

# Mesiniaga

Mesiniaga Berhad  
Registration No. 198101013112 (79244-V)

## Notice of the Forty-Third (43<sup>rd</sup>) Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Forty-Third (43<sup>rd</sup>) Annual General Meeting (AGM) of the Company will be held at 1st Floor, Auditorium Ismail Sulaiman, Menara Mesiniaga, 1A, Jalan SS16/1, 47500 Subang Jaya, Selangor Darul Ehsan on Thursday, 5 June 2025 at 2.30 p.m. for the following purposes:

### Agenda

- To receive the Audited Financial Statements for the year ended 31 December 2024, together with the Directors' Report and the Independent Auditors' Report thereon.
- To approve the payment of Directors' Remuneration of up to RM530,000 to the Non-Executive Directors for the year ending 31 December 2025. **Resolution 1**
- To re-elect Datuk Noor Azian binti Shaari, Independent Non-Executive Director, who retires by rotation in accordance with Article 104 of the Company's Articles of Association, and being eligible, offers herself for re-election. **Resolution 2**  
  
Dato' Darawati Hussain, Non-Independent Non-Executive Director who retires by rotation in accordance with Article 104 of the Company's Article of Association, has informed the Board of Directors that she will not be seeking re-election.
- To re-elect Dr. Veerinderjeet Singh A/L Tejwant Singh, Independent Non-Executive Director who retires in accordance with Article 108 of the Company's Article of Association, and being eligible, offers himself for re-election. **Resolution 3**
- To re-appoint Messrs PricewaterhouseCoopers PLT as the Company's Auditors and to authorise the Directors to fix their remuneration. **Resolution 4**

### BY ORDER OF THE BOARD

**DEBORAH SHARMINI BENJAMIN (MAICSA 7077164)**

Company Secretary  
Subang Jaya  
30 April 2025

### Note:

- For the purposes of determining a member who shall be entitled to participate and vote at the forthcoming Forty-Third (43<sup>rd</sup>) Annual General Meeting of the Company, the Company shall be requesting the Record of Depositors as of 29 May 2025. Only a depositor whose name appears on the Record of Depositors as of 29 May 2025 shall be entitled to participate and vote at the meeting and for the appointment of proxy(ies) to participate and vote in his/her stead.
- A member entitled to participate and vote at this AGM is entitled to appoint proxy(ies) to participate and vote in his/her stead. A proxy need not be a member of the Company.
- 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.
- All proxy forms 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 or via e-mail at [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) not less than 48 hours before the time set for holding the meeting or any adjournment thereof. The last date and time for lodging the proxy form is on **Tuesday, 3 June 2025 at 2.30 p.m.**
- You are required to read and adhere to the **Administrative Guide** issued in the annual report on pages 163 to 164 and published on the Company's website at <https://mesiniaga.com.my/annual-general-meeting/>.

### Statement Accompanying Notice Of The Forty-Third (43<sup>rd</sup>) Annual General Meeting

- 1) Audited Financial Statements for the Financial Year Ended 31 December 2024.**  
This Agenda is meant for discussion only as Section 340(1)(a) of the Companies Act 2016 provides that the audited financial statements are to be laid in the general meeting and do not require formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- 2) Payment of Directors' Remuneration of up to RM530,000 to the Non-Executive Directors for the year ending 31 December 2025.**  
Section 230(1) of the Companies Act 2016 (CA 2016) provides that the 'fees' of the Directors and 'any benefits' payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval shall be sought at this AGM for the payment of Directors' fees and benefits payable to the Non-Executive Directors of the Company under Resolution 1.  
The proposal is made upon benchmarking against selected peer companies in the IT industry with similar market capitalisation, revenue or profit before tax.  
The payment of the Directors' fees totalling RM530,000 in respect of the financial year ending 31 December 2025 will only be made if the proposed Resolution 1 is approved by the Company shareholders at this meeting pursuant to Section 230(1)(b) of the CA 2016.
- 3) Re-election of Director, who retires by rotation in accordance with Article 104 of the Company's Articles of Association.**  
Datuk Noor Azian binti Shaari, Independent Non-Executive Director, is standing for re-election by rotation as stated in the Company's Annual Report, page 17.  
The following are the justifications for her re-election:

Director subject to re-election pursuant to Article 104	Statement of Support by the Board
Datuk Noor Azian binti Shaari	<ol style="list-style-type: none"><li>Her wealth of experience in the Judicial and Legal Service, as well as a High Court Judge, and her exposure to other industries through her other board positions, enable her to provide insightful legal perspectives on audit and risk management, governance and industrial relations matters.</li><li>As an Independent Non-Executive Director, she has demonstrated her independence through her active participation in the Board's deliberations and decision-making in an objective manner.</li><li>She is not involved in any potential conflict of interest that might adversely affect her ability to perform her duties properly.</li><li>She has never been convicted of anything other than traffic offences within the past ten (10) years.</li></ol>

Datuk Noor Azian binti Shaari does not hold any securities in the Company.

Dato' Darawati Hussain, Non-Independent Non-Executive Director who retires by rotation in accordance with Article 104 of the Company's Article of Association, has informed the Board of Directors that she will not be seeking re-election.

- 4) Re-election of Director in accordance with Article 108 of the Company's Articles of Association.**  
Dr. Veerinderjeet Singh A/L Tejwant Singh, Independent Non-Executive Director, is standing for re-election as stated in the Company's Annual Report, page 20.  
The following are the justifications for his re-election:

Director subject to re-election pursuant to Article 108	Statement of Support by the Board
Dr. Veerinderjeet Singh A/L Tejwant Singh	<ol style="list-style-type: none"><li>He is a seasoned tax expert with over 40 years of experience and brings deep expertise in taxation and accounting, strengthened by his directorship roles across various industries locally and internationally. He is currently a Senior Adviser on Tax Policy at a Big Four accounting firm. He offers valuable insights into audit and risk management, governance, and strategy.</li><li>As an Independent Non-Executive Director, he has demonstrated his independence through his active participation in the Board's deliberations and decision-making in an objective manner.</li><li>He is not involved in any potential conflict of interest that might adversely affect his ability to perform his duties properly.</li><li>He has never been convicted of anything other than traffic offences within the past ten (10) years.</li></ol>

Dr. Veerinderjeet Singh A/L Tejwant Singh does not hold any securities in the Company.

### BY ORDER OF THE BOARD

**DEBORAH SHARMINI BENJAMIN (MAICSA 7077164)**

Company Secretary  
Subang Jaya  
30 April 2025