



**MESTRON HOLDINGS BERHAD**  
Registration No. 201801018716 (1280732-K)  
(Incorporated in Malaysia)

## NOTICE OF FIFTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fifth Annual General Meeting ("5<sup>th</sup> AGM") of Mestron Holdings Berhad ("Mestron" or the "Company") will be held at The Heron, Level 2, Four Points by Sheraton Puchong, 1201, Tower 3, Puchong Financial Corporate Centre (PFCC), Jalan Puteri 1/2, Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan on Thursday, 15 June 2023 at 2:00 p.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 2022 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of up to RM250,000.00 and other benefits payable of up to RM20,000.00 payable to Non-Executive Directors of the Company for the period commencing from the conclusion of the 5<sup>th</sup> AGM up to the conclusion of the 6<sup>th</sup> 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: -
  - Ng Kim Cheong
  - Datuk Ir. Mohd Dom bin Ahmad
- To re-elect the following Director who retire in accordance with Clause 114 of the Company's Constitution and who being eligible, has offered herself for re-election: -
  - Mah Ying Ying
- To re-appoint Grant Thornton Malaysia PLT 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 Notes 1)  
**Ordinary Resolution 1**

**Ordinary Resolution 2**  
**Ordinary Resolution 3**

**Ordinary Resolution 4**  
**Ordinary Resolution 5**

#### As Special Business:

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

#### 6. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

**Ordinary Resolution 6**

"THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered 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 does not exceed ten per centum (10%) of the total issued share capital of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 61 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company."

#### 7. PROPOSED AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PERCENT (10%) IN THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY AT ANY GIVEN POINT IN TIME ("PROPOSED SHARE BUY-BACK")

**Ordinary Resolution 7**

"THAT subject to the Companies Act 2016, the Company's Constitution, the relevant ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("Proposed Share Buy-Back") as may be determined by the Board of Directors of the Company ("Board") from time to time through Bursa Malaysia Securities Berhad pursuant to the ACE Market Listing Requirements and such terms and conditions as the Board may deem fit and expedient in the best interest of the Company provided that the aggregate number of ordinary shares purchased pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company;

THAT the maximum amount of funds to be utilised by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the aggregate retained earnings based on the latest Audited Financial Statements and/ or the latest management accounts of the Company (where applicable) available at the time of the purchase(s);

THAT upon the purchase by the Company of the ordinary shares, the Board shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and/or distributed as dividends and/or resold on Bursa Malaysia Securities Berhad or transferred for the purpose of or under the employee share scheme or share grant scheme which the Company may establish or in any other manner as prescribed by the Companies Act 2016, rules, regulations and orders made pursuant to the Companies Act 2016, the ACE Market Listing Requirements and any other relevant authorities for the time being in force;

THAT such authority conferred by this resolution shall commence immediately upon the passing of this resolution until:

- the conclusion of the next AGM of the Company following this AGM at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that Meeting, the authority is renewed, either unconditionally or subject to conditions;
  - the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;
- whichever is the earliest.

AND THAT the Board be and is hereby authorised to take such steps to give full effect to the Proposed Share Buy-Back with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and/or to do all such acts and things as the Board may deem fit and expedient in the best interest 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) (SSM PC No. 202208000250)  
**ANG WEE MIN** (MAICSA 7076022) (SSM PC No. 202208000334)  
Company Secretaries

Kuala Lumpur  
28 April 2023

#### Notes:

- A 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, Aldpro Corporate Services Sdn Bhd's office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. 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 6 June 2023. 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 on his/her stead.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice of the 5<sup>th</sup> AGM will be put to vote by way of poll.

#### EXPLANATORY NOTES:-

##### 1. Audited Financial Statements for the Financial Year Ended 31 December 2022

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.

##### 2. Ordinary Resolution 1: To Approve the Payment of Directors' Fees and Other Benefits Payable

Section 230(1) of the Companies Act 2016 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 RM250,000 for Directors' fees and a maximum aggregate amount of RM20,000 for the payment of other benefits to the INEDs of the Company for the period commencing from the conclusion of the 5<sup>th</sup> AGM up to the conclusion of the 6<sup>th</sup> 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 the conclusion of the 5<sup>th</sup> AGM up to the conclusion of the 6<sup>th</sup> 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.

##### 3. Ordinary Resolutions 3 – 4: Re-election of Directors who retire in accordance with Clause 105(1) and 114 of the Company's Constitution

Clause 105(1) of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company, where one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third shall retire from office and be eligible for re-election, PROVIDED ALWAYS that Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Whereby Clause 114 of the Company's Constitution provides that the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following AGM, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Pursuant to Clause 105(1) of the Company's Constitution, Ng Kim Cheong and Datuk Ir. Mohd Dom bin Ahmad shall retire at the forthcoming AGM of the Company.

Mah Ying Ying who was appointed as an Independent Non-Executive Director of the Company on 6 April 2023 is required to submit herself for re-election at the 5<sup>th</sup> AGM of the Company pursuant to Clause 114 of the Company's Constitution.

The performance of the Directors who are recommended for re-election has been assessed through the Board annual evaluation. The Nomination Committee and the Board are satisfied with the performance and effectiveness of Ng Kim Cheong, Datuk Ir. Mohd Dom bin Ahmad and Mah Ying Ying who are due for retirement as Directors, and being eligible, have offered themselves for re-election at the 5<sup>th</sup> AGM of the Company.

##### 4. Ordinary Resolution 6: Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 6, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next AGM.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organize a general meeting.

There is no ordinary share was issued pursuant to the general mandate granted to the Directors at the 4<sup>th</sup> AGM held on 16 June 2022 and which will lapse at the conclusion of the 5<sup>th</sup> AGM.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Companies Act 2016 provides as follows:

*"85. Pre-emptive rights to new shares*

*(1) Subject to the constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."*

*Clause 61 of the Constitution of the Company provides as follows:*

*"61. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may, likewise, also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause."*

The proposed Ordinary Resolution, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

##### 5. Ordinary Resolution 7: Proposed Share Buy-Back Authority

This Ordinary Resolution 7, if passed, will provide the mandate to the Company to buy back its own shares up to a maximum of 10% of the total number of issued shares of the Company pursuant to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

For further information, please refer to the Statement in relation to the Proposed Share Buy-Back dated 28 April 2023 which is despatched together with the Company's Annual Report 2022.