

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of MESB Berhad ("**MESB**" or the "**Company**") will be held at Room 3, Level 2, Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Wednesday, 30 September 2015 at 10.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Twentieth (20th) Annual General Meeting of MESB to be held at the same venue on the same day at 9.30 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following ordinary resolution, with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY MESB BERHAD ("MESB" OR THE "COMPANY") OF THE ENTIRE EQUITY INTEREST IN ACTIVE FIT SDN BHD ("ACTIVE") FROM SIOW SEA NEN, CHEN MUI YONG AND LIEW KEE WAH (COLLECTIVELY, "VENDORS") FOR A CASH CONSIDERATION OF RM19,000,000 ("PROPOSED ACQUISITION")

"THAT subject to the provisions under the Companies Act, 1965, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant authorities/parties (where relevant/required) being obtained/fulfilled or waived (where permitted by law), approval be and is hereby given to MESB to acquire 2,500,000 ordinary shares of RM1.00 each in Active, which represent 100% of the issued and paid-up share capital of Active, for a cash consideration of RM19,000,000, subject to and upon the terms and conditions set out in the conditional share sale agreement dated 23 July 2014 in relation to the Proposed Acquisition entered into between MESB and the Vendors.

AND THAT the Directors of MESB 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 or consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Acquisition 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 Acquisition and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Acquisition as may be approved/required by the relevant regulatory authorities and/or as the Directors of MESB deem fit and to do all such things as they may consider necessary, desirable, appropriate or expedient in the best interests of MESB."

BY ORDER OF THE BOARD

LIM LEE KUAN (MAICSA 7017753)
SOO SHIOW FANG (MAICSA 7044946)
Company Secretaries
Kuala Lumpur
15 September 2015

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. The provisions of Section 149(1)(b) of the Act shall not apply to the Company and there shall be no restriction as to the qualification of the proxy.
2. A member shall be entitled to appoint only one proxy 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 only one (1) proxy 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 authorized nominee may appoint in respect of each omnibus account it holds.
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 Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of its attorney.
8. The Date of Record of Depositors for the purpose of determining Members' entitlement to attend, vote and speak at the meeting will be on 22 September 2015.