



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 “Company”) will be held on a fully virtual basis and entirely via remote participation 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 3:00 p.m. or immediately upon the conclusion or adjournment of the Twenty-Seventh Annual General Meeting (“27th AGM”) of MESB which will be held on the same day at 2:30 p.m., whichever is later, 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 DISPOSALS BY MESB BERHAD (“MESB”) OF THE ENTIRE EQUITY INTERESTS IN ACTIVE FIT SDN BHD (“ACTIVE FIT”) AND MESB CAPITAL & DEVELOPMENT SDN BHD (“MCD”) AS WELL AS 45% EQUITY INTEREST IN MIROZA LEATHER (M) SDN BHD (“MIROZA”) TO TREND NAVIGATOR SDN BHD FOR A CASH CONSIDERATION OF RM46,000,000 (“PROPOSED DISPOSALS”)

“THAT subject to the passing of Ordinary Resolution 2 and the approvals of the relevant authorities/parties, where relevant/required, being obtained for the Proposed Disposals, approval be and is hereby given to MESB to dispose of the following:-

- (i) 10,670,000 ordinary shares in Active Fit, representing 100% of the issued share capital of Active Fit;
- (ii) 2,666,974 ordinary shares in MCD, representing 100% of the issued share capital of MCD; and
- (iii) 3,870,000 ordinary shares in Miroza, representing 45% of the issued share capital of Miroza,

for a total cash consideration of RM46,000,000, and subject to the terms and conditions as set out in the conditional share sale agreement in relation to the Proposed Disposals dated 22 September 2022 entered into between Trend Navigator Sdn Bhd and MESB (“Disposal SSA”) and for the continued provision of a subsisting corporate guarantee dated 15 April 2020 provided by MESB in favour of a licensor, for the benefit of Active Fit in relation to the license granted for the Jeep brand in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the terms and conditions of the Disposal SSA.

AND THAT the board of directors of MESB (“Board”) be and are hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as they may deem fit, expedient or in the best interest of the Company to implement, finalise and give full effect to the Proposed Disposals with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Disposals and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Disposals as may be required by the relevant regulatory authorities.

ORDINARY RESOLUTION 2

PROPOSED ACQUISITIONS BY MESB OF THE ENTIRE EQUITY INTERESTS IN N.U. RECYCLE SDN BHD (“NURSB”), FORMIDEX SDN BHD (“FORMIDEX”) AND WAIER TRADING SDN BHD (“WAIER”) FROM DATUK WONG SAK KUAN (“DWSK”), LEE WAI FUN (“LWF”) AND LOTUS ESSENTIAL SDN BHD (“LESB”) FOR A TOTAL CASH CONSIDERATION OF RM51,000,000 (“PROPOSED ACQUISITIONS”)

“THAT subject to the passing of Ordinary Resolution 1 and approvals being obtained from the relevant authorities (where required) for the Proposed Acquisitions, approval be and is hereby given to the Company to acquire the following:-

- (i) 1,099,104 ordinary shares in NURSB from LESB, DWSK and LWF;
- (ii) 190,002 ordinary shares of Formidex from LESB; and
- (iii) 100,000 ordinary shares of Waier from LESB,

for a purchase consideration of RM51,000,000 and subject to the terms and conditions as set out in the conditional sale and purchase agreement dated 22 September 2022 entered into between DWSK, LWF, LESB and MESB.

AND THAT the Board be and are hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as they may deem fit, expedient or in the best interest of the Company to implement, finalise and give full effect to the Proposed Acquisitions with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Acquisitions and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Acquisitions as may be required by the relevant regulatory authorities.”

ORDINARY RESOLUTION 3

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

“THAT subject to the passing of Ordinary Resolution 2 and approvals being received from the relevant regulatory authorities (where required) for the Proposed Shareholders’ Mandate, approval be and is hereby given to Company and/or its subsidiaries to enter into the recurrent related party transactions with the related party as set out in Section 2.4, Part B of the circular to shareholders of MESB dated 17 November 2022 which are necessary for the day-to-day operations, undertaken within the ordinary course of waste recycling business, 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 until:

- (i) the conclusion of the next annual general meeting (“AGM”) of the Company following the general meeting at which the ordinary resolution for the Proposed Shareholders’ Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM of the Company after the date required by law to be held pursuant to section 340(2) of the Companies Act 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or
- (iii) 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 Board 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 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 Shareholders’ Mandate 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
17 November 2022

Notes:-

- (i) The EGM 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 EGM on the procedures to register, participate and vote remotely via <https://www.digitizevote.my>.
- (ii) 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.
- (iii) Members may submit questions relating to resolutions to be tabled at the Meeting to the Board via e-mail to mesb@mesbbhd.com no later than 3:00 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.
- (iv) 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.
- (v) 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.
- (vi) 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.
- (vii) 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.
- (viii) 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.
- (ix) 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:-
 - a) 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.
 - b) By Electronic Means
The Proxy Form can be electronically lodged by email to dvoteservice@gmail.com. Kindly refer to the Administrative Notes on the procedures for electronic lodgement of the Proxy Form.
- (x) 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.
- (xi) All the resolutions set out in the Notice of Meeting will be put to vote by poll.
- (xii) Given the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our EGM at short notice. Kindly check Bursa Securities’ website and the Company’s website at <https://mesbbhd.com/> for the latest updates on the status of the Meeting.

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 BERHAD

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ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL EXTRAORDINARY GENERAL MEETING ("EGM" OR "MEETING") OF MESB BERHAD ("MESB" OR "COMPANY")

- Meeting Day, Date : Tuesday, 6 December 2022
- Time : 3:00 p.m. or immediately upon the conclusion or adjournment of the Twenty-Seventh Annual General Meeting of MESB which will be held on the same day at 2:30 p.m., whichever is later, or at any adjournment thereof
- 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 EGM 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 EGM 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 EGM will be held on a fully virtual meeting, shareholders who are unable to participate in this EGM 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 EGM

In respect of deposited securities, only members whose names appear in the Record of Depositors on **29 November 2022** (EGM 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.

PROXY FORM(S)

Shareholders who are unable to participate the 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 Proxy Form for the EGM 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.

VOTING PROCEDURES

The voting at the EGM 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 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, and request for login ID and password:-

1. REMOTE PARTICIPATION AND E-VOTING FACILITIES

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

2. PROCEDURES FOR RPEV FACILITIES

Member(s)/proxy(ies)/corporate representative(s)/attorney(s) who wish to participate in the EGM 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>

BEFORE MEETING DAY		
A. USER REGISTRATION		
	Procedure	Action
(b)	Register Meeting with Dvote Online	<ul style="list-style-type: none"> Registration for Remote Participation will remain open from 1 December 2022 until the commencement of the polling during the EGM. Login to https://www.digitizevote.my/Identity/Account/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 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 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 “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 EGM, the live streaming room will end.

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

NO RECORDING OR PHOTOGRAPHY

By participating in the EGM, you agree that no part of the EGM 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 EGM, Administrative Notes for the fully virtual EGM, 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 EGM 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