

# 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., 11<sup>th</sup> 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](http://www.mesiniaga.com.my) for the latest updates on the status of the said meeting.

**STATEMENT ACCOMPANYING THE NOTICE OF THE  
38<sup>TH</sup> 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**

# Mesiniaga

MESINIAGA BERHAD

[198101013112 (79244-v)]

(Incorporated in Malaysia)

## ADMINISTRATIVE GUIDE FOR THE THIRTY-EIGHT ANNUAL GENERAL MEETING ("38<sup>TH</sup> AGM") OF MESINIAGA BERHAD ("COMPANY")

**Date** : 10 September 2020 (Thursday)  
**Time** : 2.30 pm  
**Venue** : Auditorium Ismail Sulaiman, Menara Mesiniaga, 1A Jalan SS16/1  
47500 Subang Jaya, Selangor

### (I) SAFETY MEASURES IN LIGHT OF CORONAVIRUS DISEASE 2019 (COVID-19) OUTBREAK

The Company takes the well-being of all stakeholders, including employees, members, proxies, customers, suppliers and service providers seriously and precautionary measures will be taken at the 38<sup>th</sup> AGM in order to minimise the risk of community spread of COVID-19.

As a precautionary measure, you are **NOT ALLOWED** to attend the meeting and to appoint proxy(ies) to attend in your stead, if:-

- a) you are unwell with sore throat, flu, cough, fever, diarrhea and/or shortness of breath; or
- b) you have travel history to high risk countries affected by Covid-19 in the past 14 days; or
- c) you have contact with a person who is confirmed with Covid-19 infection in the past 14 days.

Upon your entry at the meeting venue, mask must be worn at all times and you may be required to undergo a temperature screening. You will not be allowed into the meeting, if your temperature reading is above 37.5°C or you show symptoms of respiratory illness such as sore throat, flu, cough, and/or shortness of breath.

All attendees are advised to keep abreast with the latest news and safety precautions directed by the authorities from time to time. The Company requires all attendees to sanitise their hands before the meeting and adhere to social distancing rules of at least one (1) meter between each attendee throughout the 38<sup>th</sup> AGM.

### (II) PRE-REGISTRATION TO ATTEND THE 38<sup>TH</sup> AGM

Members and/or proxy holders who wish to attend the Company's 38<sup>th</sup> AGM in person are required to pre-register to allow the Company to make the necessary arrangements in relation to the meeting, i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants.

Please follow the following procedures to pre-register your physical attendance at the 38<sup>th</sup> AGM via Boardroom Smart Investor Portal at <https://boardroomlimited.my> no later than Tuesday, 8 September 2020 at 2:30 p.m.:-

Step	Action
Note	Only a depositor whose name appears on the Record of Depositor as at 3 September 2020 shall be entitled to attend or appoint proxies to attend and/or vote on his/her behalf at the 38th AGM.  If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.

1	<ul style="list-style-type: none"> <li>a) Access Boardroom Smart Investor Portal at <a href="https://boardroomlimited.my">https://boardroomlimited.my</a></li> <li>b) Click &lt;&lt;Login&gt;&gt; and click &lt;&lt;Register&gt;&gt; to sign up as a user</li> <li>c) Complete registration with a VALID email address and upload a copy of your MyKAD (front and back) or Passport.</li> <li>d) An email will be sent to you to verify your email address.</li> <li>e) Once your email address is verified, your registration will be approved within one (1) business day and you will receive an email notification.</li> </ul>
2	<ul style="list-style-type: none"> <li>a) Log in to <a href="https://boardroomlimited.my">https://boardroomlimited.my</a></li> <li>b) At left-menu, click on &lt;&lt;PRE-REGISTRATION&gt;&gt;</li> <li>c) Look for “MSNIAGA AGM”, click &lt;&lt;Register&gt;&gt;</li> <li>d) Read and agree to the terms and conditions, click &lt;&lt;Next&gt;&gt;</li> <li>e) Key in your CDS Account Number, click &lt;&lt;Submit&gt;&gt;</li> <li>f) You will receive notification from Boardroom that your request(s) has been received.</li> </ul>
3	<ul style="list-style-type: none"> <li>a) Upon system verification against the General Meeting Record of Depositories as at 3 September 2020, you will receive an email either approving or rejecting your pre-registration.</li> <li>b) On the day of the 38<sup>th</sup> AGM, please present your original MyKAD or Passport to the registration staff for verification against the pre-registration attendance list.</li> </ul>

### **(III) REGISTRATION**

Registration counter will be opened at 12.30 p.m. on Thursday, 10 September 2020 at Auditorium Ismail Sulaiman, Menara Mesiniaga, 1A Jalan SS16/1, 47500 Subang Jaya, Selangor Darul Ehsan.

Attendees are requested to produce/show their original Identity Card or Passport (for non-Malaysian) to the registration staff for verification purposes. Kindly make sure the original Identity Card or Passport is returned to you thereafter. Please take note that no person will be allowed to register on behalf of another person, even with the original Identity Card or Passport of that person.

Upon verification, attendees are required to write their name and sign on the Attendance List placed on the registration table.

Attendees will also be given an identification wristband with personalised passcode for the voting purposes. No person will be allowed to enter the meeting hall without the identification wristband. There will be no replacement for the identification wristband in the event that you lost or misplaced it.

### **(IV) ELIGIBILITY TO ATTEND BASED ON THE RECORD OF DEPOSITORS**

Only shareholder whose name appears on the Record of Depositor as at 3 September 2020 shall be entitled to attend or appoint proxy(ies) to attend and/or vote on his/her behalf.

### **(V) APPOINTMENT OF PROXY(IES)**

A shareholder who is unable to attend the 38<sup>th</sup> AGM on 10 September 2020 may appoint proxy and indicate the voting instructions in the proxy form. Please deposit the proxy form with the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor. Alternatively, you have the option of submitting the proxy form electronically via facsimile at 03-7890 4670. Members are encouraged to appoint the Chairman as their proxy.

The last date and time for lodging the proxy form is on Tuesday, **8 September 2020 at 2.30 p.m.**

## **(VI) VOTING PROCEDURES**

The voting will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. All resolutions set out in the Notice of 38<sup>th</sup> AGM will be put to vote by way of poll. Boardroom Share Registrars Sdn. Bhd. has been appointed as the Poll Administrator to conduct the polling process. The Independent Scrutineers will verify the results of the poll thereafter.

## **(VII) NO REFRESHMENT, DOOR GIFT(S) OR FOOD VOUCHERS**

To ensure social and physical distancing, we will be implementing a contactless procedure throughout the 38<sup>th</sup> AGM. Hence, there will be no refreshment, door gift(s) or food vouchers provided to members, proxies or invited guests.

## **(VIII) ENQUIRY**

If you have any enquiry prior to the 38<sup>th</sup> AGM, please contact our Share Registrar during office hours on Mondays to Fridays, from 9.00 a.m. to 5.00 p.m. (except on public holidays):-

### **Boardroom Share Registrars Sdn. Bhd.**

[Registration No. 199601006647 (378993-D)]

**Address** : 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13,  
46200 Petaling Jaya, Selangor Darul Ehsan.

**General Line** : +603-7890 4700

**Fax Number** : +603-7890 4670

**Email** : [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)



**Note:-**

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AFFIX  
STAMP

**Boardroom Share Registrars Sdn. Bhd.**  
11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan

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