



MSM MALAYSIA HOLDINGS BERHAD
(935722-K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third (3rd) Annual General Meeting of MSM Malaysia Holdings Berhad ("MSM" or "the Company") will be held at Ballroom Menara Felda, Level B2, Menara Felda, Platinum Park, No. 11, Persiaran KLCC, 50088 Kuala Lumpur on Wednesday, 11 June 2014, at 10.00 a.m., or any adjournment thereof, 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 2013 together with the Reports of the Directors and Auditors thereon.

Please refer to Note (1) of the Explanatory Notes on Ordinary Business

2. To approve the payment of a Final Dividend of 14 sen per ordinary share, under single-tier system, in respect of the financial year ended 31 December 2013. **(Resolution 1)**
3. To re-elect Dato' Zainal Haji Ismail who retire in accordance with Section 129(6) of the Companies Act, 1965. **(Resolution 2)**
4. To re-elect Datuk Lim Thean Shiang who retire in accordance with Article 99 of the Company's Articles of Association. **(Resolution 3)**
5. To re-elect the following Directors who retire in accordance with Article 93 of the Company's Articles of Association:
 - i. YB Tan Sri Hj Mohd Isa Dato' Hj Abdul Samad **(Resolution 4)**
 - ii. YM Raja Anuar Raja Abu Hassan **(Resolution 5)**
6. To approve the payment of Directors' fees of RM1,178,837 for the financial year ended 31 December 2013. **(Resolution 6)**
7. To re-appoint Messrs. PricewaterhouseCoopers as auditors of the Company and to authorize the Directors to fix their remuneration. **(Resolution 7)**

As Special Business

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

8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE **(Resolution 8)**

"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 20 May 2014, 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 in force until:

- (a) the conclusion of the next Annual General Meeting ("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 is required by law to be held; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting of the Company,

whichever is the earlier;

AND THAT 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 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 Third (3rd) Annual General Meeting of the Company to be held on Wednesday, 11 June 2014, a final dividend of 14 sen per ordinary share, under single-tier system, in respect of the financial year ended 31 December 2013 will be paid on 11 July 2014 to the shareholders. The entitlement date for the said dividend shall be 27 June 2014.

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 27 June 2014 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

SHAHNIZA ANOM ELIAS (LS 0006472)
KOO SHUANG YEN (MIA 7556)
Company Secretaries

Kuala Lumpur
20 May 2014

NOTES:

1. **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 authorized 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 authorized nominee may appoint in respect of each omnibus account it holds. An exempt authorized nominee refers to an authorized 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 authorized 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.
2. **Members entitled to attend**

For purposes of determining a member who shall be entitled to attend the Third (3rd) Annual General Meeting, the Company shall be requesting from Bursa Malaysia Depository Sdn Bhd, in accordance with Article 58 of the Company's Articles of Association and Section 34(1) of SICDA, to issue a General Meeting Record of Depositors as at 4 June 2014. Only a depositor whose name appears on the General Meeting Record of Depositors as at 4 June 2014 shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and/or vote on such depositor's behalf.

EXPLANATORY NOTES ON ORDINARY BUSINESS :

1. **Agenda item no. 1** 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. **Ordinary Resolutions 2, 3 and 5 – Assessment of Independence of Independent Directors**

The independence of Dato' Zainal Haji Ismail, Datuk Lim Thean Shiang and YM Raja Anuar Raja Abu Hassan who have served as Independent Non-Executive Directors of the Company has been assessed by the Board Nomination and Remuneration Committee and affirmed by the Board.
3. **Abstention from Voting**
 - (i) All the Non-Executive Directors who are shareholders of the Company will abstain from voting on Ordinary Resolution 6 concerning Directors' Fees at the Third AGM.
 - (ii) The Directors referred to in Ordinary Resolutions 2, 3, 4 and 5, who are shareholders of the Company will abstain from voting on the resolution in respect of his re-election at the Third AGM.

EXPLANATORY NOTES ON SPECIAL BUSINESS :

1. **Ordinary Resolution 8 - Proposed Renewal Of Shareholders' Mandate ("Proposed Mandates") For Recurrent Related Party Transactions Of A Revenue or Trading nature**

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.