



NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth 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 Tuesday, 29 September 2020 at 2.00 p.m. to transact the following businesses:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 March 2020 and the Reports of Directors and Auditors thereon.
- 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 September 2020 until the next annual general meeting of the Company. **Ordinary Resolution 1**
- To re-elect the following Directors, who retire pursuant to the Company's Constitution:-
 - Mr. Wong Mun Wai (Article 107(1)(b)) **Ordinary Resolution 2**
 - Mr. Ng Keok Chai (Article 100) **Ordinary Resolution 3**
 - Dato' Teoh Hai Hin (Article 100) **Ordinary Resolution 4**
 - Ms Teoh Soon Han (Article 100) **Ordinary Resolution 5**
- To appoint Grant Thornton Malaysia PLT as Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 6**
- To consider and if thought fit, to pass the following Resolutions, with or without modifications:-
 - ORDINARY RESOLUTION - AUTHORITY TO ALLOT SHARES**

"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 20% of the total number of issued shares of the Company for the time being." **Ordinary Resolution 7**
 - SPECIAL RESOLUTION 1 - PROPOSED CHANGE OF NAME OF THE COMPANY**

"THAT the name of the Company be and is hereby changed from "MSCM Holdings Berhad" to "Hong Seng Consolidated Berhad" with effect from the date of the notice of registration of new name issued by the Companies Commission of Malaysia and that the name of the Company wherever it appears in the Company's Constitution be and is hereby amended accordingly. **Special Resolution 1**

AND THAT the Directors of the Company be and are hereby authorised to carry out all the necessary formalities in effecting the change of name."
 - SPECIAL RESOLUTION 2 - PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

"THAT the amendments to the Constitution of the Company in the manner detailed in 'Appendix A' to the Annual Report 2020 be and are hereby approved." **Special Resolution 2**

BY ORDER OF THE BOARD

SEOW FEI SAN (SSM Practising Certificate No. 201908002299)

MOK MEE KEE (SSM Practising Certificate No. 201908002288)

Secretaries

Petaling Jaya
28 August 2020

Notes:

- Proxy**
 - Only depositors whose names appear in the Record of Depositors as at 22 September 2020 shall be regarded as members and entitled to attend, speak and vote at the meeting.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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 SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty eight (48) hours before the time for holding the meeting or any adjournment thereof.
- Audited Financial Statements for the Financial Year Ended 31 March 2020**

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.
- 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 Nineteenth Annual General Meeting ("19th AGM") for payment of Directors' fees.

The Directors' fees payable to the Non-Executive Directors from 30 September 2020 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.
- Ordinary Resolutions 2 to 5: Re-election of Directors**

Re-election of Directors who retire in accordance with Article 107(1)(b) of the Company's Constitution

Article 107(1)(b) of the Company's Constitution provides that at each annual general meeting, one-third of the Directors of the Company for the time being, or if the number is not a multiple of three, then the number nearest to one-third shall retire from office with a minimum of one (1) shall retire from office and an election of Directors shall take place provide always that each Directors shall retire from office once at least in every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

At the forthcoming 19th AGM, 2 Directors will be retiring in accordance with Article 107(1)(b) of the Company's Constitution. They are Mr. Wong Mun Wai and Mr. Lau Kok Fui. Mr. Wong Mun Wai, who being eligible for re-election has given his consent for re-election at the 19th AGM whilst Mr. Lau Kok Fui has expressed his decision to retire at close of the 19th AGM. In view thereof, Mr. Lau Kok Fui will retire from office upon the close of the 19th AGM of the Company.

Re-election of Directors who retire in accordance with Article 100 of the Company's Constitution

Article 100 of the Company's Constitution provides that the Directors shall have power from time to time and at any time to appoint additional Directors either to fill a casual vacancy or as an addition to the Board of Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed by or pursuant to this Constitution. Any Director so appointed shall hold office only until the conclusion of the next annual general meeting, but shall 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 that meeting).

Pursuant to the said Article 100, three (3) Directors, namely, Ng Keok Chai, Dato' Teoh Hai Hin and Teoh Soon Han will retire at the 19th AGM of the Company as they were appointed after last year's Annual General Meeting. They have also given their respective consent for re-election at the 19th AGM.
- Ordinary Resolution 7: Authority to Allot Shares**

The Proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot not more than 20% of the total number of issued shares of the Company (excluding Treasury Shares) ("20% General Mandate"). The 20% General Mandate is pursuant to directive letter from Bursa Malaysia Securities Berhad dated 16 April 2020 in relation to a temporary relief measures in view of the trying and challenging times due to the COVID-19 pandemic for listed issuer to seek a higher general mandate of not more than 20% of the total number of issued shares (excluding treasury shares) instead of 10%.

The Board of Directors are of the view that the 20% General Mandate is in the best interest of the Company and its shareholders due to unprecedented challenges from the COVID-19 impact, and will enable the Company to raise higher fund more speedily during this challenging period to ensure sustainability of the Company's existing activities as well as funding for future business expansion and investment activities.

As at the date of printing of this Annual Report, no new shares in the Company were issued pursuant to the authority granted to the Directors at the 18th AGM held on 29 August 2019 and which will lapse at the conclusion of the 19th AGM.
- Special Resolution 1: Proposed Change of Name**

The proposed Special Resolution 1 on the change of name to "Hong Seng Consolidated Berhad" to reflect new corporate identity for the Company's existing and future undertakings. The Proposed Change of Name was also undertaken to better reflect our Group's business in view that our Group has diversified its principal activities to include the moneylending business as approved by the shareholders of MSCM on 24 July 2020.

The proposed Special Resolution 1, if passed, will change the name of the Company from "MSCM Holdings Berhad" to "Hong Seng Consolidated Berhad" upon issuance of Notice of Registration of new name by the Companies Commission of Malaysia.
- Special Resolution 2: Proposed Amendment to the Constitution of the Company**

The proposed Special Resolution 2 is in line with the growth of the business of the Company and to facilitate and further enhance administrative efficiency of the Board.

The proposed Special Resolution 2, if passed, will give full effect to the proposed amendments to the Articles 98 and 129 of the Constitution of the Company as set out in Appendix A to the Annual Report 2020.