

# Form of Proxy



Registration No. 196801000580 (8178-H)  
(Incorporated in Malaysia)

CDS Account No.	No. of Shares Held

I/We \_\_\_\_\_ (Full name in block letters)

NRIC/Passport/Company No. : \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ (Full address)

being a member/members of **MISC BERHAD**, do hereby appoint \_\_\_\_\_  
\_\_\_\_\_ (Full name in block letters as per identity card/passport)

NRIC/Passport No. : \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ (Full address)  
\_\_\_\_\_ (Contact No.) \_\_\_\_\_ (Email address)

and/or failing him/her \_\_\_\_\_  
\_\_\_\_\_ (Full name in block letters as per identity card/passport)

NRIC/Passport No. : \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ (Full address)  
\_\_\_\_\_ (Contact No.) \_\_\_\_\_ (Email address)

and failing the abovenamed proxies, the Chairman of the Meeting, as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the Fifty-Fifth Annual General Meeting (“55<sup>th</sup> AGM”) of the Company to be held virtually via Remote Participation and Electronic Voting (“RPEV”) facilities at the Broadcast Venue located at Conference Room 2, Level 17, Menara Dayabumi, Jalan Sultan Hishamuddin, 50050 Kuala Lumpur, Malaysia on Wednesday, 8 May 2024 at 10.00 a.m. and at any adjournment thereof. My/our proxy is to vote as indicated below:

RESOLUTIONS	NO.	FOR	AGAINST
Re-election of Datuk Abu Huraira Abu Yazid as Director pursuant to Rule 21.8 of the Company’s Constitution.	Ordinary Resolution 1		
Re-election of Dato’ Tengku Marina Tunku Annuar as Director pursuant to Rule 21.8 of the Company’s Constitution.	Ordinary Resolution 2		
Re-election of Chew Liong Kim as Director pursuant to Rule 21.8 of the Company’s Constitution.	Ordinary Resolution 3		
Approval for payment of Directors’ fees (inclusive of benefits-in-kind) up to an amount of RM2,150,000.00 from 9 May 2024 until the conclusion of the next Annual General Meeting of the Company.	Ordinary Resolution 4		
Re-appointment of Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	Ordinary Resolution 5		
Proposed Share Buy-Back Renewal.	Ordinary Resolution 6		

Please indicate with an “X” in the space whether you wish your votes to be cast for or against the resolutions. In the absence of such specific directions, your proxy will vote or abstain as he/she thinks fit.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

The proportions of my/our shareholding to be represented by my/our proxies are as follows:

	No. of shares	Percentage
Signature(s)/Common Seal of Member(s) Contact No.: _____ Email address: _____	First Proxy	
	Second Proxy	
	<b>Total</b>	<b>100%</b>

Notes:

1. Please note that the Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman shall be at the main venue of the AGM and in accordance with Rule 18.14 of the Company's Constitution which allows a general meeting to be held at more than one venue, using any technology or method that enables the members of the Company to participate and to exercise the members' right to speak and vote at the general meeting. As shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED** to be physically present at or admitted to the Broadcast Venue on the day of the AGM, all members are urged to attend the 55<sup>th</sup> AGM remotely via meeting platform <https://meeting.boardroomlimited.my>. For further information on the "Remote Participation and Electronic Voting ("RPEV")", kindly refer to the Administrative Notes relating to the 55<sup>th</sup> AGM.
2. Only depositors whose names appear in the Record of Depositors as at 29 April 2024 shall be entitled to attend, speak and vote at the meeting.
3. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to exercise all or any of his rights to attend, participate, speak and vote at the meeting.
4. A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints two (2) proxies the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account and the number of shares to be represented by each proxy must be clearly indicated.
6. 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 authorised

nominee may appoint in respect of each Omnibus Account it holds. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall not be valid unless the exempt authorised nominee specifies the proportion of the shareholding to be represented by each proxy.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

7. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the Form of Proxy.
  8. The Form of Proxy must be signed by the appointer of the proxy, or his attorney duly authorised in writing. In the case of a corporation, the Form of Proxy shall be executed under its common seal, or signed by its attorney duly authorised in writing or by a duly authorised officer on behalf of the corporation.
  9. The completed Form of Proxy must be deposited at the Company's Share Registrar, 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 Darul Ehsan, Malaysia, **not less than forty-eight (48) hours** before the time appointed for the holding of the 55<sup>th</sup> AGM, or in the event the 55<sup>th</sup> AGM is adjourned, not less than twenty-four (24) hours before the time appointed for the taking of the poll at the adjourned 55<sup>th</sup> AGM.
- Alternatively, the proxy appointment can also be lodged electronically via "Boardroom Smart Investor Portal" at <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned above. For further information on the lodgement of Form of Proxy electronically, kindly refer to the Administrative Notes relating to the 55<sup>th</sup> AGM.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the 55<sup>th</sup> AGM will be put to vote by poll.

**MISC Berhad**

Annual General Meeting  
8 May 2024

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  
Malaysia