

Mesiniaga

MESINIAGA BERHAD
198101013112 (79244-V)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Eighth Annual General Meeting of the Company will be held at Auditorium Ismail Sulaiman, Menara Mesiniaga, 1A, Jalan SS16/1, 47500 Subang Jaya on Thursday, 10 September 2020 at 2.30 pm. for the following purposes:-

Agenda

1. To receive the Audited Financial Statements for the year ended 31 December 2019 together with the Report of Directors and the Independent Auditors Report thereon.
2. To approve Directors' Remuneration of up to RM400,000.00 for the year ending 31 December 2020. **Resolution 1**
3. To re-elect the following Directors retiring pursuant to Article 104 of the Company's Article of Association:-
 - a. Datuk Wan Mohamed Fusil **Resolution 2**
 - b. Fathil Ismail **Resolution 3**
4. To re-elect Datuk Noor Azian Shaari, an Independent Non-Executive Director retiring under Article 108 of the Company's Article of Association. **Resolution 4**
5. To retain Wong Fook Hon who had served the Board for a cumulative term of more than 9 years as Independent Non- Executive Director. **Resolution 5**
6. To re-appoint Messrs PricewaterhouseCoopers PLT as the Company's Auditors and to authorise the Directors to fix their remuneration. **Resolution 6**

BY ORDER OF THE BOARD

JASNI ABDUL JALIL (MACS 01359)

Company Secretary
Subang Jaya
10 August 2020

Note:-

1. For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming Thirty-Eighth Annual General Meeting of the Company, the Company shall be requesting the Record of Depositors as at 3 September 2020. Only a depositor whose name appears on the Record of Depositors as at 3 September 2020 shall be entitled to attend and vote at the meeting, as well as for the appointment of proxy(ies) to attend and vote on his/her stead.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its attorney.
4. All forms of proxy must be deposited at the Company's Share Registrar's Office at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

COVID-19 OUTBREAK MEASURE NOTES

1. In view of the outbreak of COVID-19, you are required to read and adhere to the **Administrative Guide** issued which is published on the Company's website at <http://www.mesiniaga.com.my/investor-relations/>
2. The health and safety of our members and staff who will attend the 38th AGM are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the 38th AGM:-
 - a. Members or proxies are to abide by the most current regulations in place and enforced by the Ministry of Health and Government of Malaysia.
 - b. Members are encouraged to appoint the Chairman of the meeting to act as proxy to attend and vote at the AGM on their behalf by submitting the proxy form with predetermined voting instruction.
 - c. Members are **NOT ALLOWED** to attend the meeting and advised to appoint proxy(ies) to attend in your stead, if:-
 - i. you are unwell with sore throat, flu, cough, fever, diarrhea and/or shortness of breath; or
 - ii. you have travel history to high risk countries affected by Covid-19 in the past 14 days; or
 - iii. you have contact with a person who is confirmed with Covid-19 infection in the past 14 days.
 - d. In the interest of the public health including the well-being of our members, members must cooperate with the precautionary measures put in place by the Company should members (or your proxies) wish to attend the 38th AGM in person.
 - e. Members or proxies must sanitise their hands and wear a face mask if they are attending the meeting in person.
 - f. Members or proxies are to observe/maintain social distancing throughout the meeting.
 - g. **NO door gift and refreshment will be provided to the Members or proxies. In view of the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 38th AGM at short notice.** Kindly check Bursa Securities's and the Company's website at www.mesiniaga.com.my for the latest updates on the status of the said meeting.

**STATEMENT ACCOMPANYING THE NOTICE OF THE
38TH ANNUAL GENERAL MEETING**

- 1) The Directors standing for re-election are:-
Pursuant to Article 104 of the Company's Article of Association:-
- a. Datuk Wan Mohamed Fusil
 - b. Fathil Ismail

Pursuant to Article 108 of the Company's Article of Association:-

- a. Datuk Noor Azian Shaari

Wong Fook Hon has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board proposed that he be retained to act as Independent Non-Executive Director until the next Annual General Meeting.

- 2) On the recommendation of the Remuneration Committee, the Board proposes that the remuneration fees payable to the Non-Executive Directors for year ending December 2020 to be up to RM400,000.00.
- 3) The Thirty-Eighth Annual General Meeting of the Company will be held at Auditorium Ismail Sulaiman, Menara Mesiniaga, 1A, Jalan SS16/1, 47500 Subang Jaya on 10 September 2020 at 2.30 p.m.
- 4) Details of the Directors standing for re-election are as stated in the Company's Annual Report on pages 13 to 21. Their securities holdings in the Company are as stated on page 154.

BY ORDER OF THE BOARD

JASNI ABDUL JALIL (MACS 01359)

Company Secretary

Subang Jaya

10 August 2020