

**THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

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**MISC BERHAD**

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

## **STATEMENT IN RELATION TO**

### **PROPOSED RENEWAL OF AUTHORITY FOR MISC BERHAD ("MISC") TO PURCHASE ITS OWN SHARES OF UP TO 10% OF ITS PREVAILING TOTAL NUMBER OF ISSUED SHARES AT ANY TIME ("PROPOSED SHARE BUY-BACK RENEWAL")**

The resolution pertaining to the Proposed Share Buy-Back Renewal will be tabled at the Fifty-Fifth Annual General Meeting of the Company ("**55<sup>th</sup> AGM**") to be held on a virtual basis via Remote Participation and Electronic Voting ("**RPEV**") facilities. The Notice of the 55<sup>th</sup> AGM together with the Form of Proxy, Administrative Notes relating to the 55<sup>th</sup> AGM and this Statement are available on the Company's website at [www.miscgroup.com/investor-relations](http://www.miscgroup.com/investor-relations). The Form of Proxy and Administrative Notes relating to the 55<sup>th</sup> AGM are also despatched together with this Statement. The details of the 55<sup>th</sup> AGM are as follows:

Date and time of the 55 <sup>th</sup> AGM	: Wednesday, 8 May 2024 at 10.00 a.m. or at any adjournment thereof
Broadcast Venue of the 55 <sup>th</sup> AGM	: Conference Room 2, Level 17, Menara Dayabumi Jalan Sultan Hishamuddin, 50050 Kuala Lumpur, Malaysia
Meeting Platform	: <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a>
Last date and time for lodging the Form of Proxy	: Monday, 6 May 2024 at 10.00 a.m.

If you are unable to participate remotely and vote at the 55<sup>th</sup> AGM, you may appoint a proxy or proxies to participate and vote on your behalf. If you wish to do so, you must complete, sign and deposit the Form of Proxy with 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, i.e. latest by Monday, 6 May 2024 at 10.00 a.m., 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 "Electronic Lodgement of Form of Proxy", kindly refer to the Administrative Notes relating to the 55<sup>th</sup> AGM.

The lodging of the Form of Proxy will not preclude you from personally participating remotely and voting at the 55<sup>th</sup> AGM should you subsequently wish to do so. 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.

## DEFINITIONS

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The following definitions shall apply throughout this Statement unless the context requires otherwise:

55 <sup>th</sup> AGM	: Fifty-Fifth Annual General Meeting of the Company
Act	: Companies Act 2016
Board	: Board of Directors
Bursa Securities	: Bursa Malaysia Securities Berhad
Code	: Malaysian Code on Take-Overs and Mergers 2016
EPS	: Earnings per share
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 11 March 2024, being the latest practicable date prior to the printing of this Statement
Market Day	: A day on which Bursa Securities is open for trading in securities
MISC or Company	: MISC Berhad
MISC Group	: Collectively, MISC and its subsidiaries
MISC Share	: Ordinary share of MISC
NA	: Net assets
PETRONAS	: Petroliam Nasional Berhad
Proposed Share Buy-Back Renewal	: Proposed renewal of authority for MISC to purchase its own shares of up to 10% of its prevailing total number of issued shares at any time
WAMP	: Weighted average market price

## CURRENCIES

RM	: Ringgit Malaysia
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Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. Reference to persons shall include corporations.

Any reference to any act, written law, ordinance, enactment or guideline (whatever the jurisdiction) in this Statement is a reference to that act, written law, ordinance, enactment or guideline (whatever the jurisdiction) as amended or re-enacted from time to time.

Any reference to any time of day in this Statement is a reference to Malaysian time, unless otherwise stated.

All references to “you” in this Statement are to the shareholders of MISC.

All references to “voting shares” in this Statement refer to ordinary issued and paid-up share capital less treasury shares.

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**MISC BERHAD**

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

**Registered Office**

Level 25, Menara Dayabumi  
Jalan Sultan Hishamuddin  
50050 Kuala Lumpur  
Malaysia

5 April 2024

**Board of Directors**

Datuk Abu Huraira Abu Yazid (*Chairman and Independent Non-Executive Director*)  
Capt. Rajalingam Subramaniam (*President/Group Chief Executive Officer and Non-Independent Executive Director*)  
Chew Liong Kim (*Senior Independent Non-Executive Director*)  
Datin Norazah Mohamed Razali (*Independent Non-Executive Director*)  
Dato' Tengku Marina Tunku Annuar (*Independent Non-Executive Director*)  
Mohammad Suhaimi Mohd Yasin (*Independent Non-Executive Director*)  
Liza Mustapha (*Non-Independent Non-Executive Director*)  
Wan Shamilah Wan Muhammad Saidi (*Non-Independent Non-Executive Director*)

**To: The shareholders of MISC**

Dear Sir/Madam,

**PROPOSED RENEWAL OF AUTHORITY FOR MISC TO PURCHASE ITS OWN SHARES OF UP TO 10% OF ITS PREVAILING TOTAL NUMBER OF ISSUED SHARES AT ANY TIME**

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**1. INTRODUCTION**

At the Fifty-Fourth Annual General Meeting of the Company held on 18 April 2023, MISC's Board had obtained your approval for the authority for MISC to purchase its own shares of up to 10% of its prevailing total number of issued shares at any time.

Such authority will expire at the conclusion of the forthcoming 55<sup>th</sup> AGM.

On 27 February 2024, MISC's Board announced its intention to seek your approval for the Proposed Share Buy-Back Renewal.

**The purpose of this Statement is to provide you with the relevant information pertaining to the Proposed Share Buy-Back Renewal and to seek your approval for the Proposed Share Buy-Back Renewal as set out in the resolution to be tabled at the forthcoming 55<sup>th</sup> AGM. The Notice of the 55<sup>th</sup> AGM together with the Form of Proxy, Administrative Notes relating to the 55<sup>th</sup> AGM and this Statement are available on the Company's website at [www.miscgroup.com/investor-relations](http://www.miscgroup.com/investor-relations). The Form of Proxy and Administrative Notes relating to the 55<sup>th</sup> AGM are also despatched together with this Statement.**

**You are advised to read and consider carefully the contents of this Statement before voting on the resolution pertaining to the Proposed Share Buy-Back Renewal to be tabled at the forthcoming 55<sup>th</sup> AGM.**

## 2. DETAILS OF THE PROPOSED SHARE BUY-BACK RENEWAL

- 2.1 MISC is proposing to seek your approval for the renewal of the authority for MISC to purchase its own shares of up to 10% of its prevailing total number of issued shares at any time. Such purchase is subject to compliance with Section 127 of the Act and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase.
- 2.2 The authority from you, if renewed, shall be effective from the date of your approval and shall continue to be in force until the earlier of:
- (i) the conclusion of the Fifty-Sixth AGM of MISC ("**56<sup>th</sup> AGM**") ; or
  - (ii) the expiration of the period within which the 56<sup>th</sup> AGM is required by law to be held; or
  - (iii) revoked or varied by ordinary resolution passed by the shareholders of MISC in a general meeting.
- 2.3 For illustrative purposes, based on the total number of issued shares of MISC as at the LPD of 4,463,793,103 MISC Shares, the maximum number of MISC Shares that can be purchased pursuant to the Proposed Share Buy-Back Renewal is 446,379,310 MISC Shares. The total number of MISC Shares already purchased by the Company and being held as treasury shares up to and including LPD was 47,400. As such, the balance MISC Shares that can be purchased by the Company taking into account the total cumulative treasury shares held up to LPD is 446,331,910 MISC Shares.
- 2.4 The public security holding spread of MISC based on its Record of Depositors as at the LPD was approximately 49.00%. For illustrative purposes, assuming that the purchase by MISC of its own shares pursuant to the Proposed Share Buy-Back Renewal is carried out in full based on the total number of its ordinary issued shares as at the LPD, the public security holding spread of MISC will be reduced to approximately 43.33%, on the basis that all the MISC Shares are purchased from public security holders and the MISC Shares so purchased are held as treasury shares or cancelled.
- MISC's Board will ensure that the share buy-back exercise of the Company be implemented in such a manner so as not to cause the public security holding spread of MISC to fall below the minimum 25% threshold as required under Paragraph 8.02 of the Listing Requirements.
- 2.5 The Proposed Share Buy-Back Renewal will allow MISC's Board to exercise its power to purchase MISC Shares at any time within the time period stated in Section 2.2 above, using internally generated funds and/or existing borrowings of MISC.

The actual number of MISC Shares that may be purchased will depend on the availability of funds, business considerations, relevant cost factors, and market conditions and sentiment.

Notwithstanding the above, the maximum amount of funds to be allocated for the purchase of MISC Shares under the Proposed Share Buy-Back Renewal will be subject to the amount of the retained earnings of MISC. Based on the latest audited financial statements of MISC as at 31 December 2023, the retained earnings of the Company was RM14,054,611,000.

In the event that MISC purchases its own shares using existing borrowings, MISC's Board will ensure that there are sufficient funds to repay the borrowings and that the effect on MISC's cashflow arising from such repayment will not jeopardise MISC Group's business operations.

In addition, MISC's Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Proposed Share Buy-Back Renewal.

2.6 In accordance with Section 127(4) of the Act, MISC's Board may, at its discretion, deal with the purchased MISC Shares in the following manner:

- (i) cancel the MISC Shares so purchased; or
- (ii) retain the MISC Shares so purchased as treasury shares which may be:
  - (a) distributed as share dividends to MISC's shareholders;
  - (b) resold in accordance with the relevant rules of Bursa Securities;
  - (c) transferred for purposes of or under an employees' share scheme;
  - (d) transferred as purchase consideration;
  - (e) cancelled subsequently; and / or
  - (f) sold, transferred or otherwise used for such other purposes as the relevant Minister may by order prescribe; or
- (iii) retain part of the MISC Shares so purchased as treasury shares and cancel the remainder of the MISC Shares,

or in any other manner as may be prescribed by the Act, all applicable laws, regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the purchased MISC Shares shall continue to be valid until all the purchased MISC Shares have been dealt with by the Directors of the Company.

In the event MISC ceases to hold all or part of the purchased MISC Shares as a result of the above, MISC may further purchase such additional number of MISC Shares provided that the total purchased MISC Shares (including MISC Shares held as treasury shares then) does not exceed 10% of its total number of issued shares at the time of such purchase.

In accordance with Section 127(8) of the Act, if the purchased MISC Shares are retained as treasury shares, the holder of such shares shall not be conferred with the right to:

- (i) attend or vote at meetings and any purported exercise of such rights is void; and
- (ii) receive dividends or other distribution, whether cash or otherwise, of MISC's assets including any distribution of assets upon the winding up of MISC.

While the purchased MISC Shares are held as treasury shares, such MISC Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in MISC for any purposes including, without limiting the generality of this provision, the provisions of any law or requirements of the constitution of the company or the Listing Requirements on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

2.7 Pursuant to Paragraphs 12.17 and 12.18 of the Listing Requirements:

- (i) MISC may only purchase its own shares on Bursa Securities at a price which is not more than 15% above the WAMP of MISC Shares for the five (5) Market Days immediately before the date of the purchase.
- (ii) MISC may only resell the treasury shares on Bursa Securities or transfer treasury shares pursuant to section 127(7) of the Act at a price which is:
  - (a) not less than the WAMP of MISC Shares for the five (5) Market Days immediately before the date of the resale or transfer; or
  - (b) not more than 5% discount to the WAMP of MISC Shares for the five (5) Market Days immediately before the date of the resale or transfer provided that:
    - (aa) the resale or transfer takes place not earlier than 30 days from the date of purchase; and

- (bb) the resale or transfer price is not less than the cost of purchase of MISC Shares being resold or transferred.

### 3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK RENEWAL

The Proposed Share Buy-Back Renewal would provide MISC with an option to purchase its own shares at a future date when MISC's Board deems it appropriate after taking into account the availability of funds, business considerations, relevant cost factors, and market conditions and sentiment. The Proposed Share Buy-Back Renewal, if implemented, will provide MISC Group with an additional avenue to utilise its financial resources which are not immediately required for use. In addition, the Proposed Share Buy-Back Renewal, if implemented, will allow MISC the flexibility to achieve the desired capital structure in terms of debt and equity composition and size of equity. All things being equal, the consolidated EPS of MISC is expected to increase as the consolidated earnings of MISC would be divided by a reduced number of MISC Shares.

### 4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK RENEWAL

- 4.1 MISC's Board may choose to retain the MISC Shares purchased as treasury shares and subsequently cancel them or distribute them as share dividends to MISC's shareholders.

In addition, MISC may have the opportunity to realise potential capital gains if the shares so purchased are resold at prices higher than the purchase prices without affecting the total number of ordinary issued shares of MISC and such proceeds may be subsequently used as working capital and/or distributed as dividends to MISC's shareholders.

- 4.2 The Proposed Share Buy-Back Renewal, if implemented, will reduce MISC Group's cashflow and the amount of financial resources available for distribution to MISC's shareholders following the purchase by MISC of its own shares. The quantum of such reduction would depend on the actual number of MISC Shares purchased and the purchase prices of such MISC Shares. In addition, the Proposed Share Buy-Back Renewal, if implemented, may deprive MISC Group of interest income that can be derived from the funds utilised for any purchase of MISC Shares. However, such decrease in MISC Group's cashflow and the Company's financial resources available for distribution to MISC's shareholders may be temporary since the MISC Shares purchased which are retained as treasury shares may be subsequently resold.

- 4.3 MISC's Board does not expect the Proposed Share Buy-Back Renewal to have any material disadvantage to the Company and its shareholders as it will be implemented only after due consideration of MISC Group's financial resources and the resultant impact on MISC and its shareholders. MISC's Board, in exercising any decision to purchase any MISC Share, will be mindful of the interests of the Company and its shareholders.

### 5. EFFECTS OF THE PROPOSED SHARE BUY-BACK RENEWAL

#### 5.1 Voting shares of MISC

The maximum number of MISC Shares that may be purchased pursuant to the Proposed Share Buy-Back Renewal and the effects of such purchase on the number of voting shares of MISC based on its total number of issued shares as at the LPD, are as follows:

	<u>No. of MISC Shares</u>
Total number of issued shares as at the LPD	4,463,793,103
Less: Maximum number of MISC Shares that may be purchased pursuant to the Proposed Share Buy-Back Renewal	<u>(446,379,310)</u>
<b>Voting shares of MISC after the Proposed Share Buy-Back Renewal</b>	<b><u>4,017,413,793</u></b>

## 5.2 Substantial shareholders' and Directors' shareholdings

### 5.2.1 Substantial shareholders

Based on the Register of Substantial Shareholders of MISC as at the LPD and assuming the purchase by MISC of its own shares pursuant to the Proposed Share Buy-Back Renewal is carried out in full on the basis that all the MISC Shares are purchased from shareholders other than the substantial shareholders of MISC, the effects of such purchase on the shareholdings of the substantial shareholders of MISC are as follows:

Name	As at the LPD <sup>#</sup>			After the Proposed Share Buy-Back Renewal <sup>*</sup>		
	Direct		Indirect	Direct		Indirect
	No. of MISC Shares held	%		No. of MISC Shares held	%	
PETRONAS	2,276,583,900	51.00	-	2,276,583,900	56.67	-
Employees Provident Fund Board	542,292,611	12.15	-	542,292,611	13.50	-
Kumpulan Wang Persaraan (Diperbadankan)	230,439,600	5.16	11,016,200	230,439,600	5.74	11,016,200
			0.25			0.27

Notes:

<sup>#</sup> Calculated based on 4,463,745,703 MISC Shares, excluding 47,400 MISC Shares already purchased by the Company and held as treasury shares as at the LPD.

<sup>\*</sup> Calculated based on 4,017,413,793 MISC Shares, excluding 446,379,310 MISC Shares (being the maximum number of MISC Shares of not more than 10% of the total number of issued shares of MISC as at the LPD) purchased pursuant to the Proposed Share Buy-Back Renewal and subsequently cancelled or retained as treasury shares.

### 5.2.2 Directors

None of the Directors have any interest in the shares of the Company as at the LPD.



### **5.3 EPS**

The effects of the purchase by MISC of its own shares pursuant to the Proposed Share Buy-Back Renewal on the consolidated earnings of MISC will depend on the purchase price paid for the MISC Shares purchased, the number of MISC Shares purchased and the effective costs, which may include funding cost to finance the purchased MISC Shares and other transaction costs. Additionally, the purchase of MISC Shares will result in a lower number of shares being used for purposes of EPS computation.

### **5.4 NA per share**

If the MISC Shares purchased are retained as treasury shares, the consolidated NA of MISC would decrease by the purchase cost of the treasury shares. The treasury shares are required to be carried at cost and presented as a deduction from equity. If the treasury shares are subsequently cancelled or distributed as share dividends, there will be no additional effect on the consolidated NA of MISC.

If the MISC Shares so purchased and retained as treasury shares are resold on Bursa Securities, it will increase the consolidated NA per share of MISC if the actual selling price is higher than the purchase costs of such treasury shares and vice versa.

### **5.5 Working capital**

The implementation of the Proposed Share Buy-Back Renewal will reduce MISC Group's working capital, the quantum of which would depend on, among others, the number of MISC Shares purchased, the purchase prices of such MISC Shares and other transaction costs.

However, the resale of MISC Shares purchased which are retained as treasury shares will increase MISC Group's working capital. The quantum of the increase in MISC Group's working capital will depend on the number of treasury shares resold on Bursa Securities and the actual selling price of such treasury shares.

### **5.6 Dividends**

The Proposed Share Buy-Back Renewal is not expected to have any material impact on the decision by MISC's Board to declare and pay dividends in the future. MISC's Board takes into consideration, among others, MISC Group's financial performance, cashflow position and financing requirements in deciding the dividend declaration and payment to MISC's shareholders. The Proposed Share Buy-Back Renewal, if approved and implemented, will provide MISC's Board with the option of distributing the treasury shares as share dividends to the shareholders of MISC.

## **6. IMPLICATION OF THE CODE**

The purchase by MISC of its own shares pursuant to the Proposed Share Buy-Back Renewal will effectively cause MISC's shareholders' respective percentage shareholdings in MISC to increase without any corresponding increase in the actual number of MISC Shares held.

If the purchase by MISC of its own shares pursuant to the Proposed Share Buy-Back Renewal results in any shareholder and persons acting in concert with him ("**PACs**") obtaining control in the Company, or where he individually or together with the PACs collectively currently hold more than 33% but not more than 50% of the voting shares or voting rights of the Company but as a result of the purchase by MISC of its own shares pursuant to the Proposed Share Buy-Back Renewal, increases his/their shareholdings by more than 2% of the voting shares or voting rights of the Company in any period of six (6) months, a mandatory take-over offer obligation will arise.

As at the LPD, total shareholding held by PETRONAS in MISC was 51.00%. As such, PETRONAS will not trigger a mandatory take-over offer obligation as a result of future purchases by MISC of its own shares pursuant to the Proposed Share Buy-Back Renewal.

**7. PURCHASE OF SHARES AND RESALE, TRANSFER OR CANCELLATION OF TREASURY SHARES IN THE PRECEDING TWELVE (12) MONTHS**

In the previous twelve (12) months and up to the LPD, the Company has not purchased any MISC Shares, or resold, transferred or cancelled any treasury shares.

As at the LPD, the Company held a total of 47,400 treasury shares.

**8. HISTORICAL SHARE PRICES OF MISC SHARES**

The monthly highest and lowest prices of MISC Shares traded on Bursa Securities for the past twelve (12) months from March 2023 to February 2024 are as follows:

<b>Year 2023/2024</b>	<b>High (RM)</b>	<b>Low (RM)</b>
<b>2023</b>		
March	7.56	7.04
April	7.39	7.10
May	7.42	7.16
June	7.31	7.06
July	7.30	6.99
August	7.24	6.94
September	7.29	7.03
October	7.32	7.00
November	7.44	7.08
December	7.35	7.05
<b>2024</b>		
January	7.45	7.20
February	7.79	7.29

The last transacted price of MISC Shares on the LPD was 7.50.

**9. APPROVAL REQUIRED**

The Proposed Share Buy-Back Renewal is subject to your approval at the forthcoming 55<sup>th</sup> AGM.

**10. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM**

Save for the proportionate increase in the percentage shareholdings of MISC's shareholders as a consequence of the implementation of the Proposed Share Buy-Back Renewal, none of the Directors and major shareholders of MISC and/or persons connected to them has any interest, direct or indirect, in the Proposed Share Buy-Back Renewal or resale of treasury shares, if any, in the future.

**11. DIRECTORS' RECOMMENDATION**

MISC's Board, having considered all aspects of the Proposed Share Buy-Back Renewal, is of the opinion that the Proposed Share Buy-Back Renewal is in the best interest of MISC, and accordingly recommends you to vote in favour of the resolution pertaining to the Proposed Share Buy-Back Renewal to be tabled at the forthcoming 55<sup>th</sup> AGM.

**12. RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK RENEWAL AND 55<sup>TH</sup> AGM**

The ordinary resolution of the Proposed Share Buy-Back Renewal will be tabled at the forthcoming 55<sup>th</sup> AGM, which will be held on a virtual basis 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. or at any adjournment thereof. The resolution pertaining to the Proposed Share Buy-Back Renewal is set out in the Notice of the 55<sup>th</sup> AGM. The Notice of the 55<sup>th</sup> AGM together with the Form of Proxy, Administrative Notes relating to the 55<sup>th</sup> AGM and this Statement are available on the Company's website at [www.miscgroup.com/investor-relations](http://www.miscgroup.com/investor-relations). The Form of Proxy and Administrative Notes relating to the 55<sup>th</sup> AGM are also despatched together with this Statement.

If you are unable to participate remotely and vote at the 55<sup>th</sup> AGM, you may appoint a proxy or proxies to participate and vote on your behalf. If you wish to do so, you must complete, sign and deposit the Form of Proxy with 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, i.e. latest by Monday, 6 May 2024 at 10.00 a.m., 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 "Electronic Lodgement of Form of Proxy", kindly refer to the Administrative Notes relating to the 55<sup>th</sup> AGM.

The lodging of the Form of Proxy will not preclude you from personally participating remotely and voting at the 55<sup>th</sup> AGM should you subsequently wish to do so. For further information on the "Procedure for Remote Participation and Electronic Voting ("RPEV")", kindly refer to the Administrative Notes relating to the 55<sup>th</sup> AGM.

Yours faithfully  
For and on behalf of the Board of  
**MISC BERHAD**

**DATUK ABU HURAIRA ABU YAZID**  
Chairman and Independent Non-Executive Director

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors have seen and approved this Statement. The Directors, collectively and individually, accept full responsibility for the accuracy of the information contained in this Statement and confirm that, to the best of their knowledge and belief, after making all reasonable enquiries, there are no false or misleading statements or other facts which, if omitted, would make any statement herein false or misleading.

**2. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents or copies thereof are available for inspection at the registered office of the Company during normal business hours from the date of this Statement up to and including the date of the 55<sup>th</sup> AGM:

- (i) the Constitution of the Company; and
- (ii) the audited financial statements of the Company for the past 2 financial years ended 31 December 2022 and 31 December 2023.