

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT the Fifty-First Annual General Meeting ("51st AGM") of MISC Berhad ("MISC" or "the Company") will be held at Sapphire Room, Level 1, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia on Friday, 26 June 2020 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire by rotation pursuant to Rule 21.8 of the Company's Constitution and, being eligible, offer themselves for re-election:
 - Dato' Sekhar Krishnan
 - Liza Mustapha
 - Mohd Yusri Mohamed Yusof
- To approve the payment of Directors' fees (inclusive of benefits-in-kind) up to an amount of RM2,140,000.00 from 27 June 2020 until the conclusion of the next Annual General Meeting of the Company.
- To re-appoint Ernst & Young PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5

AS SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following resolution, with or without modifications:
- 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 ("Proposed Share Buy-Back Renewal")**

Ordinary Resolution 6

"THAT subject to compliance with the Companies Act, 2016 ("Act"), MISC's Constitution, and all prevailing laws, rules, regulations, orders, guidelines and requirements which may be applicable from time to time by Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other relevant regulatory authority, approval and authority be and are hereby given to the Directors of the Company, to the extent permitted by law, to purchase such number of ordinary shares in MISC ("MISC Shares") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company, provided that the maximum aggregate number of MISC Shares which may be purchased and/or held by the Company shall not exceed 10% of its prevailing total number of issued shares at any time, and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the amount of the retained earnings of the Company for the time being;

THAT the Directors be and are hereby authorised to deal with the MISC Shares so purchased, at their discretion, in the following manner:

- cancel the MISC Shares so purchased; or
- retain the MISC Shares so purchased as treasury shares which may be dealt with in accordance with Section 127(7) of the Act; or
- 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;

THAT the authority conferred by this resolution shall be effective immediately upon the passing of this resolution and shall continue to be in force until the earlier of:

- the conclusion of the Fifty-Second Annual General Meeting of MISC ("52nd AGM"); or
- the expiration of the period within which the 52nd AGM is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of MISC in a general meeting.

AND THAT the Directors of the Company be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary or expedient (including opening and maintaining a Central Depository System account) and to enter into and execute, on behalf of the Company, any instrument, agreement and/or arrangement with any person, and with full power to assent to any condition, modification, variation and/or amendment as may be imposed by Bursa Securities or any relevant regulatory authority, and/or as may be required in the best interest of the Company and to take all such steps as the Directors may deem fit, necessary and expedient in the best interest of the Company in order to implement, finalise and give full effect to the purchase by the Company of its own shares."

- To transact any other business for which due notice has been given.

By Order of the Board

Ausmal Kardin (LS 0009383)
Noridah Khamis (LS 0010240)
Company Secretaries
27 March 2020
Kuala Lumpur

Explanatory Notes on Ordinary Business

1. Audited Financial Statements for the financial year ended 31 December 2019

This Agenda item is meant for discussion only as Section 340(1) of the Companies Act, 2016 does not require the Audited Financial Statements to be formally approved by the shareholders. As such, this Agenda item is not put forward for voting.

2. Re-election of Directors who retire pursuant to Rule 21.8 of the Company's Constitution

Rule 21.8 provides that one-third of the Directors of the Company for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third, shall retire from office and that each Director shall retire at least once in every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the Annual General Meeting at which he/she retires. The Directors to retire at such Annual General Meeting shall be the Directors who have been longest in office and the length of time a Director has been in office shall be computed from his/her last appointment or election.

The Board has endorsed the Nomination and Remuneration Committee's recommendation that the Directors who retire in accordance with Rule 21.8 of the Company's Constitution are eligible to stand for re-election. The profiles of the retiring Directors are set out in the Profiles of Board of Directors on pages 173 to 181 (inclusive) of the Company's Annual Report 2019.

3. Payment of Directors' Fees (inclusive of Benefits-in-kind)

Pursuant to Section 230(1) of the Companies Act 2016, the shareholders' approval is sought for the proposed payment of Directors' fees (inclusive of Benefits-in-kind) to the Non-Executive Directors ("NEDs") for the period from 27 June 2020 until the conclusion of the next Annual General Meeting of the Company which is estimated to be RM2,140,000.00. The calculation is based on the estimated number of scheduled and/or Special Board and Board Committees' Meetings from 27 June 2020, being the day after the 51st AGM until the conclusion of the next Annual General Meeting and on the assumption that all NEDs will remain in office until the next Annual General Meeting with two (2) additional independent NEDs assumed to be appointed. The resolution is to facilitate payments of the Directors' Fees (inclusive of Benefits-in-kind) for the financial year 2020/2021.

The Board will seek shareholders' approval at the next Annual General Meeting in the event the proposed Directors' Fees (inclusive of Benefits-in-kind) is insufficient.

Please refer to pages 190 to 203 of the Corporate Governance Overview Statement in the Company's Annual Report 2019 for details of the Directors' Fees and Benefits-in-kind for the financial year ended 31 December 2019.

Explanatory Notes on Special Business

1. Proposed Share Buy-Back Renewal

Ordinary Resolution 6, as proposed under item 5, if passed, will renew the authority granted by the shareholders at the last Annual General Meeting. The renewed authority will allow the Company to purchase its own shares of up to 10% of its prevailing total number of issued shares at any time. The renewed authority, unless revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, will expire at the conclusion of the 52nd AGM of the Company or the expiration of the period within which the 52nd AGM is required by law to be held, whichever occurs first.

Further information on the Proposed Share Buy-Back Renewal is set out in the statement dated 27 March 2020.

Notes:

- Only depositors whose names appear in the Record of Depositors as at 19 June 2020 shall be entitled to attend, speak and vote at the meeting.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to exercise all or any of his rights to attend, participate, speak and vote at the meeting.

3. A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints two (2) proxies the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy. 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. There shall be no restriction as to the qualification of the proxy.

4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint up to 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 and the number of shares to be represented by each proxy must be clearly indicated.

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. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall not be valid unless the exempt authorised nominee specifies the proportion of the shareholding to be represented by each proxy.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

6. Where a member or the authorised nominee appoints two (2) proxies, or 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 Form of Proxy.

7. The Form of Proxy must be signed by the appointer of the proxy, or his attorney duly authorised in writing. In the case of a corporation, the Form of Proxy shall be executed under its common seal, or signed by its attorney duly authorised in writing or by a duly authorised officer on behalf of the corporation.

8. The completed Form of Proxy must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th 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 51st AGM, or in the event the 51st AGM is adjourned, not less than twenty-four (24) hours before the time appointed for the taking of the poll at the adjourned 51st AGM.

9. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the 51st AGM will be put to vote by poll.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company: (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.