



**MESTRON HOLDINGS BERHAD**  
 [Registration No. 201801018716 (1280732-K)]  
 (Incorporated in Malaysia under the Companies Act 2016)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Second ("2nd") Annual General Meeting ("AGM") of Mestron Holdings Berhad ("MESTRON" or "the Company") will be held at Puteri Grand Ballroom, Level 2, Four Points by Sheraton Puchong, 1201, Tower 3, Puchong Financial Corporate Centre, Jalan Puteri ½, Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan, Malaysia on Tuesday, 18 August 2020 at 10.00 a.m. or any adjournment thereof for the purpose of transacting the following businesses:

**AGENDA**

**As Ordinary Business:**

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of up to RM220,000.00 and other benefits payable of up to RM15,000.00 payable to Non-Executive Directors of the Company for the period from 1 January 2020 until the conclusion of the next AGM of the Company.
- To re-elect the following Directors who retire in accordance with Clause 105(1) of the Company's Constitution and who being eligible, have offered themselves for re-election: -
  - Loon Chin Seng
  - Por Teong Eng
- To re-appoint Messrs. Grant Thornton Malaysia as Auditors of the Company until the conclusion of the next AGM 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**

**As Special Business:**

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

- Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**  
 "THAT subject to the Companies Act, 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Securities on 16 April 2020 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, at any time to such persons 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 pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("20% General Mandate"); AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities;  
 AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company"

**Ordinary Resolution 5**

**6. Proposed Amendments to the Constitution of the Company**

**Special Resolution 1**

- "THAT the proposed amendments to the Constitution of the Company be and are hereby approved and adopted; AND THAT the Board of Directors and Secretaries of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the proposed amendments to the Constitution of the Company."
- To transact any other business for which due notice shall have been given in accordance with the Companies Act, 2016.

By order of the Board,

**TAN TONG LANG (MAICSA 7045482)**

**THIEN LEE MEE (LS0009760)**

Company Secretaries

Kuala Lumpur

30 June 2020

**Notes:**

- Each member of the Company is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy may but need not, be a member of the Company. Where a member/shareholder appoints more than one proxy to attend and vote at the meeting, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint one (1) or more proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee defined under the SICDA which is exempted from compliance with the provision of subsection 25A(1) of SICDA 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 authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- The Form of Proxy must be deposited at the Company's Share Registrar office at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 12 August 2020. Only members whose name appears on the Record of Depositors shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote and vote on his/her stead.
- Pursuant to Rule 8.31A of the Listing Requirements of Bursa Securities, all resolutions set out in this Notice of the 2nd AGM will be put to vote by way of poll.

**EXPLANATORY NOTES:-**

- Audited Financial Statements for the Financial Year Ended 31 December 2019**  
 The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Therefore, this Agenda item is not put forward for voting.
- Ordinary Resolution 1: To Approve the Payment of Directors' Fees and Other Benefits Payable**  
 Section 230(1) of the Act provides amongst others, that "the fees" of the Directors and "any benefits" payable to the Directors of public company or a listed company and its subsidiaries, shall be approved at a general meeting.  
 The Company pays Directors' fees and benefits to the Independent Non-Executive Directors ("INEDs"). The Board wishes to seek shareholders' approval for the payment of a maximum aggregate amount of RM220,000 for Directors' fees and a maximum aggregate amount of RM15,000 for the payment of other benefits to the INEDs of the Company for the period from 1 January 2020 until the conclusion of the next AGM of the Company.  
 Directors' benefits include allowances and other claimable benefits which calculated based on the current Board size and the number of schedule meetings for the period commencing from 1 January 2020 until the conclusion of the next AGM of the Company.  
 In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.
- Ordinary Resolution 5: Authority to Issue Shares Pursuant to Sections 75 and 76 of the Act**  
 The proposed Ordinary Resolution 5 is a new general mandate and if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 20% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.  
 The 20% General Mandate is pursuant to directive letter from Bursa Securities dated 16 April 2020 in relation to a temporary relief measures in view of the trying and challenging times due to the COVID-19 pandemic for listed issuer to seek a higher general mandate of not more than 20% of the total number of issued shares (excluding treasury shares) instead of 10%.  
 Having considered the current economic climate arising from the global Covid-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(4) of the Act, from its shareholders at the forthcoming 2nd AGM of the Company.  
 The Board of Directors of the Company, after due consideration, is of the opinion that in the face of unprecedented challenges to the Company brought by Covid-19 pandemic, this 20% General Mandate will enable the Company further flexibility to raise funds expeditiously other than incurring additional interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow and achieve a more optimal capital structure. Any funds raised from this 20% General Mandate is expected to be used as working capital to finance day-to-day operational expenses, on-going projects or future projects/investments to ensure the long-term sustainability of the Company.  
 The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its subsidiaries.
- Special Resolution 1: Proposed Amendments to the Constitution of the Company**  
 The proposed Special Resolution 1, if passed, will enhance administrative efficiency.  
 Further information of the Proposed Amendments to the Constitution of the Company is set out in the "Appendix A" accompanying the Notice of AGM dated 30 June 2020.