



MESB BERHAD
Registration No.: 199501008356 (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 on a fully virtual basis and entirely via remote participation and voting at the Broadcast Venue at Lot 9-11 Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur on Wednesday, 7 April 2021 at 2.30 p.m., or at 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 DIVERSIFICATION OF THE BUSINESS OF MESB AND ITS SUBSIDIARIES (“MESB GROUP”) TO INCLUDE THE COLLECTION AND RECYCLING OF WASTEPAPER, PLASTICS SCRAP AND SCRAP FERROUS METAL (“WASTE RECYCLING BUSINESS”) (“PROPOSED DIVERSIFICATION”)

“**THAT**, subject to the approvals of the relevant authorities/parties, where relevant/required, being obtained for the Proposed Diversification, approval be and is hereby given to MESB to diversify the existing business of MESB Group to include the Waste Recycling Business.

AND THAT the Board be and is hereby authorised to do all acts for and on behalf of the Company to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfer and indemnities) as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Diversification with full powers to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Diversification and to assent to any conditions, modification, variations and/or amendments relating to the Proposed Diversification as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit and to do all such things as it may consider necessary, desirable, appropriate or expedient in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

“**THAT**, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities/parties, where relevant/required, being obtained for the Proposed Shareholders’ Mandate, approval be and is hereby given to MESB Group, to enter and give effect to the recurrent related party transactions of a revenue and/or trading nature with related parties as set out in **Section 2.2.5** of the Circular to Shareholders dated 23 March 2021 in relation to the Proposed Shareholders’ Mandate, which are necessary for the day to day operations of the MESB Group within the ordinary course of Waste Recycling Business of the MESB Group, made on an arm’s length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the forthcoming extraordinary general meeting of the Company at which the Proposed Shareholders’ Mandate is approved, at which time it will lapse unless by a resolution passed at the next AGM the authority; or
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held pursuant to Section 340(2) of the Companies Act 2016 (“**Act**”) but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) it is revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

AND FURTHER THAT the Board be and is hereby authorised to do all acts for and on behalf of the Company to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfer and indemnities) as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Shareholders’ Mandate with full powers to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Shareholders’ Mandate and to assent to any conditions, modification, variations and/or amendments relating to the Proposed Shareholders’ Mandate as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit and to do all such things as it may consider necessary, desirable, appropriate or expedient in the best interest of the Company.”

BY ORDER OF THE BOARD

TEA SOR HUA (MACS 01324) (SSM PC NO.: 201908001272)

Company Secretary
Petaling Jaya, Selangor Darul Ehsan
23 March 2021

Notes:-

1. The EGM will be conducted fully virtual through live streaming and online remote voting via the Remote Participation and Voting (“**RPV**”) facilities to be provided by Dvote Services Sdn Bhd via its Dvote Online website at <https://Dvote.my>. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 59 of the Company’s Constitution which require the Chairman of the Meeting to be present at the main venue of the Meeting. Members/proxies will not be allowed to be physically present at the Broadcast Venue.
3. 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.
4. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
5. 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.
6. 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.
7. The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be deposited not less than forty-eight (48) hours before the time stipulated for holding the meeting at which the person named in the appointment proposes to vote:-
 - (i) **In Hardcopy Form**
The proxy form shall be deposited at the registered office, Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor.
 - (ii) **By Electronic Means**
The proxy form shall be electronically lodged by email to proxyform@cospec.com.my.
8. 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.
9. The Date of Record of Depositors for the purpose of determining Members’ entitlement to attend, vote and speak at the meeting will be on 31 March 2021.
10. In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our EGM at short notice. Kindly check Bursa Securities’ and the Company’s website at www.mesbhd.com for the latest updates on the status of the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

MESB

B E R H A D

MESB BERHAD

Registration No.: 199501008356 (337554-D)

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL EXTRAORDINARY GENERAL MEETING (“EGM”)

Date	:	Wednesday, 7 April 2021
Time	:	2.30 p.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
Depository of Form of Proxy	:	The Register Office, MESB Berhad c/o Cospec Management Services Sdn. Bhd. Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor

Email : proxyform@cospec.com.my

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 mode of EGM of the Company will 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.

In line with the Practice 12.3 of Malaysian Code on Corporate Governance, conducting a fully virtual EGM, would facilitate greater shareholders’ 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 EGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM.

BROADCAST VENUE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 59 of the Constitution of the Company which requires that the Chairman of the Meeting to be present at the main venue of the Meeting. 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 EGM.

ENTITLEMENT TO PARTICIPATE AND VOTE AT THE EGM

In respect of deposited securities, only members whose names appear in the Record of Depositors on **31 March 2021** (Extraordinary General Meeting Record of Depositors) shall be eligible to participate in the EGM or to appoint proxy(ies) to participate and/or vote on his/her behalf.

FORM(S) OF PROXY

Shareholders who are unable to participate in our EGM 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 for the EGM should you wish to appoint a proxy(ies).

Please deposit your Form of Proxy at the Company's Registered Office, Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor or email to proxyform@cospec.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

VOTING PROCEDURES

The voting at the EGM 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**").

Kindly refer to item (2) below on the Procedures for RPV Facilities for guidance on how to vote remotely from Dvote Online website at <https://Dvote.my>.

During the EGM, 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 EGM, 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, request 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 EGM using RPV Facilities provided by Dvote via its **Dvote Online** website at <https://Dvote.my>. Please refer to the Procedures for RPV Facilities.

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2. PROCEDURES FOR RPV FACILITIES

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

BEFORE MEETING DAY		
A. USER REGISTRATION		
	Procedure	Action
(a)	Sign-up as a user with Dvote Online	<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"> • Access the website at https://Dvote.my. • Click on [Sign up] to register as a new user with Dvote Online. • Complete registration and upload softcopy of Malaysia Identification card (front and Back) or passport (foreigner(s)). <p>You will be notified via email once your user registration is accepted/rejected by Dvote Online.</p>
(b)	Register Meeting with Dvote Online	<ul style="list-style-type: none"> • Registration for Remote Participation will remain open from 2 April 2021 until the commencement of the polling during the EGM. • Login to https://Dvote.my/user-login with your user ID (i.e.: email address) and password. • Select event: “MESB Berhad – Extraordinary General Meeting” and click [Register]. • You will receive an email notifying on your registration for the remote participation and verification. • Once your registration has been verified against the Record of Depositors as at 31 March 2021, you will be notified via email whether your request for remote participation is approved/rejected. • If approved, you will receive an invitation email together with the meeting link to “<i>Join Meeting</i>”.

ON THE DAY OF EGM		
	Procedure	Action
(a)	Join the Live Stream Meeting	<ul style="list-style-type: none"> • Click on “Join Meeting” link in the invitation email and you will be directed to the live streaming room. • You are advised to log in early, at least 20 minutes, before the Meeting time.
(b)	Post Questions during Live Streaming	<ul style="list-style-type: none"> • If you have any question(s) for the Board of Directors, you may use the “Post Question” box to transmit your question(s).
(c)	Online Voting during Live Streaming	<ul style="list-style-type: none"> • Click on [Proceed to Vote], to cast your votes for each resolution(s). • Review your casted votes, confirm and submit your votes.
(d)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the EGM, the live streaming room will end.

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 for assistance.
- Member(s)/proxy(ies)/corporate representative(s)/attorney(s) are encouraged to register as a user with Dvote Online before the meeting day. The user registration is open from 23 March 2021.

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 EGM 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 EGM as the meeting is conducted on a fully virtual basis.

NO RECORDING OR PHOTOGRAPHY

Strictly no recording or photography of the EGM proceedings is allowed.

ENQUIRY

If you have any enquiry(ies) relating to the EGM, Administrative Guide for the Fully Virtual EGM, 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 EGM related:

Email : 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

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.

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