

NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting ("27th AGM" or "Meeting") of MESB BERHAD ("MESB" or "the Company") will be held on a fully virtual basis and entirely via remote participation and electronic voting through live streaming and online remote voting using Remote Participation and Electronic Voting facilities via the online platform at <https://www.digitizevote.my> (Domain Registration No. with MYNIC: D6A474651) on Tuesday, 6 December 2022 at 2:30 p.m. or at any adjournment thereof, to transact the following businesses:-

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and benefits of up to RM139,000 for the period commencing from the date immediately after this 27th AGM until the date of the next AGM of the Company.
- To re-elect Mr. Lee Kok Heng as Director who retires by rotation pursuant to Clause 97 of the Company's Constitution.
- To re-elect the following Directors who retire pursuant to Clause 104 of the Company's Constitution:-
 - Dato' Lee Ban Seng
 - Mr. Wong Yu Peng
 - Mr. Chen, JianHua
- To note the retirement of Mr. Tan Yew Kim as Director of the Company at the conclusion of the 27th AGM.
- To appoint Crowe Malaysia PLT as Auditors in place of the retiring Auditors, KPMG PLT and to authorise the Directors to fix their remuneration.

PLEASE REFER TO EXPLANATORY NOTE 1
ORDINARY RESOLUTION 1
ORDINARY RESOLUTION 2
ORDINARY RESOLUTION 3
ORDINARY RESOLUTION 4
ORDINARY RESOLUTION 5
PLEASE REFER TO EXPLANATORY NOTE 4
ORDINARY RESOLUTION 6

To consider and if thought fit, to pass the following ordinary resolution:-

"THAT Crowe Malaysia PLT be and are hereby appointed as Auditors of the Company in place of the retiring Auditors KPMG PLT and to hold office until the conclusion of the next annual general meeting at a remuneration to be agreed between the Directors and the Auditors."

AS SPECIAL BUSINESS:

To consider and if thought fit, pass with or without any modifications, the following resolutions:

- GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")**

ORDINARY RESOLUTION 7

"THAT subject always to the Constitution of the Company, the Act, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/ regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company ("Shares") to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time ("Mandate") AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

THAT pursuant to Section 85 of the Act read together with the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares pursuant to the Mandate.

AND FURTHER THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

ORDINARY RESOLUTION 8

"THAT authority be and is hereby given in line with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.8 of the Circular to Shareholders in relation to the Proposed Renewal of Shareholders' Mandate dated 31 October 2022 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, 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 authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Shareholders' Mandate in the best interest of the Company."

- To transact any other business of which due notice shall have been given.

By order of the Board

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

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

31 October 2022

Notes:

- The 27th AGM will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting facilities via the online meeting platform provided by Dvot Services Sdn. Bhd. at <https://www.digitizevote.my>. Please refer to the Administrative Notes for the 27th AGM on the procedures to register, participate and vote remotely via <https://www.digitizevote.my>.
- According to the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.
- Members may submit questions relating to resolutions to be tabled at the Meeting to the Board via e-mail to mesb@mesbhd.com no later than 2:30 p.m. on Friday, 2 December 2022. Alternatively, members may transmit questions to the Board via <https://www.digitizevote.my> platform during the live streaming of the Meeting.
- A member who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his stead. Where a member appoints more than one (1) proxy, the member shall specify the proportion of his shareholdings to be represented by each proxy.
- A proxy may, but need not, be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- Where a member of the Company 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.
- The instrument appointing a proxy may be made via hardcopy or by electronic means through the following manner and must be deposited not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the appointment proposes to vote:-
 - In Hardcopy Form**
In the case of an appointment made in hard copy form, the Proxy Form must be deposited at the office of the Poll Administrator, Dvot Services Sdn. Bhd. at Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
 - By Electronic Means**
The Proxy Form can be electronically lodged by email to dvotesservice@gmail.com. Kindly refer to the Administrative Notes on the procedures for the electronic lodgement of the Proxy Form.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 62 of the Company's Constitution to issue a General Meeting Record of Depositors as at 29 November 2022. Only members whose names appear in the General Meeting Record of Depositors as at 29 November 2022 shall be entitled to attend the Meeting and to speak and vote thereat.
- All the resolutions set out in the Notice of Meeting will be put to vote by poll.
- Given the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 27th AGM at short notice. Kindly check Bursa Securities' website and the Company's website at <https://mesbhd.com/> for the latest updates on the status of the Meeting.

EXPLANATORY NOTES TO ORDINARY/SPECIAL BUSINESS

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 June 2022**
This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require formal approval of members for the Audited Financial Statements. Hence, Agenda No. 1 will not be put forward for voting.
- Item 2 of the Agenda – Directors' fees and benefits**
Pursuant to Section 230(1) of the Act, the directors' fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. The estimated Directors' fees and benefits are calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and benefits for the period from the date immediately after this 27th AGM until the date of the next AGM of the Company to be held in the year 2023.

In the event the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for such shortfall.

- Items 3 and 4 of the Agenda – Re-election of Directors**

Clause 97 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

Clause 104 of the Company's Constitution provides that the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following AGM, and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

Following thereto, Mr. Lee Kok Heng will retire pursuant to Clause 97 of the Company's Constitution whereas Dato' Lee Ban Seng, Mr. Wong Yu Peng and Mr. Chen, JianHua will retire pursuant to Clause 104 of the Company's Constitution ("collectively referred to as "the Retiring Directors"). The Retiring Directors being eligible, have offered themselves for re-election at the 27th AGM.

The Board has endorsed the Nomination and Remuneration Committee's recommendation to seek shareholders' approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The Retiring Directors had abstained from all deliberations and decisions on their respective eligibility to stand for re-election at the Board meeting.

The details and profile of the Retiring Directors are provided in the Board of Directors' Profile on pages 29 to 32 of the Company's Annual Report 2022.

- Item 5 of the Agenda – Retirement of Director**

Mr. Tan Yew Kim who retires pursuant to Clause 97 of the Company's Constitution, has expressed his intention not to seek re-election at the 27th AGM and he shall retire as Director of the Company at the conclusion of the 27th AGM. The Company would like to thank Mr. Tan Yew Kim for his contribution during his tenure as Director of the Company.

- Item 6 of the Agenda – Appointment of Auditors**

The retiring Auditors, KPMG PLT, have expressed their intention not to seek re-appointment at the 27th AGM.

The Board of Directors has proposed Crowe Malaysia PLT for appointment as new Auditors of the Company in place of the retiring Auditors, KPMG PLT, to the members for approval at the 27th AGM.

- Item 7 of the Agenda – General Authority for the Directors to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act**

The Ordinary Resolution 7 proposed under item 7 of the Agenda, is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

The Company had at its Twenty-Sixth AGM held on 7 December 2021 ("26th AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes, as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) at any point of time ("General Mandate"). This General Mandate will expire at the conclusion of the 27th AGM.

Pursuant to Section 85 of the Act and the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 7, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company. As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 26th AGM which will lapse at the conclusion of the 27th AGM.

- Item 8 of the Agenda – Proposed Renewal of Shareholders' Mandate**

The Ordinary Resolution 8 proposed under item 8 of the Agenda, if passed, will renew the authority given to the Company and/or its subsidiaries a mandate to enter into recurrent related party transactions of a revenue and/or trading nature pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities. The mandate, unless revoke or varied by the Company at a general meeting, will expire at the next AGM of the Company. Please refer to the Circular to Shareholders dated 31 October 2022 for further information.

ADMINISTRATIVE NOTES

ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL TWENTY-SEVENTH ANNUAL GENERAL MEETING (“27TH AGM” OR “MEETING”) OF MESB BERHAD (“MESB” OR “THE COMPANY”)

Meeting Day, Date	: Tuesday, 6 December 2022
Time	: 2:30 p.m.
Online Meeting Platform	: https://www.digitizeVote.my (Domain registration number with MYNIC: D6A474651)
Depository of Proxy Form	: The Poll Administrator’s Office c/o Dvote Services Sdn. Bhd. Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia Email : dvoteservice@gmail.com

REMOTE PARTICIPATION AND ELECTRONIC VOTING (“RPEV”) FACILITIES

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 27th AGM using the RPEV facilities provided by Dvote Services Sdn. Bhd. (“Dvote”) via its Dvote Online Portal at <https://www.digitizevote.my>.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at this 27th AGM via RPEV facilities must request his/her proxy or attorney or authorised representative to register himself/herself for RPEV facilities at Dvote Online Portal at <https://www.digitizevote.my>.

As the 27th AGM will be held on a fully virtual meeting, shareholders who are unable to participate in this 27th AGM via RPEV facilities may also appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the proxy form.

ENTITLEMENT TO PARTICIPATE AND VOTE AT THE 27TH AGM

In respect of deposited securities, only members whose names appear in the Record of Depositors on **29 November 2022** (27th AGM Record of Depositors) shall be eligible to participate in the 27th AGM or to appoint proxy(ies) to participate and/or vote on his/her behalf.

PROXY FORM(S)

Shareholders who are unable to participate in our 27th 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 Proxy Form for the 27th AGM should you wish to appoint a proxy(ies).

Please deposit your Proxy Form at the Poll Administrator’s office, Dvote Services Sdn. Bhd. at Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia or email to dvoteservice@gmail.com not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

Administrative Notes (Cont'd)

VOTING PROCEDURES

The voting at the 27th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Company has appointed 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 RPEV facilities for guidance on how to vote remotely from Dvote online website at <https://www.digitizevote.my>.

During the 27th 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 27th 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, and request for login ID and password:-

1. REMOTE PARTICIPATION AND E-VOTING FACILITIES

Members to participate at the 27th AGM using RPEV facilities provided by Dvote via its Dvote online website at <https://www.digitizevote.my>. Please refer to the procedures for RPEV facilities.

Administrative Notes (Cont'd)

2. PROCEDURES FOR RPEV FACILITIES

Member(s)/proxy(ies)/corporate representative(s)/attorney(s) who wish to participate in the 27th AGM remotely using the RPEV 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://www.digitizevote.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 1 November 2022 until the commencement of the polling during the 27th AGM. • Login to https://www.digitizevote.my/Identity/Account/Login with your user ID (i.e. email address) and password. • Select event: "MESB Berhad – Twenty-Seventh Annual General Meeting" and click [Register]. • You will receive an email notifying you of your registration for the remote participation and verification. • Once your registration has been verified against the Record of Depositors as at 29 November 2022, 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 "Join Meeting".

ON THE DAY OF 27TH AGM		
	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 "Question" box to transmit your question(s)
(c)	Online Voting during Live Streaming	<ul style="list-style-type: none"> • Click on [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 27th AGM, the live streaming room will end.

Administrative Notes (Cont'd)

Notes to users of the RPEV 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 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 03-2276 6138 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 1 November 2022.

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 27th AGM via RPEV facilities must request his/her proxy(ies)/authorised representative(s)/attorney(s) to register himself/herself for RPEV facilities via Dvote Online website at <https://www.digitizevote.my>.

NO DOOR GIFTS OR FOOD VOUCHERS

There will be no distribution of door gifts and food vouchers during the 27th AGM as the meeting is conducted on a fully virtual basis.

NO RECORDING OR PHOTOGRAPHY

By participating in the 27th AGM, you agree that no part of the 27th AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronic, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

ENQUIRY

If you have any enquiry(ies) relating to the 27th AGM, Administrative Notes for the fully virtual 27th AGM, RPEV facilities or encounter 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 27th AGM related:

Email : mesb@mesbbhd.com

For Pre-Registration via RPEV 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 Wong
Telephone No. : +603-2276 6138
Email : dvoteservice@gmail.com