





MSM MALAYSIA HOLDINGS BERHAD  
Registration No. : 201101007583 (935722-K)

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Tenth Annual General Meeting (“10<sup>th</sup> AGM”) of MSM Malaysia Holdings Berhad (“MSM” or “the Company”) will be held entirely on a fully virtual basis through live streaming and online remote voting from the broadcast venue at **Alpha Meeting Room, Level 21, Wisma FGV, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia** on Thursday, 17 June 2021 at 11.00 a.m. or any adjournment thereof, to transact of the following business, with or without modification:

## AGENDA

### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.  
**Please refer to Explanatory Note 1**
- To approve the payment of Board Committees’ fees for the Non-Executive Directors from 1 January 2020 until the conclusion of the 10<sup>th</sup> AGM of MSM. **(Resolution 1)**  
**Please refer to Explanatory Note 2 and Note 3**
- To approve the payment of Directors’ fees for the Non-Executive Directors from 17 June 2021 until the conclusion of the next AGM of MSM to be held in 2022 be paid on a monthly basis. **(Resolution 2)**  
**Please refer to Explanatory Note 2 and Note 4**
- To approve the payment of benefits payable to the Non-Executive Directors for the period from 17 June 2021 until the conclusion of the next AGM of MSM to be held in 2022. **(Resolution 3)**  
**Please refer to Explanatory Note 2 and Note 5**
- To re-elect the following Directors who retire by rotation in accordance with Clause 99 of the Company’s Constitution and who, being eligible, offer themselves for re-election:  
i) Datuk Lim Thean Shiang **(Resolution 4)**  
ii) Dato’ Rosini Abd Samad **(Resolution 5)**  
**Please refer to Explanatory Note 6**
- To re-elect Dato’ Amir Hamdan Hj Yusof who retire in accordance with Clause 105 of the Company’s Constitution and who, being eligible, offer himself for re-election. **(Resolution 6)**  
**Please refer to Explanatory Note 7**
- To re-appoint Messrs. PricewaterhouseCoopers PLT as auditors of the Company for the financial year ending 31 December 2021 and to authorise the Board of Directors to determine their remuneration. **(Resolution 7)**  
**Please refer to Explanatory Note 8**

## NOTICE OF ANNUAL GENERAL MEETING

### As Special Business

To consider and if thought fit, to pass the following as Ordinary Resolution:

8. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR MSM AND ITS GROUP OF COMPANIES ("MSM HOLDINGS GROUP") AND PROPOSED SHAREHOLDERS' MANDATE FOR THE NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR THE MSM HOLDINGS GROUP** **(Resolution 8)**

**"THAT**, subject always to the Companies Act, 2016, the Constitution of MSM, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), other applicable laws, guidelines, rules and regulations, and the approval of the relevant governmental/regulatory authorities (where applicable), approval be and is hereby given to the Company and its subsidiaries to enter into all arrangements and/or transactions involving the interests of the related parties as specified in Appendix 1 of the Circular to the Shareholders dated 27 April 2021, provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
- (iv) not detrimental to the minority shareholders of the Company;

**("Proposed Mandates");**

**AND THAT** the Proposed Mandates shall commence immediately upon passing of this ordinary resolution and continue to be in force until:

- (a) the conclusion of the next AGM of the Company following this AGM, at which time the Proposed Mandates will lapse, unless the Proposed Mandates are renewed by a resolution passed at the next AGM of the Company; or
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) the Proposed Mandates are revoked or varied by a resolution passed by the Shareholders of the Company in a general meeting of the Company,

whichever is the earlier;

**AND FURTHER THAT** authority be and is hereby given to the Directors of the Company and/or its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to such transactions as authorised by this resolution and the Proposed Mandates."

**Please refer to Explanatory Note 9**

# NOTICE OF ANNUAL GENERAL MEETING

9. **AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT, 2016** **(Resolution 9)**

“**THAT**, pursuant to Section 75 of the Companies Act, 2016 and subject always to the Company’s Constitution, the Listing Requirements and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time 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 allotted and issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company as at the date of such allotment **AND THAT** the Directors be and are also hereby authorised to obtain all necessary approvals from the relevant authorities for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

**Please refer to Explanatory Note 10**

10. To transact any other business of the Company for which due notice shall be given in accordance with the Company’s Constitution and the Companies Act, 2016.

## BY ORDER OF THE BOARD

**KOO SHUANG YEN**  
Company Secretary  
(SSM PC NO.: 201908003534)  
(MIA 7556)

Kuala Lumpur  
27 April 2021

## NOTES

### 1. Precautionary measures against Coronavirus disease 2019 (COVID-19) pandemic

- (a) Having regard to the well-being and the safety of our Shareholders, the Company will conduct its forthcoming 10<sup>th</sup> AGM on a fully virtual basis through live streaming from the broadcast venue and online remote voting using LUMI AGM facilities. Please follow the procedures provided in the Administrative Details for the 10<sup>th</sup> AGM in order to register, participate and vote remotely via LUMI AGM facilities.
- (b) With LUMI AGM facilities, a Shareholder may exercise his/her right to participate (including to pose questions to the Board/Management of the Company) and vote at the 10<sup>th</sup> AGM, at the comfort of their home.
- (c) The broadcast venue of the 10<sup>th</sup> AGM is to inform Shareholders where the live streaming would be conducted from and is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 (“CA 2016”) which requires the Chairman of the meeting to be present at the main venue of the meeting (broadcast venue).
- (d) No Shareholders/Proxy(ies)/Corporate Representatives from the public will be physically present or will be allowed admittance at the broadcast venue on the day of the 10<sup>th</sup> AGM. Therefore, Shareholders are strongly advised to participate and vote remotely via LUMI AGM facilities.
- (e) Due to the constant evolving situation of the COVID-19 pandemic and the enforcement of the Movement Control Order in Malaysia, the Company will have to observe the guideline or new procedures as may be issued by the Government from time to time, which may affect the arrangement of the 10<sup>th</sup> AGM. Kindly check the Company’s website or announcements for the latest updates (if any) in relation to the 10<sup>th</sup> AGM.

## NOTICE OF ANNUAL GENERAL MEETING

### 2. Proxy

- (a) Shareholders who are unable to participate in the 10<sup>th</sup> AGM may appoint Proxy(ies) to vote on their behalf. Where a Shareholder appoints two (2) Proxies, each Proxy appointed shall represent a minimum of one hundred (100) shares and the appointment of such Proxies shall not be valid unless the Shareholder specifies the proportion of his/her shareholding to be represented by each of such Proxy. Independent Scrutineer will be present to verify that the voting is conducted properly and fairly.
- (b) 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with provisions of Section 25A(1) of SICDA.
- (c) 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 instrument appointing the proxies.
- (d) The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor.
- (e) The appointment of Proxy may be made in a hardcopy form or by electronic means as follows:

#### In Hardcopy Form

The Proxy Form shall be deposited at the office of the Share Registrar of the Company at **Boardroom Share Registrars Sdn Bhd, Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia** no later than **Wednesday, 16 June 2021 at 11.00 a.m.**, and in default the Proxy Form shall not be treated as valid.

#### By Electronic Means

The Proxy Form may be submitted:

- a) to the Share Registrar of the Company, **Boardroom Share Registrars Sdn Bhd** via e-mail to **bsr.helpdesk@boardroomlimited.com**, no later than **Wednesday, 16 June 2021 at 11.00 a.m.**; or
- b) via electronic means ("**E-PROXY LODGEMENT**") no later than **Wednesday, 16 June 2021 at 11.00 a.m.** (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy).

### 3. Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees

For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees who wish to participate and vote remotely via LUMI AGM facilities at the 10<sup>th</sup> AGM of the Company, please refer to the procedures in item 2 of the Administrative Details for the 10<sup>th</sup> AGM.

### 4. Shareholders entitled to participate and vote

For purposes of determining a Shareholder who shall be entitled to participate and vote at the 10<sup>th</sup> AGM of the Company, the Company shall be requesting from Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 63 of the Company's Constitution and Section 34(1) of Securities Industry (Central Depositories) Act 1991 (SICDA), to issue a General Meeting Record of Depositors as at **10 June 2021**. **Only a depositor whose name appears on the General Meeting Record of Depositors as at 10 June 2021 shall be entitled to participate and vote at the 10<sup>th</sup> AGM or appoint a Proxy(ies) to participate and vote on such depositor's behalf.**

### 5. Request for remote participation user ID and password

The registration for remote participation will be open from **11.00 a.m. Tuesday, 27 April 2021 up to 11.00 a.m. Wednesday, 16 June 2021**. Please follow the procedures provided in the Administrative Details for the 10<sup>th</sup> AGM in order to participate in the 10<sup>th</sup> AGM remotely via LUMI AGM facilities.

# NOTICE OF ANNUAL GENERAL MEETING

## 6. Voting

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the Notice of the 10<sup>th</sup> AGM of the Company will be put to vote by poll. Poll Administrator will be appointed to conduct the poll via e-voting process and Independent Scrutineers will be appointed to verify the poll results.

**Shareholders can proceed to vote on the resolutions and submit their votes at any time from the commencement of the 10<sup>th</sup> AGM at 11.00 a.m. until a time when the Chairman of the meeting announces the completion of the voting session. Upon completion of the voting session for the 10<sup>th</sup> AGM, the Independent Scrutineers will verify and announce the poll results followed by the Chairman of the meeting's declaration whether the resolutions are duly passed.**

## EXPLANATORY NOTES ON ORDINARY BUSINESS

### Explanatory Note 1:

#### **Audited Financial Statements for the financial year ended 31 December 2020**

This agenda item is meant for presentation and discussion only as under the provisions of Section 340(1)(a) of the CA 2016 and Clause 135 of the Company's Constitution, the Audited Financial Statements does not require the final approval of Shareholders and hence, will not be put forward for voting.

### Explanatory Note 2:

#### **Non-Executive Directors' Remuneration**

- 2.1 Section 230(1) of the CA 2016 provides amongst others, 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. In this respect, the Board agreed that the Shareholders' approval shall be sought at the 10<sup>th</sup> AGM on the Directors' remuneration in three (3) separate resolutions as below:
- (a) Resolution 1 : payment of Board Committees' fees for the Non-Executive Directors from 1 January 2020 until the conclusion of the 10<sup>th</sup> AGM;
  - (b) Resolution 2 : payment of Directors' fees for the Non-Executive Directors from the conclusion of the 10<sup>th</sup> AGM until the conclusion of the next AGM of MSM to be held in 2022; and
  - (c) Resolution 3 : payment of benefits payable to the Non-Executive Directors from the conclusion of the 10<sup>th</sup> AGM until the conclusion of the next AGM of MSM to be held in 2022.
- 2.2 In July 2020, the Nomination and Remuneration Committee ("NRC") had engaged an external consultant, KPMG Management & Risk Consulting Sdn Bhd ("KPMG MRC") to conduct an independent review of the remuneration framework for Non-Executive Directors of MSM, with a view of ascertaining its competitiveness and alignment with the long-term interests of the Company.
- 2.3 The outcome of the review from KPMG MRC surfaced that an overall marginal increase in remuneration of MSM's Non-Executive Directors is warranted based on benchmarks gathered from government linked companies and companies that form part of a listed group structure. It was also notably recommended that benefits in the form of security services/driver allowance should be scrapped.
- 2.4 The Board of MSM adopted a position that the increase in the overall remuneration quantum and the reconstitution of the scrapped security services/driver allowance should be reflected in the form of an increase to Board Committee's fees.

### Explanatory Note 3:

#### **Resolution 1 : Payment of Board Committees' fees for the Non-Executive Directors from 1 January 2020 until the conclusion of the 10<sup>th</sup> AGM**

- 3.1 At MSM's 9<sup>th</sup> Annual General Meeting ("9<sup>th</sup> AGM") held on 17 June 2020, Shareholders approved the following resolution:
- a) Resolution 2 : payment of Directors' fees for the Non-Executive Directors from 1 January 2020 until the next AGM of the Company to be held in 2021.

## NOTICE OF ANNUAL GENERAL MEETING

- 3.2 Based on the Shareholders' approval in the 9<sup>th</sup> AGM mentioned above, the Directors' fees paid and payable from 1 January 2020 until this AGM of the Company is as below:

<b>BOARD'S FEES</b>	<b>Financial year ended 31 December 2020 (RM)</b>	<b>Period from 1 January 2021 to the conclusion of the 10<sup>th</sup> AGM (RM)</b>
Directors' fees (excluding Board Committee's fees) approved at the 9 <sup>th</sup> AGM		
- Paid	1,035,645	January – March : 285,202
- Payable	-	April – June : 288,750

- 3.3 The proposed Resolution 1, if passed, will allow the Company to pay the Board Committees' fees of RM178,002 from 1 January 2020 until the conclusion of this AGM to the Non-Executive Directors in accordance with the existing Directors' Remuneration Policy as below:

<b>BOARD COMMITTEES' FEES</b>	<b>Financial year ended 31 December 2020 (RM)</b>	<b>Period from 1 January 2021 to the conclusion of the 10<sup>th</sup> AGM (RM)</b>
Board Committees' fees		
- Payable	113,372	64,630

- 3.4 Please refer to page 180 of the Notes to the Financial Statements in the Annual Report 2020 for the amount of Directors' fees (Board and Board Committees fees) at the Company and Group levels. The detailed amount of the Directors' fees is set out in the Corporate Governance Overview Statement on page 75 of the Annual Report 2020.

### **Explanatory Note 4:**

#### **Resolution 2 : Payment of Directors' fees for the Non-Executive Directors from the conclusion of the 10<sup>th</sup> AGM until the conclusion of the next AGM of MSM to be held in 2022**

- 4.1 Having considered the positioning of the Board's remuneration over the past four (4) years from 2017 to 2020, the Board at its meeting held in March 2021 approved the NRC's recommendation for the proposed revision to the Non-Executive Directors' fees effective from 17 June 2021 until the conclusion of the next AGM of MSM to be held in 2022 ("Relevant Period") as set out in the right column of the table below:

<b>NON-EXECUTIVE DIRECTORS' (NED) ANNUAL FEES</b>	<b>2017 to 2020 (4 years) (RM)</b>		<b>Proposed for Relevant Period (Approval sought at 10<sup>th</sup> AGM) (RM)</b>	
	<b>Chairman</b>	<b>Member</b>	<b>Chairman</b>	<b>Member</b>
Board of Directors	315,000	120,000	No change	No change
Board Committees' fees				
- Audit Committee	24,000	12,000	-	-
- Audit, Governance and Risk Committee	24,000	12,000	64,000	32,000
- Nomination and Remuneration Committee	10,000	8,000	35,000	20,000
- Investment and Tender Committee	10,000	8,000	32,000	16,000

- 4.2 The proposed Ordinary Resolution 2, if passed, will allow the Company to pay the Board and Board Committee's fees on monthly basis to the Non-Executive Chairman and to each Non-Executive Directors for the Relevant Period based on the proposed revised remuneration structure above.

# NOTICE OF ANNUAL GENERAL MEETING

## **Explanatory Note 5:**

### **Resolution 3 : Payment of benefits payable to the Non-Executive Directors from the conclusion of the 10<sup>th</sup> AGM until the conclusion of the next AGM of MSM to be held in 2022**

5.1 Based on the Non-Executive Directors' Remuneration Review conducted by KPMG MRC, the proposed revisions to the Directors' benefits are summarised in the table below:

DESCRIPTION	CHAIRMAN		NEDS	
	Current	Proposed	Current	Proposed
<b>Meeting Allowance (per meeting)</b>				
Board	RM2,000	No change	RM2,000	No change
Audit, Governance and Risk Committee	RM2,000		RM2,000	
Nomination and Remuneration Committee	RM2,000		RM2,000	
Investment and Tender Committee	RM2,000		RM2,000	
<b>Benefits-in-kind</b>	<b>Current</b>	<b>Proposed</b>	<b>Current</b>	<b>Proposed</b>
Company car	1 unit, 2000cc	1 unit, 2,000 cc with RM180,000 per annum for car utility	-	-
Driver allowance or Security allowance	RM2,500 per month	No change	RM2,500 per month	-
Group insurance	Provided	No change	Provided	No change
Medical coverage	Provided	No change	Provided	No change
Mobile phone bill	-	Reimbursement for a fixed plan	-	-

5.2 The Company is seeking Shareholders' approval on the benefits payable to the Non-Executive Directors for the Relevant Period based on the proposed revised benefits (excluding Directors' fees) set out above.

5.3 Payment of the benefits payable will be made by the Company on a monthly basis and/or as and when incurred based on the proposed revised benefits effective 17 June 2021, if the proposed Ordinary Resolution 3 is passed at the 10<sup>th</sup> AGM.

The Board is of the view that it is just and equitable for the Directors to be paid benefits payable on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the Relevant Period.

## **Explanatory Note 6:**

### **Resolution 4 and 5 : Re-election of Directors who retire in accordance with Clause 99 of the Company's Constitution**

6.1 Clause 99 of the Company's Constitution states that at every AGM, at least one-third (1/3) of the Directors for the time being shall retire from office. In addition, all Directors shall be eligible for re-election.

6.2 For the purpose of determining the eligibility of the Directors to stand for re-election at the 10<sup>th</sup> AGM, the NRC has conducted an assessment on each of the retiring Directors in line with Practice 5.1 of the Malaysian Code on Corporate Governance 2017, and also considered the other elements, among others, the following:

(a) The Individual Director Performance Report ("IDPR") as part of the external Board Effectiveness Assessment ("BEA") 2019/2020 which focuses more on soft governance aspects of the Director (individual contribution, communication with members, their decision making and traits); and

(b) Special skills and knowledge an individual Director brings to the organisation.

6.3 Based on the IDPR results of the BEA 2019/2020 and the Directors' contribution to the Board, the NRC determined that the Individual Directors have met the performance criteria required of an effective and high performing Board.

6.4 The Independent Non-Executive Directors concerned have also provided their annual declaration/confirmation of independence in January 2021.

6.5 Based on the above, the Board approved that the Directors who retire in accordance with Clause 99 of the Company's Constitution namely, Datuk Lim Thean Shiang and Dato' Rosini Abd Samad are eligible to stand for re-election. Both retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Board Committee meetings.



## NOTICE OF ANNUAL GENERAL MEETING

- 6.6 The independence of Datuk Lim Thean Shiang and Dato' Rosini Abd Samad who have served as Independent Non-Executive Directors of the Company have been assessed by the NRC and also affirmed by the Board to continue to act as Independent Non-Executive Directors of the Company. Datuk Lim Thean Shiang and Dato' Rosini Abd Samad has not exceeded the nine (9) years tenure as Independent Director.

### **Explanatory Note 7:**

#### **Resolution 6 : Re-election of Director who retire in accordance with Clause 105 of the Company's Constitution**

- 7.1 Clause 105 of the Company's Constitution stipulates at any time and from time to time, the Director shall have power to appoint any person to be a Director either to fill a casual vacancy or as an additional Director by way of ordinary resolution. Any Director so appointed shall hold office only until the next AGM and shall then be eligible for re-election.
- 7.2 Dato' Amir Hamdan Hj Yusof, who was appointed during the financial year and before the 10<sup>th</sup> AGM, has successfully completed the Mandatory Accreditation Programmes pursuant to the provision of the Listing Requirements.

### **Explanatory Note 8:**

#### **Resolution 7 – Re-appointment of Auditors**

- 8.1 The present auditors, Messrs. PricewaterhouseCoopers PLT ("PwC"), has indicated their willingness to continue their services for another year. The Audit, Governance and Risk Committee ("AGRC") and the Board have considered the re-appointment of PwC as Auditors of the Company and have collectively agreed that PwC has met the relevant criteria prescribed by Paragraph 15.21 of the Listing Requirements.
- 8.2 The Board at its meeting held on 25 March 2021 approved the AGRC's recommendation for the Shareholders' approval to be sought at the 10<sup>th</sup> AGM on the re-appointment of PwC as external auditors of the Company for the financial year ending 2021, under Resolution 7 in accordance with Section 340(1)(c) and Section 274(1)(a) of the CA 2016.

### **Abstention from Voting**

- 9.1 All the Non-Executive Directors who are Shareholders of the Company will abstain from voting on Ordinary Resolutions 1, 2 and 3 concerning Directors' fees and benefits payable at the 10<sup>th</sup> AGM.
- 9.2 The Directors referred to in Ordinary Resolutions 4, 5 and 6 who are Shareholders of the Company will abstain from voting on the resolutions in respect of his/her re-election and re-appointment at the 10<sup>th</sup> AGM.

## **EXPLANATORY NOTES ON SPECIAL BUSINESS**

### **Explanatory Note 9:**

#### **Resolution 8 - Proposed Mandates**

- 10.1 The proposed Ordinary Resolution 8, if passed, will enable the Company and/or its subsidiary companies to enter into recurrent transactions involving the interests of the Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business on terms not favourable than those generally available to the public and are not detrimental to the minority Shareholders of the Company.
- 10.2 Detailed information on the Proposed Mandates is set out in the Circular to Shareholders dated 27 April 2021.

### **Explanatory Note 10:**

#### **Resolution 9 - Authority to Directors to allot and issue shares**

- 11.1 The proposed Ordinary Resolution 9 is a general mandate to be obtained from the Shareholders of the Company at this AGM and, if passed, will empower the Directors pursuant to Section 75 of the CA 2016 to allot and issue ordinary shares in the Company of up to an aggregate amount not exceeding ten percent (10%) of the issued share capital of the Company as at the date of such allotment of shares without having to convene a general meeting.
- 11.2 This general mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company. The general mandate from Shareholders is to provide the Company flexibility to undertake any share issuance during the financial year without having to convene a general meeting.
- 11.3 The rationale for this proposed mandate is to allow for possible share issue and/or fund raising exercises including placement of shares for the purpose of funding current and/or future investment projects, working capital and/or acquisitions as well as in the event of any strategic opportunities involving equity deals which may require the Company to allot and issue new shares on an urgent basis and thereby reducing administrative time and costs associated with the convening of additional Shareholders meeting(s). In any event, the exercise of the mandate is only to be undertaken if the Board considers it to be in the best interest of the Company.

# STATEMENT ACCOMPANYING NOTICE OF THE 10<sup>TH</sup> ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF THE LISTING REQUIREMENTS)

## 1) DIRECTORS WHO ARE STANDING FOR RE-ELECTION AT THE 10<sup>TH</sup> AGM

Directors standing for re-election pursuant to Clause 99 of the Company's Constitution and Section 205(3)(b) of the CA 2016:

- Datuk Lim Thean Shiang
- Dato' Rosini Abd Samad

Director standing for re-election pursuant to Clause 105 of the Company's Constitution and Section 205(3)(b) of the CA 2016:

- Dato' Amir Hamdan Hj Yusof

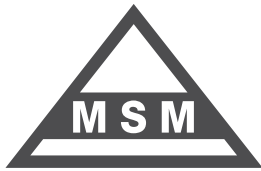
None of the Directors standing for re-election has any interest in the securities of the Company or its subsidiaries. The details of the Directors' shareholdings in the Company are set out in page 228 of this Annual Report.

The profiles of the abovementioned Directors seeking for re-election as per Resolutions 4 to 6 of the Notice of 10<sup>th</sup> AGM of the Company are set out on the pages 68 to 71 of the Company's Annual Report 2020 <http://www.msmsugar.com/investor-relations/annual-reports> and the Company's website (<http://www.msmsugar.com/our-company/msm-group/board-directors>)

## 2) ORDINARY RESOLUTION ON AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES

Details on the authority to Directors to allot and issue shares in the Company pursuant to Section 75 of the CA 2016 are provided under the Explanatory Note 10 on special business in the Notice of the 10<sup>th</sup> AGM.

As at the date of this Notice, no new shares were issued pursuant to the general mandate granted to the Directors at the last AGM held on 17 June 2020.



MSM MALAYSIA HOLDINGS BERHAD  
Registration No. : 201101007583 (935722-K)

**TENTH ANNUAL GENERAL  
MEETING ("10<sup>TH</sup> AGM")  
17 JUNE 2021**

# PROXY FORM

CDS Account No	No of Shares held

I/We \_\_\_\_\_  
(Full name in BLOCK LETTERS as per Identity Card (MYKad/Passport/Certificate of Incorporation))

MYKad/Passport No (for non-Malaysian only)/Company No: \_\_\_\_\_ of \_\_\_\_\_  
(Address in full)

telephone no \_\_\_\_\_ being a member of **MSM MALAYSIA HOLDINGS BERHAD**  
("the Company"), hereby appoint \_\_\_\_\_  
(Full name in BLOCK LETTERS as per Identity Card (MYKad/Passport/Certificate of Incorporation))

MYKad/Passport No (for non-Malaysian only): \_\_\_\_\_ of \_\_\_\_\_  
(Address in full)

Telephone no: \_\_\_\_\_ Email address: \_\_\_\_\_  
and/or failing him/her \_\_\_\_\_  
(Full name in BLOCK LETTERS as per Identity Card (MYKad/Passport/Certificate of Incorporation))

MYKad/Passport No (for non-Malaysian only): \_\_\_\_\_ of \_\_\_\_\_  
(Address in full)

Telephone no: \_\_\_\_\_ Email address: \_\_\_\_\_

or 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 10<sup>th</sup> AGM of the Company **be held entirely on a fully virtual basis through live streaming and online remote voting from the broadcast venue at Alpha Meeting Room, Level 21, Wisma FGV, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia on Thursday, 17 June 2021 at 11.00 a.m.** or any adjournment thereof. My/our Proxy/Proxies is to vote as indicated below:

NO	AGENDA	RESOLUTION	FOR	AGAINST	ABSTAIN
1	To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.				
<b>ORDINARY BUSINESS</b>					
2	To approve the payment of Board Committees' fees for the Non-Executive Directors from 1 January 2020 until the conclusion of the 10 <sup>th</sup> AGM of MSM.	1			
3	To approve the payment of Directors' fees for the Non-Executive Directors from 17 June 2021 until the conclusion of the next AGM of MSM to be held in 2022 be paid on a monthly basis.	2			
4	To approve the the payment of benefits payable to the Non-Executive Directors for the period from 17 June 2021 until the conclusion of the next AGM of MSM to be held in 2022.	3			
5	(i) To re-elect Datuk Lim Thean Shiang who retires pursuant to Clause 99 of the Company's Constitution and who has offered himself for re-election.	4			
	(ii) To re-elect Dato' Rosini Abd Samad who retires pursuant to Clause 99 of the Company's Constitution and who has offered herself for re-election.	5			
6	To re-appoint Dato' Amir Hamdan Hj Yusof who retires pursuant to Clause 105 of the Company's Constitution and who has offered himself for re-election.	6			
7	To re-appoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to fix the remuneration.	7			
<b>SPECIAL BUSINESS</b>					
8	Proposed Mandates.	8			
9	Authority to Directors to allot and issue shares.	9			

(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 instructions, your proxy will vote or abstain as he thinks fit).

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021.

Signature(s)/Common Seal of Member(s)

The proportions of my/our holding to be represented by my/our proxies are as follows:		
	No of shares	Percentage
First Proxy		
Second Proxy		
<b>Total</b>		<b>100%</b>

**Notes:**

**1. Precautionary measures against Coronavirus disease 2019 (COVID-19) pandemic**

- (a) Having regard to the well-being and the safety of our Shareholders, the Company will conduct its forthcoming 10<sup>th</sup> AGM entirely on a fully virtual basis through live streaming and online remote voting from the broadcast venue. Please follow the procedures provided in the Administrative Details for the 10<sup>th</sup> AGM in order to register, participate and vote remotely via LUMI AGM facilities.
- (b) With LUMI AGM facilities, a Shareholder may exercise his/her right to participate (including to pose questions to the Chairman/Board/Management of the Company) and vote at the 10<sup>th</sup> AGM, at the comfort of their home.
- (c) The broadcast venue of the 10<sup>th</sup> AGM is to inform Shareholders where the live streaming would be conducted from and is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 (CA 2016) which requires the Chairman of the meeting to be present at the main venue of the meeting (broadcast venue).
- (d) No Shareholders/Proxy(ies)/Corporate Representatives from the public will be physically present or will be allowed admittance at the broadcast venue on the day of the 10<sup>th</sup> AGM. Therefore, Shareholders are strongly advised to participate and vote remotely via LUMI AGM facilities.
- (e) Due to the constant evolving situation of the COVID-19 pandemic and the enforcement of the Movement Control Order in Malaysia, the Company will have to observe the guideline or new procedures as may be issued by the Government from time to time, which may affect the arrangement of the 10<sup>th</sup> AGM. Kindly check the Company's website or announcements for the latest updates (if any) in relation to the 10<sup>th</sup> AGM.

**2. Proxy**

- (a) Shareholders who are unable to participate in the 10<sup>th</sup> AGM may appoint Proxy(ies) to vote on their behalf. Where a Shareholder appoints two (2) Proxies, each Proxy appointed shall represent a minimum of one hundred (100) shares and the appointment of such Proxies shall not be valid unless the Shareholder specifies the proportion of his/her shareholding to be represented by each of such Proxy. Independent Scrutineer will be present to verify that the voting is conducted properly and fairly.
- (b) The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor.
- (c) The appointment of Proxy may be made in a hardcopy form or by electronic means as follows:

In Hardcopy Form

The Proxy Form shall be deposited at the office of the Share Registrar of the Company at **Boardroom Share Registrars Sdn Bhd, Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than Wednesday, 16 June 2021** at 11.00 a.m., and in default the Proxy Form shall not be treated as valid.

By Electronic Means

The Proxy Form may be submitted:

- a) to the Share Registrar of the Company, **Boardroom Share Registrars Sdn Bhd via e-mail to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)**, no later than **Wednesday, 16 June 2021 at 11.00 a.m.** or
- b) via electronic means ("E-PROXY LODGEMENT") no later than **Wednesday, 16 June 2021 at 11.00 a.m.** (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy).

**3. Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees**

For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees who wish to participate and vote remotely via LUMI AGM facilities at the 10<sup>th</sup> AGM of the Company, please refer to the procedures in item 2 of the Administrative Details for the 10<sup>th</sup> AGM.

**4. Shareholders entitled to participate and vote**

For purposes of determining a Shareholder who shall be entitled to participate and vote at the 10<sup>th</sup> AGM of the Company, the Company shall be requesting from Bursa Malaysia Depository Sdn. Bhd., in accordance with Clause 63 of the Company's Constitution and Section 34(1) of Securities Industry (Central Depositories) Act 1991 (SICDA), to issue a General Meeting Record of Depositors as at **10 June 2021. Only a depositor whose name appears on the General Meeting Record of Depositors as at 10 June 2021 shall be entitled to participate and vote at the 10<sup>th</sup> AGM or appoint a Proxy(ies) to participate and vote on such depositor's behalf.**

**5. Request for remote participation user ID and password**

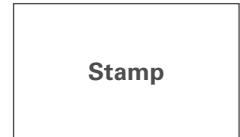
The registration for remote participation will be open from **11.00 a.m. Tuesday, 27 April 2021 up to 11.00 a.m. Wednesday, 16 June 2021**. Please follow the procedures provided in the Administrative Details for the 10<sup>th</sup> AGM in order to participate in the 10<sup>th</sup> AGM remotely via LUMI AGM facilities.

**6. Voting**

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the Notice of the 10<sup>th</sup> AGM of the Company will be put to vote by poll. Poll Administrator will be appointed to conduct the poll via e-voting process and Independent Scrutineers will be appointed to verify the poll results.

**Shareholders can proceed to vote on the resolutions and submit their votes at any time from the commencement of the 10<sup>th</sup> AGM at 11.00 a.m. until a time when the Chairman of the meeting announces the completion of the voting session. Upon completion of the voting session for the 10<sup>th</sup> AGM, the Independent Scrutineers will verify and announce the poll results followed by the Chairman of the meeting's declaration whether the resolutions are duly passed.**

*please fold here to seal*



**SHARE REGISTRAR**  
**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

*please fold here to seal*

## **ANNEXURE TO THE PROXY FORM**

### **Dear Shareholders,**

We are pleased to inform that you that as a Shareholder, you have the option to submit your Proxy Form via electronic means ("e-Proxy") in paperless form. Once you have successfully submitted your e-Proxy form, you are no longer required to complete and submit the physical Proxy Form to the office of the Share Registrar of the Company.

To assist you on how to engage with e-Proxy, kindly read and follow the guidance notes which are detailed below:

### **ELECTRONIC LODGEMENT OF PROXY FORM OF THE 10<sup>TH</sup> AGM (E-PROXY LODGEMENT)**

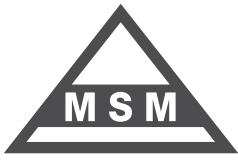
#### **Step 1 : Register online with Boardroom Smart Investor Portal (for first time registration only)**

*[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 below for e-Proxy lodgement.]*

- a. Access Boardroom's website at <https://boardroomlimited.my>.
- b. Click <<Login>> and click <<Register>> to sign up as a user. Registration is free.
- c. Complete registration and upload a softcopy of your MYKAD (for Malaysian) front and back or your Passport (for non-Malaysian) in JPEG, PNG or PDF format.
- d. Please enter a valid e-mail address and wait for Boardroom's e-mail verification.
- e. Your registration will be verified and approved within one (1) business day and an e-mail notification will be provided.

#### **Step 2 : e-Proxy lodgement**

- a. Login to <https://boardroomlimited.my> using your user ID and password registered in Step 2.
- b. <<E-PROXY LODGEMENT>> and browse the Meeting List for <<MSM 10<sup>TH</sup> ANNUAL GENERAL MEETING>> and click <<APPLY>> button.
- c. Read the terms and conditions and thereafter confirm the declaration.
- d. Enter the CDS account number and indicate the number of securities for your Proxy(ies) to vote on your behalf.
- e. Appoint your Proxy(ies) or Chairman of the AGM and enter the required particulars of your Proxy(ies).
- f. Indicate your voting instructions – **FOR** or **AGAINST** or **ABSTAIN**, otherwise your Proxy(ies) will decide your vote.
- g. Review and confirm your Proxy(ies) appointment.
- h. Click submit.
- i. Download or print the e-Proxy form acknowledgement.



MSM MALAYSIA HOLDINGS BERHAD  
Registration No. : 201101007583 (935722-K)

# ADMINISTRATIVE DETAILS

## FOR THE TENTH ANNUAL GENERAL MEETING (“10<sup>TH</sup> AGM”)

Event : Fully virtual 10<sup>th</sup> AGM  
Date : 17 June 2021 (Thursday)  
Time : 11.00 a.m.  
Venue : (a) Broadcast Venue:  
Alpha Meeting Room, Level 21, Wisma FGV, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia  
(b) Virtual Meeting Portal:  
LUMI AGM web portal at <https://web.lumiagm.com> with LUMI AGM Facilities to participate and vote remotely.

### 1. AGM REMOTE PARTICIPATION

- a) As MSM’s 10<sup>th</sup> AGM will be conducted entirely on a fully virtual basis from the broadcast venue, you will be able to view a live streaming of the 10<sup>th</sup> AGM proceedings, pose questions to the Chairman/Board/Management of the Company, and submit your votes remotely.
- b) No Shareholders/Proxy(ies)/Corporate Representatives from the public will be physically present or will be allowed admittance at the broadcast venue on the day of the 10<sup>th</sup> AGM. Therefore, Shareholders are strongly advised to participate and vote remotely via LUMI AGM facilities.

### 2. LUMI AGM FACILITIES

- a. The platform used for the live streaming of the fully virtual 10<sup>th</sup> AGM and remote voting is via LUMI AGM facilities. Lumi AGM web portal can be access via website at <https://web.lumiagm.com>.
- b. Kindly follow the steps and instructions below to participate in the 10<sup>th</sup> AGM remotely.

#### Before the 10<sup>th</sup> AGM day

##### Step 1 : Online Registration with Boardroom Smart Investor Portal (for first time registration only)

*[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2. Submit request for Remote Participation user ID and password.]*

- a. Access website <https://boardroomlimited.my>
- b. Click <<Login>> and click <<Register>> to sign up as a user.
- c. Complete registration and upload softcopy of MYKAD (for Malaysian) front and back or Passport (for non-Malaysian) in JPEG, PNG or PDF format.
- d. Please enter a valid email address and wait for Boardroom’s email verification.
- e. Your registration will be verified and approved within one (1) business day and an e-mail notification will be provided.

##### Step 2 : Submit Request for Remote Participation User ID and Password

*[Note: The registration for remote access will be open from 11.00 a.m. Tuesday, 27 April 2021 up to 11.00 a.m. Wednesday, 16 June 2021.]*

#### Individual Shareholders

- a. Login to <https://boardroomlimited.my> using your user ID and password registered under Step 1.
- b. Select <<VIRTUAL MEETING>> and browse the meeting list for <<MSM MALAYSIA HOLDINGS BERHAD TENTH (10<sup>th</sup>) ANNUAL GENERAL MEETING>> and click <<APPLY>> button.
- c. Read and agree to the terms and conditions and thereafter confirm the declaration.
- d. Enter your CDS account number and thereafter submit your request.
- e. You will receive a notification from Boardroom that your request has been received and is being verified.
- f. Upon system verification against the General Meeting Record of Depositors as at 15 June 2021, you will receive an e-mail from Boardroom either approving or rejecting your registration for remote participation.
- g. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom after the closing date.

# ADMINISTRATIVE DETAILS

## FOR THE TENTH ANNUAL GENERAL MEETING (“10<sup>TH</sup> AGM”)

### Corporate Shareholders

- a. Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of the Corporate Shareholder, CDS account number accompanied with the scanned copy of the Certificate of Appointment of Corporate Representative or Proxy Form to submit the request.
- b. Please provide a scanned copy of the Corporate Representative’s MYKAD (for Malaysian) front and back or Passport (for non-Malaysian) in JPEG, PNG or PDF format as well as his/her e-mail address.
- c. You will receive a notification from Boardroom that your request has been received and is being verified.
- d. Upon system verification against the General Meeting Record of Depositors as at 10 June 2021, you will receive an e-mail from Boardroom either approving or rejecting your registration for remote participation.
- e. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom after the closing date.

### Authorised Nominees and Exempt Authorised Nominees

- a. Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of the Shareholder, CDS account number accompanied with the Proxy Form to submit the request.
- b. Please provide a scanned copy of the Proxy Holder’s MYKAD (for Malaysian) front and back or Passport (for non-Malaysian) in JPEG, PNG or PDF format as well as his/her e-mail address.
- c. You will receive a notification from Boardroom that your request has been received and is being verified.
- d. Upon system verification against the General Meeting Record of Depositors as at 10 June 2021, you will receive an e-mail from Boardroom either approving or rejecting your registration for remote participation.
- e. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom after the closing date

### On the 10<sup>th</sup> AGM day

#### Step 3 : Login to Virtual Meeting Portal

*[Please note that the quality of the connectivity to virtual meeting portal for live streaming as well as for online remote voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]*

- a. The virtual meeting portal is open for login starting from **10.00 a.m. on Thursday, 17 June 2021**, one (1) hour before the commencement of the 10<sup>th</sup> AGM, which can be accessed via one of the following methods:
  - Launch Lumi AGM by scanning the QR Code provided in the email notification under Step 2(f); or
  - Access to Lumi AGM web portal via website at <https://web.lumiagm.com>.
- b. Insert the Meeting ID number provided in the email notification under Step 2.
- c. Login with your remote access user ID and password provided to you via the email notification under Step 2.

### Submit questions online

*[Note: Questions submitted online will be moderated before being sent to the Chairman of the meeting to avoid repetition. All questions will be presented with the full name of the Individual Shareholders, Proxies and Corporate Representatives raising the questions. You may pose questions from **10.00 a.m. on Thursday, 17 June 2021 until voting session commences.**]*

- a. If you would like to ask a question during the AGM, select the messaging icon.
- b. Type your question within the chat box, once completed click <<Send>> button.
- c. The messaging icon will be disabled when the voting session commences.

### Online remote voting

*[Please note that the quality of the connectivity to virtual meeting portal for online remote voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users. You may start voting from **11.00 a.m. on Thursday, 17 June 2021 until a time when the Chairman of the meeting announces the completion of the voting session.**]*

- a. Once voting is open, the polling icon will appear with the resolutions and your voting choices.
- b. To vote, simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.
- c. To change your vote, simply select another voting direction.
- d. If you wish to cancel your vote, please click <<Cancel>> button.
- e. If you wish to abstain from voting on a particular resolution, please click <<Cancel>> button.

# ADMINISTRATIVE DETAILS

## FOR THE TENTH ANNUAL GENERAL MEETING (“10<sup>TH</sup> AGM”)

### Remote participation through live streaming

*[Please note that the quality of the connectivity to virtual meeting portal for live streaming is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]*

- a. If you would like to view the live streaming, select the broadcast icon.
- b. The moment the Chairman of the meeting announces the closure of the AGM, the live streaming will end.
- c. You can now logout from the virtual meeting portal.

### 3. ENTITLEMENTS TO PARTICIPATE AND VOTE

Only a depositor (Shareholder) whose name appears on the General Meeting Record of Depositors as at 10 June 2021 shall be entitled to participate and vote at the 10<sup>th</sup> AGM or appoint the Chairman of the Meeting as Proxy to participate and vote on such depositor's behalf.

### 4. PROXY

- a. If you are a Shareholder and you are unable to participate in the 10<sup>th</sup> AGM and you wish to appoint a Proxy to vote on your behalf, please submit your Proxy Form in accordance with notes and instructions printed therein. Independent Scrutineer will be present to verify that the voting is conducted properly and fairly.
- b. If you are a Shareholder and wish to participate in the 10<sup>th</sup> AGM yourself, please do not submit any Proxy Form as you will not be allowed to participate in the 10<sup>th</sup> AGM together with a Proxy appointed by you.
- c. The appointment of Proxy may be made in a hardcopy form or by electronic means as follows:

#### In Hardcopy Form

The Proxy Form shall be deposited at the office of the Share Registrar of the Company, **Boardroom Share Registrars Sdn Bhd, Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia** no later than Wednesday, 16 June 2021 at 11.00 a.m., and in default the Proxy Form shall not be treated as valid.

#### By Electronic Means

The Proxy Form may be submitted:

- 1) to the Share Registrar of the Company, **Boardroom Share Registrars Sdn Bhd** via e-mail to **bsr.helpdesk@boardroomlimited.com**, no later than **Wednesday, 16 June 2021 at 11.00 a.m.**; or
  - 2) via electronic means (e-Proxy) no later than **Wednesday, 16 June 2021 at 11.00 a.m.** (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy).
- d. Please refer to the notes in the Notice and Proxy Form of the 10<sup>th</sup> AGM for detailed explanation.

### 5. CORPORATE SHAREHOLDERS, AUTHORISED NOMINEES AND EXEMPT AUTHORISED NOMINEES

For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees who wish to participate and vote remotely via LUMI AGM facilities at the 10<sup>th</sup> AGM of the Company, please refer to the procedures in item 2 above.

### 6. PROCEEDING OF THE MEETING

- a. The meeting will start promptly at 11.00 a.m.
- b. The resolutions set out in the Notice of 10<sup>th</sup> AGM will be considered at the AGM. You will be asked to vote on these resolutions.
- c. In order to enhance the efficiency of the proceedings of the 10<sup>th</sup> AGM, Shareholders may pose questions via LUMI AGM facilities at any time from 10.00 a.m. on the day of the 10<sup>th</sup> AGM until voting session commences. The Chairman/Board/Management will endeavour to address the questions received during the 10<sup>th</sup> AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
- d. You are able to view the Company's presentation slides via the live streaming.
- e. Voting session commences from 11.00 a.m. on the day of the 10<sup>th</sup> AGM until a time when the Chairman announces the completion of the voting session at the 10<sup>th</sup> AGM venue. Please indicate your votes for the resolutions that are tabled for voting, confirm and submit your votes.
- f. No recording or photography of the 10<sup>th</sup> AGM proceedings is allowed without the prior written permission of the Company.



# ADMINISTRATIVE DETAILS

## FOR THE TENTH ANNUAL GENERAL MEETING (“10<sup>TH</sup> AGM”)

### 7. VOTING

- a. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”), all resolutions set out in the Notice of the 10<sup>th</sup> AGM will be put to vote by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the poll via e-voting process and to verify the results of the poll.
- b. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the 10<sup>th</sup> AGM at 11.00 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. Upon completion of the voting session for the 10<sup>th</sup> AGM, the Independent Scrutineers will verify and announce the poll results followed by the Chairman of the meeting’s declaration on the outcome for the resolutions.
- c. The resolutions proposed at the 10<sup>th</sup> AGM and the results of the voting will be announced before the conclusion of the meeting and subsequently an announcement shall be made by the Company to Bursa Malaysia at [www.bursamalaysia.com](http://www.bursamalaysia.com).

### 8. ANNUAL REPORT 2020 (“AR 2020”) AND 10<sup>TH</sup> ANNUAL GENERAL MEETING DOCUMENTS (“10<sup>TH</sup> AGM DOCUMENTS”)

The following documents are available on Bursa Malaysia Berhad’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com) and also at the Company’s website:

- AR 2020\* : <http://www.msmsugar.com/investor-relations/annual-reports>
- 10<sup>th</sup> AGM Documents : <http://www.msmsugar.com/investor-relations/annual-reports>
  - Notice of the 10<sup>th</sup> AGM
  - Proxy Form
  - Administrative details
  - Request Form
- Circular to Shareholders\*\* : <http://www.msmsugar.com/investor-relations/annual-reports>
- Corporate Governance Report 2020 : <http://www.msmsugar.com/investor-relations/annual-reports>

Any request for printed copy of the AR 2020 should be made via the Request Form available at <http://www.msmsugar.com/investor-relations/annual-reports> and email it to Encik Anas Khalid at [anas.khalid@boardroomlimited.com](mailto:anas.khalid@boardroomlimited.com). In view of the Movement Control Order, please expect some delay for the Share Registrar to deliver the requested hardcopies of the AR 2020.

Shareholders are advised to consider the environment before you decide to print the above reports or request for the printed copy of the AR 2020. The environmental concerns like global warming, deforestation, climate change and many more affect every human, animal and nation on this planet.

Notes:

\* The AR 2020 includes the Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of the Directors and Auditors thereon.

\*\* Circular to Shareholders on the Proposed Renewal of Shareholders’ Mandate for the Existing Recurrent Related Party Transactions of a Revenue or Trading Nature for MSM and its Group of Companies (MSM Holdings Group) and Proposed Shareholders’ Mandate for the New Recurrent Related Party Transactions of a Revenue or Trading Nature for the MSM Holdings Group.

### 9. E-VOUCHERS

The Company will provide e-vouchers to all Shareholders/Proxies/Corporate Representatives who participated at the 10<sup>th</sup> AGM.

### 10. ENQUIRIES FOR AGM

- a. If you have any enquiry relating to the AGM Administrative Details, please contact our Investor Relations during office hours:

E-mail : [investor.relations@msmsugar.com](mailto:investor.relations@msmsugar.com)

- b. If you have any enquiry relating to the LUMI AGM facilities, registration and Proxy Form, please contact **Boardroom Share Registrars Sdn Bhd**, the Company’s Share Registrar during office hours:

Person in-charge : Encik Anas Khalid  
Tel (Help Desk) : +603 7890 4700  
Fax : +603 7890 4670  
E-mail : [anas.khalid@boardroomlimited.com](mailto:anas.khalid@boardroomlimited.com)



MSM MALAYSIA HOLDINGS BERHAD  
Registration No. : 201101007583 (935722-K)

# REQUEST FORM

## REQUEST FOR AN UNABRIDGED PRINTED VERSION OF MSM MALAYSIA HOLDINGS BERHAD ANNUAL REPORT 2020

Kindly fill in your details below and e-mail this Request Form it to the given e-mail address.

To: The Share Registrar

Please send to me/us an unabridged printed version of the **MSM Malaysia Holdings Berhad Annual Report 2020**.

Name of Shareholder : \_\_\_\_\_

MYKAD (for Malaysian)/  
Passport No (for Non-Malaysian)  
/Company No : \_\_\_\_\_

CDS Account No : \_\_\_\_\_

Address : \_\_\_\_\_

Telephone No : \_\_\_\_\_

E-mail : \_\_\_\_\_

Signature of Shareholder

\_\_\_\_\_  
Date:

Contact details for the unabridged printed version of **MSM Malaysia Holdings Berhad Annual Report 2020**:

### **BOARDROOM SHARE REGISTRARS SDN BHD**

E-mail : [anas.khalid@boardroomlimited.com](mailto:anas.khalid@boardroomlimited.com)

#### NOTE:

1. In view of the Movement Control Order, please expect some delay for the Share Registrar to deliver the requested hardcopy of the Annual Report 2020.
2. The Annual Report 2020 may be downloaded from <http://www.msmsugar.com/investor-relations/annual-reports>.



[www.msmsugar.com](http://www.msmsugar.com)

**MSM MALAYSIA HOLDINGS BERHAD**

Registration No.: 201101007583 (935722-K)

Level 44, Menara Felda  
Platinum Park  
No 11, Persiaran KLCC  
50088 Kuala Lumpur

Tel No : +603 2181 5018  
Fax No : +603 2181 5015  
E-mail : [investor.relations@msmsugar.com](mailto:investor.relations@msmsugar.com)

