



MISCIM

MSCM HOLDINGS BERHAD (537337-M)
(FORMERLY KNOWN AS PANPAGES BERHAD)
(Incorporated in Malaysia)

NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of the Company will be held at Greens II, Main Wing, Level 1, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 29 August 2019 at 10.00 a.m. to transact the following businesses:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 March 2019 and the Reports of Directors and Auditors thereon.
2. To approve the payment of Directors' fees to the Non-Executive Directors of up to an amount of RM240,000 for their services from 30 August 2019 until the next annual general meeting of the Company. *Ordinary Resolution 1*
3. To re-elect the following Directors, who were appointed as Directors after last year's annual general meeting and retiring pursuant to Article 99 of the Company's Constitution:-
 - (i) Tengku Farith Rithauddeen *Ordinary Resolution 2*
 - (ii) Mr. Kenny Khow Chuan Wah *Ordinary Resolution 3*
 - (iii) Mr. Chong Koon Meng *Ordinary Resolution 4*
 - (iv) Mr. Wong Mun Wai *Ordinary Resolution 5*
 - (v) Mr. Yap Kien Ming *Ordinary Resolution 6*
 - (vi) Mr. Lau Kok Fui *Ordinary Resolution 7*
 - (vii) Mr. Lim Peng Tong *Ordinary Resolution 8*
4. To appoint Messrs Grant Thornton Malaysia as Auditors of the Company and authorise the Directors to determine their remuneration. *Ordinary Resolution 9*
5. To consider and if thought fit, to pass the following Resolutions, with or without modifications:-
 - (A) ORDINARY RESOLUTION - AUTHORITY TO ALLOT SHARES** *Ordinary Resolution 10*

"THAT subject always to the Companies Act 2016 ("Act") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to the Act, to allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."
 - (B) SPECIAL RESOLUTION - PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** *Special Resolution 1*

"THAT the draft new set of the Constitution of the Company in the form and manner as set out in Appendix A circulated together with the Annual Report 2019 attached herewith be and is hereby approved and adopted as the new Constitution of the Company, in substitution for, and to the exclusion of, the existing Constitution of the Company AND THAT the Directors be and are hereby authorised to do all such acts and things and to take such steps that are necessary to give effect to adoption of the new Constitution of the Company."
6. To transact any other business of which due notice shall have been received.

Notice of Eighteenth Annual General Meeting (cont'd)

BY ORDER OF THE BOARD

SEOW FEI SAN
MOK MEE KEE
Secretaries

Petaling Jaya
29 July 2019

Notes:

1. Proxy

- 1.1 *Only depositors whose names appear in the Record of Depositors as at 22 August 2019 shall be regarded as members and entitled to attend, speak and vote at the meeting.*
- 1.2 *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any persons to be his proxy.*
- 1.3 *A member may appoint not more than two (2) proxies to attend the meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.*
- 1.4 *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- 1.5 *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.*
- 1.6 *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.*
- 1.7 *The instrument appointing a proxy must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS 7/26, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty eight (48) hours before the time for holding the meeting or any adjournment thereof.*

2. Audited Financial Statements for the Financial Year Ended 31 March 2019

The shareholders' approval on the Audited Financial Statements are not required pursuant to the provisions of Section 340(1) of the Companies Act 2016 ("Act"), hence, the matter will not be put for voting.

3. Ordinary Resolution 1: Directors' fees and benefits payable to the Non-Executive Directors

Pursuant to Section 230(1) of the Act, 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 Eighteenth (18th) Annual General Meeting ("AGM") for payment of Directors' fees.

Notice of Eighteenth Annual General Meeting (cont'd)

The Directors' fees payable to the Non-Executive Directors from 30 August 2019 until the conclusion of the next AGM ("Mandate Period") is estimated not to exceed RM240,000. The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' fees is insufficient due to an increase in Board size.

The Proposed Payment of Directors' Fees, if approved by the shareholders, will empower the Board to pay the Directors' Fees to the Non-Executive Directors of the Company on a monthly basis and/or as and when incurred for services rendered by the Non-Executive Directors throughout the Mandate Period.

4. Ordinary Resolutions 2 to 8: Re-election of Directors

Article 99 of the Company's Constitution provides that the Directors shall have power from time to time and at any time to appoint any person to be a Director to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance to the Constitution. Any Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election (but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting).

Pursuant to the said Article 99, all Directors on the Board will retire at the forthcoming AGM of the Company as they were all appointed after the last AGM. All the retiring Directors have given their respective consent for re-election at the forthcoming AGM.

5. Ordinary Resolution 10: Authority to Allot Shares

The proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company to allot not more than 10% of the total number of issued shares of the Company subject to approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. This authorisation will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, repayment of bank borrowing and/or acquisitions.

At the last AGM, the same proposed resolution on general mandate for issue of securities was not granted by the shareholders.

6. Special Resolution 1: Proposed Amendments to the Constitution of the Company

The proposed Special Resolution 1, if passed, will give full effect to the proposed amendments to the Constitution of the Company by substituting the existing Constitution with the new set of Constitution as set out in Appendix A which was circulated together with the Annual Report 2019.

The rationale of the proposed amendment to the existing Constitution is to ensure continued compliance and to bring the Constitution of the Company to be in line with the following laws and regulations:-

- (i) Companies Act 2016 which came into effect on 31 January 2017; and*
- (ii) Bursa Malaysia Securities Berhad Main Market Listing Requirements, in relation to the amendments issued on 29 November 2017, which changes were made to be in line with the Companies Act 2016.*