</p>
(b)	Register Meeting with <b>Dvote Online</b>	<ul style="list-style-type: none"> <li>• Registration for Remote Participation will remain open from <b>15 December 2020</b> until the commencement of the polling during the Virtual 25th AGM.</li> <li>• Login to <a href="https://Dvote.my/user-login">https://Dvote.my/user-login</a> with your user ID (i.e.: email address) and password.</li> <li>• Select event: “<b>MESB Berhad – 25th Annual General Meeting</b>” and click [<b>Register</b>].</li> <li>• You will receive an email notifying on your registration for the remote participation and verification.</li> <li>• Once your registration has been verified against the Record of Depositors as at 11 December 2020, you will be notified via email whether your request for remote participation is approved/rejected.</li> <li>• If approved, you will receive an invitation email together with the meeting link to “<i>Join Meeting</i>”.</li> </ul>

ON THE DAY OF VIRTUAL 25TH AGM		
	Procedure	Action
(a)	Join the Live Stream Meeting	<ul style="list-style-type: none"><li>• Click on “<b>Join Meeting</b>” link in the invitation email and you will be directed to the live streaming room.</li><li>• You are advised to log in early, at least 30 minutes, before the Meeting time.</li></ul>
(b)	Post Questions during Live Streaming	<ul style="list-style-type: none"><li>• If you have any question(s) for the Board of Directors, you may use the “<b>Post Question</b>” box to transmit your question(s).</li></ul>
(c)	Online Voting during Live Streaming	<ul style="list-style-type: none"><li>• Click on [<b>Proceed to Vote</b>], to cast your votes for each resolution(s).</li><li>• Review your casted votes, confirm and submit your votes.</li></ul>
(d)	End of remote participation	<ul style="list-style-type: none"><li>• Upon the announcement by the Chairman on the closure of the Virtual 25th AGM, the live streaming room will end.</li></ul>

Notes to users of the RPV Facilities:

- The quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection at the location of the user and the device of the user.
- Users are advised to afford themselves ample time to complete the log in process in advance of the meeting.
- In the event you encounter any issues with logging-in, connection to live streamed meeting or online voting on the meeting day, kindly call 603-22766138 and email to [Dvoteservice@gmail.com](mailto:Dvoteservice@gmail.com) for assistance.

Member(s) or proxy(ies) or authorised representative(s) or attorney(s) are encouraged to register as a user with Dvote Online before the meeting day (i.e. from 15 December 2020).

3. APPOINTMENT OF PROXY(IES)/CORPORATE REPRESENTATIVE(S)/ATTORNEY(S)

A member who has appointed a proxy(ies)/authorised representative(s)/attorney(s) to participate in the Virtual 25th AGM via RPV Facilities must request his/her proxy(ies)/authorised representative(s)/attorney(s) to register himself/herself for RPV Facilities via Dvote Online website at <https://Dvote.my>.

**NO DOOR GIFTS OR FOOD VOUCHERS**

There will be no distribution of food vouchers or door gifts during the Virtual 25th AGM as the meeting is conducted on a fully virtual basis.

**NO RECORDING OR PHOTOGRAPHY**

Strictly no recording or photography of the Virtual 25th AGM proceedings is allowed.



## **ENQUIRY**

If you have any enquiry(ies) or question(s) relating to the meeting, 25th AGM Administrative Guide for the Fully Virtual 25th AGM, RPV Facilities or encounters issues with the log in, steps to connect to live streaming and online voting, you may send them in advance or contact the following during office hours from Monday to Friday (except for public holiday):-

### **For Agenda of the 25th AGM related:**

Email : [eric@miroza.com.my](mailto:eric@miroza.com.my)

### **For Pre-Registration via RPV Facilities:**

DVOTE SERVICES SDN. BHD.  
Lot 9-7, Menara Sentral Vista  
No. 150, Jalan Sultan Abdul Samad  
Brickfield, 50470 Kuala Lumpur

Name : Ms Sangetha / Mr Hugo  
Telephone No. : 603-2276 6138  
Email : [Dvoteservice@gmail.com](mailto:Dvoteservice@gmail.com)

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate and comply with any requirements or recommendation of any government agencies from time to time.

Kindly check the Company's website or announcements from time to time for the latest updates on the status or changes to the Virtual 25th AGM's arrangement.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.

The administrative guide can be viewed and downloaded from our Company's website at [www.mesbbhd.com](http://www.mesbbhd.com).