



MSM MALAYSIA HOLDINGS BERHAD
201101007583 (935722-K)

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.
Please refer to Explanatory Note 1
- To approve the payment of Directors' fees for the Non-Executive Directors in respect of the financial year ended 31 December 2019 based on the fee structure as disclosed in Explanatory Note 2.
Please refer to Explanatory Note 2
- To approve the payment of Directors' fees for the Non-Executive Directors from 1 January 2020 until the next AGM of the Company to be held in 2021 based on the fee structure as disclosed in Explanatory Note 3 to be paid on a monthly basis.
Please refer to Explanatory Note 3
- To approve the payment of benefits payable to the Non-Executive Directors for the period from 17 June 2020 until the next AGM of the Company to be held in 2021 based on the remuneration structure as disclosed in Explanatory Note 4.
Please refer to Explanatory Note 4
- To re-elect the following Directors who retire by rotation in accordance with Clause 99 of the Company's Constitution and who, being eligible, offer themselves for re-election:
i) Datuk Lim Thean Shiang
ii) Dato' Rosini Abd Samad
Please refer to Explanatory Note 5
- To re-elect the following Directors who retire in accordance with Clause 105 of the Company's Constitution and who, being eligible, offer themselves for re-election:
i) Anuar Malek
ii) Datuk Syed Hisham Syed Wazir
iii) Datuk Dr Abd Hapiz Abdullah
iv) Dato' Muthanna Abdullah
v) Steven Choy Khai Choon
Please refer to Explanatory Note 6
- To re-appoint Messrs. PricewaterhouseCoopers PLT as auditors of the Company for the financial year ending 31 December 2020 and to authorise the Board of Directors to determine their remuneration.
Please refer to Explanatory Note 7

As Special Business

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

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR MSM AND ITS GROUP OF COMPANIES ("MSM HOLDINGS GROUP") AND PROPOSED SHAREHOLDERS' MANDATE FOR THE NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR THE MSM HOLDINGS GROUP**

"THAT, subject always to the Companies Act, 2016 ("Act"), the Constitution of MSM, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), other applicable laws, guidelines, rules and regulations, and the approval of the relevant governmental/regulatory authorities (where applicable), approval be and is hereby given to the Company and its subsidiaries to enter into all arrangements and/or transactions involving the interests of the related parties as specified in Appendix 1 of the Circular to the Shareholders dated 22 May 2020, provided that such arrangements and/or transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- 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
- not detrimental to the minority shareholders of the Company.

("Proposed Mandates");

AND THAT the Proposed Mandates shall commence immediately upon passing of this ordinary resolution and continue to be in force until:

- the conclusion of the next AGM of the Company following this AGM, at which time the Proposed Mandates will lapse, unless the Proposed Mandates are renewed by a resolution passed at the next AGM of the Company; or
- the expiration of the period within which the next AGM is required by law to be held; or
- the Proposed Mandates are revoked or varied by a resolution passed by the Shareholders of the Company in a general meeting of the Company,

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to 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 Proposed Mandates."

Please refer to Explanatory Note 8

- AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT, 2016**

"THAT, pursuant to Section 75 of the Companies Act, 2016 and subject always to the Company's Constitution, the Listing Requirements and approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and 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 allotted and issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company as at the date of such allotment AND THAT the Directors be and are also hereby authorised to obtain all necessary approvals from the relevant authorities for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

Please refer to Explanatory Note 9

- To transact any other business of the Company for which due notice shall be given in accordance with the Company's Constitution and the Companies Act, 2016.

BY ORDER OF THE BOARD

KOO SHUANGYEN
Company Secretary
(SSM PC NO.: 201908003534)
(MIA 7556)

Kuala Lumpur
22 May 2020

NOTES:

1. Precautionary measures against Coronavirus disease 2019 (COVID-19) pandemic

- In light of the Government of Malaysia's pronouncement of the Movement Control Order, aimed at curbing the spread of COVID-19, and having regard to the well-being and the safety of our Shareholders, the Company will conduct its forthcoming 9th AGM on a virtual basis through live streaming and online remote voting using LUMI AGM facilities. This is in line with the Securities Commission's Guidance Note on the Conduct of General Meetings for Listed Issuers which was issued on 18 April 2020. Please follow the procedures provided in the Administrative Details for the 9th AGM in order to register, participate and vote remotely via LUMI AGM facilities.
- With LUMI AGM facilities, a Shareholder may exercise his/her right to participate (including to pose questions to the Board/ Management of the Company) and vote at the 9th AGM, at the comfort of your home.
- The venue of the 9th AGM is to inform shareholders where the live streaming would be conducted from and is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 ("CA 2016") which requires the Chairman of the meeting to be at the main venue ("broadcast venue"). No Shareholders/Proxy(ies) from the public will be physically present at the broadcast venue on the day of the 9th AGM.
- Due to the constant evolving situation of the COVID-19 pandemic, we may be required to change the arrangements of our 9th AGM at short notice. Kindly check the Company's website or announcements for the latest updates on the status of the 9th AGM.

2. Proxy

- Shareholders who are unable to participate in the 9th AGM are encouraged to appoint the Chairman of the meeting, in accordance with established practices, to vote on their behalf. This is due to the limitations posed by the online platforms, and to protect the sanctity of your rights to vote. Independent Scrutineer will be present to verify that the voting is conducted properly and fairly. Shareholders may use Boardroom Smart Investor Portal proxy appointment service to submit their Proxy appointment.
- 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.
- The appointment of Proxy may be made in a hardcopy form or by electronic means as follows:
[In Hardcopy Form](#)
The Proxy Form shall be deposited at the office of the Share Registrar of the Company at **Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia** no later than **Tuesday, 16 June 2020 at 11.00 a.m.**, and in default the Proxy Form shall not be treated as valid.
[By Electronic Means](#)
The Proxy Form may be submitted:
a) to the Share Registrar of the Company, **Boardroom Share Registrars Sdn Bhd** via e-mail to bsr.helpdesk@boardroomlimited.com, no later than **Tuesday, 16 June 2020 at 11.00 a.m.** or
b) via electronic means ("e-Proxy") no later than **Tuesday, 16 June 2020 at 11.00 a.m.** (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy).

3. Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees

For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees who wish to participate and vote remotely via LUMI AGM facilities at the 9th AGM of the Company, please refer to the procedures in item 2 of the Administrative Details for the 9th AGM.

4. Shareholders entitled to participate and vote

For purposes of determining a Shareholder who shall be entitled to participate and vote the 9th AGM of the Company, the Company shall be requesting from Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 63 of the Company's Constitution and Section 34(1) of Securities Industry (Central Depositories) Act 1991 (SICDA), to issue a General Meeting Record of Depositors as at **11 June 2020. Only a depositor whose name appears on the General Meeting Record of Depositors as at 11 June 2020 shall be entitled to participate and vote at the 9th AGM or appoint the Chairman of the Meeting as Proxy to participate and vote on such depositor's behalf.**

5. Request for remote participation user ID and password

The registration for remote participation will be open from **11.00 a.m. Friday, 22 May 2020 up to 11.00 a.m. Tuesday, 16 June 2020**. Please follow the procedures provided in the Administrative Details for the 9th AGM in order to participate in the 9th AGM remotely via LUMI AGM facilities.

6. Voting

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the Notice of the 9th AGM of the Company will be put to vote by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the poll via e-voting process and to verify the poll results.

Shareholders can proceed to vote on the resolutions and submit their votes at any time from the commencement of the 9th AGM at 11.00 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. Upon completion of the voting session for the 9th AGM, the Independent Scrutineers will verify and announce the poll results followed by the Chairman of the meeting's declaration whether the resolutions are duly passed.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

Explanatory Note 1:

Audited Financial Statements for the Financial Year Ended 31 December 2019

This agenda item is meant for presentation and discussion only as under the provisions of Section 340(1)(a) of the CA 2016 and Clause 137 of the Company's Constitution, the Audited Financial Statements does not require the final approval of Shareholder and hence, will not be put forward for voting.

Explanatory Note 2:

Resolution 1 – Payment of Directors' Fees for the Financial Year Ended 31 December 2019

Section 230(1) of the Act provides amongst others, that 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.

At MSM's 7th AGM held on 26 June 2018, Shareholders approved the following resolutions:

- Resolution 2: payment of a portion of Directors' fees payable to the Non-Executive Directors up to an amount of RM840,000.00 from 27 June 2018 until 19 June 2019; and

At MSM's 8th AGM held on 19 June 2019, Shareholders approved the following resolutions:

- Resolution 1: payment of Directors' fees amounting to RM1,251,349.00 in respect of the financial year ended 31 December 2018;
- Resolution 2: payment of a portion of Directors' fees payable to the Non-Executive Directors up to an amount of RM840,000.00 from 20 June 2019 until 17 June 2020; and

Based on the Shareholders' approval in both 7th and 8th AGMs mentioned above, the Directors' fees paid and payable for the financial year ended 31 December 2019 is as below:

	RM
Directors' fees amounting to in respect of the financial year ended 31 December 2019	1,143,296.12
Less: Directors' fees paid on monthly basis from 1 January 2019 to 31 December 2019 which was approved in the 7 th and 8 th AGMs	(596,278.81)
Payable subject to shareholders' approval in this 9th AGM (Resolution 1)	547,017.31

The proposed Resolution 1, if passed, will allow the Company to pay the payable Directors' fees of RM547,017.31 to the Non-Executive Directors in respect of the financial year ended 31 December 2019.

The Non-Executive Directors' annual fees structure are set out in the table below:

Board/Board Committee	Annual Fees (RM)	
	Chairman	Directors
Board	315,000	120,000
Audit Committee	24,000	12,000
Other Board Committees: - Nomination and Remuneration Committee - Board Governance & Risk Management Committee - Investment Committee	10,000	8,000

Please refer to page 162 of the Notes to the Financial Statements in the Annual Report 2019 for the amount of Directors' fees at the Company and Group levels, to be approved at this AGM under Ordinary Resolution 1. The detailed amount of the Directors' fees is set out in the Corporate Governance Overview Statement on page 80 of the Annual Report 2019.

Explanatory Note 3:

Resolution 2 – Payment of Directors' fees for the Non-Executive Directors from 1 January 2020 until the next AGM of MSM to be held in 2021

The proposed Ordinary Resolution 2, if passed, will allow the Company to pay the Directors' fees on monthly basis of RM26,250 per month to the Non-Executive Chairman and RM10,000 per month to each Non-Executive Directors for the period from 1 January 2020 until the next AGM of the Company to be held in 2021 less monthly Directors' fees paid from 1 January 2020 to 17 June 2020.

Explanatory Note 4:

Resolution 3 – Benefits Payable to the Non-Executive Directors

The Company is seeking Shareholders' approval on the benefits payable to the Non-Executive Directors for the period from 17 June 2020 until the next AGM of the Company ("Relevant Period") in accordance with the remuneration structure (excluding Directors' fees) set out below:

Meeting Allowance	• Board and Board Committee meetings: RM2,000 per attendance
Benefits	• Company car (Chairman only): One (1) Company car of at least 2000 cc • Driver allowance or Security services allowance: Not more than RM2,500 per month • Medical expenses, insurance coverage, travelling expenses and other claimable benefits

Payment of the benefits payable will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Ordinary Resolution 3 is passed at the 9th AGM. The Board is of the view that it is just and equitable for the Directors to be paid benefits payable on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the Relevant Period.

Explanatory Note 5:

Resolution 4 and 5 – Re-election of Directors who retire in accordance with Clause 99 of the Company's Constitution

Clause 99 of the Company's Constitution states that at every AGM, at least one-third (1/3) of the Directors for the time being shall retire from office. In addition, all Directors shall be eligible for re-election.

The Nomination and Remuneration Committee has recommended and the Board has approved the Directors to stand for re-election.

The independence of Datuk Lim Thean Shiang and Dato' Rosini Abd Samad, whom have served as Independent Non-Executive Directors of the Company has been assessed by the Nomination and Remuneration Committee and also affirmed by the Board to continue to act as Independent Non-Executive Directors of the Company. Both Directors standing for re-election have not exceeded the nine (9) years tenure as Independent Directors.

Explanatory Note 6:

Resolution 6 to 10 – Re-election of Directors who retire in accordance with Clause 105 of the Company's Constitution

Clause 105 of the Company's Constitution stipulates at any time and from time to time, the Director shall have power to appoint any person to be a Director either to fill a casual vacancy or as an additional Director by way of ordinary resolution. Any Director so appointed shall hold office only until the next AGM and shall then be eligible for re-election.

The following Directors, who were appointed during the financial year and before the 9th AGM, have successfully completed the Mandatory Accreditation Programmes pursuant to the provision of the Listing Requirements:

No.	Name	Type of directorship	Appointment date
1.	Anuar Malek	Non-Independent Non-Executive	13 August 2019
2.	Datuk Syed Hisham Syed Wazir	Independent Non-Executive	8 May 2020
3.	Datuk Dr Abd Hapiz Abdullah	Independent Non-Executive	8 May 2020
4.	Dato' Muthanna Abdullah	Independent Non-Executive	8 May 2020
5.	Steven Choy Khai Choon	Independent Non-Executive	8 May 2020

Explanatory Note 7:

Resolution 11 – Re-appointment of Auditors

The present auditors, Messrs. PricewaterhouseCoopers PLT ("PwC"), has indicated their willingness to continue their services for another year. The Audit Committee and the Board have considered the re-appointment of PwC as Auditors of the Company and have collectively agreed that PwC has met the relevant criteria prescribed by Paragraph 15.21 of the Listing Requirements:

Abstention from Voting

- All the Non-Executive Directors who are Shareholders of the Company will abstain from voting on Ordinary Resolutions 1, 2 and 3 concerning Directors' fees and benefits payable at the 9th AGM.
- The Directors referred to in Ordinary Resolutions 4, 5, 6, 7, 8, 9 and 10 who are Shareholders of the Company will abstain from voting on the resolution in respect of her/his re-election at the 9th AGM.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

Explanatory Note 8:

Resolution 12 - Proposed Mandates

The proposed Ordinary Resolution 12, 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.

Detailed information on the Proposed Mandates is set out in the Circular to Shareholder dated 22 May 2020.

Explanatory Note 9:

Resolution 13 - Authority to Directors to allot and issue shares

The proposed Ordinary Resolution 13 is a general mandate to be obtained from the Shareholders of the Company at this AGM and, if passed, will empower the Directors pursuant to Section 75 of the CA 2016 to allot and issue ordinary shares in the Company of up to an aggregate amount not exceeding ten percent (10%) of the issued share capital of the Company as at the date of such allotment of shares without having to convene a general meeting.

This general mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. The general mandate from Shareholders is to provide the Company flexibility to undertake any share issuance during the financial year without having to convene a general meeting.

The rationale for this Proposed Mandates is to allow for possible share issue and/or fund raising exercises including placement of shares for the purpose of funding current and/or future investment projects, working capital and/or acquisitions as well as in the event of any strategic opportunities involving equity deals which may require the Company to allot and issue new shares on an urgent basis and thereby reducing administrative time and costs associated with the convening of additional shareholders meeting(s). In any event, the exercise of the mandate is only to be undertaken if the Board considers it to be in the best interest of the Company.