



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the **Second (2nd) Annual General Meeting of MSM Malaysia Holdings Berhad** will be held at **Intercontinental Kuala Lumpur, Grand Ballroom, Level 2, 165 Jalan Ampang, 50450 Kuala Lumpur** on **Wednesday, 12 June 2013 at 11.00 a.m** for the transaction of the following business :-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1)
2. To declare the payment of a Final Dividend of 11 sen per ordinary share, under single-tier system, in respect of the financial year ended 31 December 2012. **(Resolution 1)**
3. To re-elect Dato' Zainal Haji Ismail who retires pursuant to Section 129(6) of the Companies Act, 1965. **(Resolution 2)**
4. To re-elect Dato' Hajah Rosni Haji Zahari who retires by rotation in accordance with Articles 93 of the Company's Articles of Association. **(Resolution 3)**
5. To re-elect the following Directors, who retire pursuant to Article 99 of the Company's Articles of Association and who, being eligible, have offered themselves for re-election:
 - i. Datuk Noor Ehsanuddin Mohd Harun Narrashid **(Resolution 4)**
 - ii. Datuk Faizoull Ahmad **(Resolution 5)**
 - iii. Dr. Mohd Emir Mavani Abdullah **(Resolution 6)**
 - iv. Dr. Suzana Idayu Wati Osman **(Resolution 7)**
6. To approve the payment of Directors' fees of RM772,607 for the financial year ended 31 December 2012. **(Resolution 8)**
7. To re-appoint Messrs PricewaterhouseCoopers as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 9)**

As Special Business

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

8. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE ("PROPOSED MANDATES") FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE.** **(Resolution 10)**
 "THAT, subject always to the Companies Act 1965 (Act), the Articles of Association of the Company, other applicable laws, guidelines, rules and regulations, and the approval of the relevant governmental/regulatory authorities (if applicable), approval be and is hereby given to the Company and/or its subsidiary companies to enter into all arrangements and/or transactions involving the interests of the Related Parties as specified in the Circular to Shareholders dated 21 May 2013, 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; (the Mandate).

AND THAT the Mandate 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 the ordinary resolution for the Proposed Mandates for RRPT is approved, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting of the Company, whichever is the earlier;

AND THAT the Directors of the Company and/or its subsidiaries be authorised 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 Mandate."

9. To transact any other business of the Company for which due notice shall be given in accordance with the Company's Articles of Association and the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the 2nd (Second) Annual General Meeting of the Company to be held on 12 June 2013, a final dividend of 11 sen per ordinary share, under single tier system, in respect of the financial year ended 31 December 2012 will be paid on 28 June 2013 to the shareholders. The entitlement date for the said dividend shall be 14 June 2013.

FURTHER NOTICE IS HEREBY GIVEN THAT a depositor shall qualify for entitlement to the dividend only in respect of:

- i. shares transferred into the Depositor's securities account before 4.00 p.m. on 14 June 2013 in respect of ordinary transfers; and
- ii. shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

IDA SURYATI AB. RAHIM (LS 0009477)

KOO SHUANG YEN (MIA 7556)

Company Secretaries

Kuala Lumpur
21 May 2013

Notes:

1. This Agenda Item is meant for presentation and discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 (Act) and Article 130 of the Company's Articles of Association, the audited financial statements do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.
2. **Proxy**
 - (i) A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, to attend and vote at the same meeting, each proxy appointed shall represent a minimum of 100 shares and such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
 - (ii) 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 subsection 25A(1) of SICDA.
 - (iii) 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.
 - (iv) 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. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
 - (v) The instrument appointing a proxy shall be deposited at the Share Registrar of the Company at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. In the case of a poll, not less than twenty-four (24) hours before the time appointed in taking the poll, and in default the instrument of proxy shall not be treated as valid.
3. For purposes of determining a member who shall be entitled to attend the Second Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 58 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 5 June 2013. Only a depositor whose name appears on the General Meeting Record of Depositors as at 5 June 2013 shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and/or vote on such depositor's behalf.
4. **Explanatory Notes On Special Businesses:**
 - Ordinary Resolution 2**
Section 129(6) of the Companies Act, 1965
 Pursuant to Section 129(6) of the Companies Act, 1965 in Malaysia, the proposed Resolution 2 is to seek shareholders' approval on the re-appointment of Director who are over the age of seventy.
 - Ordinary Resolution 10**
Proposed Renewal Of Shareholders' Mandate And Proposed New Shareholders' Mandate (Proposed Mandates) For Recurrent Related Party Transactions Of A Revenue or Trading Nature.
 The proposed Ordinary Resolution 10, 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. The details of the Proposed Mandates are available in the Circular to Shareholders dated 21 May 2013.