



Malaysia Smelting Corporation Berhad

(43072-A)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Thirty Fourth Annual General Meeting of members of Malaysia Smelting Corporation Berhad will be held at Serindit Room, Hotel Equatorial Penang, Jalan Bukit Jambul, Penang, Malaysia on Wednesday, 29 May 2013 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following as ordinary resolutions:

1. "THAT the audited Financial Statements for the year ended 31 December 2012 and the Report of the Directors and Auditors thereon be and are hereby received."
2. "THAT Mr Norman Ip Ka Cheung, who retires in accordance with Article 101 of the Company's Articles of Association, be and is hereby re-elected a Director of the Company."
3. "THAT Mr Mark Christopher Greaves, who retires in accordance with Article 101 of the Company's Articles of Association, be and is hereby re-elected a Director of the Company."
4. "THAT Dato' Ng Jui Sia, who retires in accordance with Article 106 of the Company's Articles of Association, be and is hereby re-elected a Director of the Company."
5. "THAT the Directors' fees of RM465,000.00 in respect of the year ended 31 December 2012 be and is hereby approved payable to Directors in such proportion and manner as the Directors may determine."
6. "THAT Messrs Ernst & Young, who are eligible and have given their consent for reappointment be and are hereby reappointed the Company's Auditors for the period until the conclusion of the next Annual General Meeting and that the remuneration to be paid to them be fixed by the Board."

### **As SPECIAL BUSINESS:**

7. "THAT, subject to the Companies Act 1965, the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad and/or Singapore Exchange Securities Trading Limited and other relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and/or Singapore Exchange Securities Trading Limited."
8. To transact any other business of an Annual General Meeting.

### **BY ORDER OF THE BOARD**

**Sharifah Faridah Abdul Rasheed**

Company Secretary

Kuala Lumpur

Date: 6 May 2013

### **Notes:**

1. *In respect of deposited securities, only Members whose names appear in the Record of Depositors on 22 May 2013 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this Thirty Fourth AGM of the Company.*
2. *A member entitled to attend, speak and vote at the meeting is entitled to appoint one (1) or more proxies to attend and vote in his stead. There is no restriction as to the qualification of a proxy and the provision of Section 149 (1)(b) of the Act shall not apply to the Company.*
3. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
4. *A proxy form is enclosed and to be valid must reach the Registered Office of the Company at B-15-11, Block B, 15<sup>th</sup> Floor, Unit 11, Megan Avenue II, 12, Jalan Yap Kwan Seng, 50450 Kuala Lumpur not less than forty-eight (48) hours before the meeting.*
5. *If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.*

### **Explanatory Note on Special Business (Resolution 7):**

The proposed ordinary Resolution 7 above, if passed, is to give the Directors of the Company flexibility to issue and allot shares for such purposes as the Directors in their absolute discretion consider to be in the interest of the Company, without having to convene a general meeting subject to the limitation that the aggregate number of shares to be issued do not exceed ten per cent (10%) of the issued share capital of the Company for the time being. This authority will expire at the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

As at the date of this notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Thirty Third Annual General Meeting of the Company held on 4 May 2012. The renewed mandate for the allotment of shares will provide flexibility to the Company for the allotment of shares for the purposes of funding future investment, working capital and/or acquisitions.