

NOTICE & ADMINISTRATIVE GUIDE



MSC

Malaysia Smelting Corporation Berhad

[197801006055 (43072-A)]

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Fourth (“44th”) Annual General Meeting (“AGM”) of MALAYSIA SMELTING CORPORATION BERHAD (the “Company”) will be held at Grand Suite, Level 7, Hilton Kuala Lumpur, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur, Malaysia on Friday, 26 May 2023 at 11.00 a.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors’ and Auditors’ Reports thereon. **{Please refer to Note B(1)}**
2. To approve the payment of a First and Final Single-Tier Dividend of RM0.07 per share in respect of the financial year ended 31 December 2022. **Resolution 1**
3. To approve the payment of additional Directors’ Fees and Benefits of RM193,073.00 to Non-Executive Directors from 28 May 2022 until the AGM of the Company held in year 2023. **Resolution 2
{Please refer to Note B(2)}**
4. To approve the payment of Directors’ Fees and Benefits of up to RM855,000.00 from 27 May 2023 until the next AGM of the Company to be held in year 2024. **Resolution 3**
5. To re-elect the following Directors of the Company who are retiring pursuant to Clause 102 of the Constitution of the Company:
 - (i) Ms. Chew Gek Khim PJG **Resolution 4**
 - (ii) Mr. John Mathew A/L Mathai **Resolution 5**

Mr. Chia Chee Ming, Timothy PBM who also retires by rotation in accordance with Clause 102 of the Company’s Constitution, has expressed his intention not to seek for re-election. Hence, he will retain office until the conclusion of the 44th AGM of the Company.
6. To re-appoint Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions with or without modification:

7. **ORDINARY RESOLUTION - AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Resolution 7**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and from time to time until the conclusion of the next AGM of the Company 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at the time of issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue.

AND FURTHER THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 66 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company”.
8. To transact any other business of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of shareholders at the 44th AGM, a First and Final Single-Tier Dividend of RM0.07 per share in respect of the financial year ended 31 December 2022 will be paid to shareholders on 27 June 2023. The entitlement date for the said Dividend shall be on 14 June 2023.

A Depositor shall qualify for entitlement to the Dividend only in respect of:

- (a) Shares transferred to the Depositor’s securities account before 4.30 p.m. on 14 June 2023 in respect of transfers.
- (b) Shares bought on Bursa Malaysia Securities Berhad and Singapore Exchange Securities Trading Limited on cum entitlement basis according to the Rules of the respective Exchanges.

BY ORDER OF THE BOARD

WONG YOUN KIM

SSM PC No. 201908000410

(MAICSA 7018778)

Company Secretary

Date: 28 April 2023

Notice of Annual General Meeting

Explanatory Notes:

A) Appointment of Proxy

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 May 2023 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
2. A member entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company and there is no restriction as to the qualification of a proxy.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited with 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 twenty-four (24) hours before the time appointed for taking of the poll at the meeting or any adjournment thereof. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the AGM or Adjourned AGM.
6. If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of its attorney.
7. Pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of AGM will be put to vote on poll.

B) Ordinary Business

1. Audited Financial Statements for the financial year ended 31 December 2022

Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders and hence, this item on the Agenda will not be put for voting.

2. Additional Payment of Directors' Fees and Benefits

At the 43rd AGM of the Company held on 27 May 2022, the shareholders had approved RM660,000.00 as total Directors' Fees and Benefits payable to the Directors of the Company for the period commencing from 28 May 2022 until the next AGM of the Company to be held in year 2023.

As part of a periodical review to ensure the Group remains competitive, appropriate against relevant peers in the market, in line with the prevalent market practices and with the heightened responsibilities and accountabilities required for Directors, an external consultant was engaged in 2022 to undertake the benchmarking analysis and recommend the appropriate remuneration taking into account the demands, complexities and performance of the Company as well as skills and experience required.

The request for an additional amount of RM193,073.00 in excess of the RM660,000.00 is required due to the revision of fees structure.

C) Special Business

1. Proposed Renewal of Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares

The Company had, during its last AGM held on 27 May 2022, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to the Sections 75 and 76 of the Companies Act 2016, which will lapse at the conclusion of 44th AGM to be held on 26 May 2023.

The renewal of this mandate will provide flexibility to the Company for any fundraising activities, including but not limited to placing of shares, for purpose of funding future investment, working capital and/or acquisitions.

Up to the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the 43rd AGM as the need does not arise for any fund raising activity for the purpose of investment, acquisition or working capital.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 66 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 66 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.



Malaysia Smelting Corporation Berhad

REGISTRATION NO: 197801006055 (43072-A)
Incorporated in Malaysia

PROXY FORM

Table with 2 columns: No. of ordinary shares held, CDS account no. of holder

I/We, (full name of shareholder as per NRIC/Passport, in capital letters),
NRIC No./Passport No./Company No. of
(full address) being a
member of MALAYSIA SMELTING CORPORTION BERHAD hereby appoint *Mr./Ms.
(NRIC No./Passport No. Contact No.
E-mail Address) of
or failing whom *Mr./Ms. (NRIC No. /Passport No.
Contact No. E-mail Address) of

or failing *him/*them, the Chairman of the Meeting as
*my/our *proxy/proxies to attend and vote for *me/us on *my/our behalf at the Forty-Fourth ("44th") Annual General Meeting ("AGM") of the
Company to be held at Grand Suite, Level 7, Hilton Kuala Lumpur, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur, Malaysia on Friday, 26 May
2023 at 11.00 a.m. and at any adjournment thereof.

My/our proxy/proxies is/are to vote as indicated below.

Table with 3 columns: RESOLUTIONS, FOR, AGAINST. Contains 7 rows of resolutions regarding dividends, directors' fees, and share allotment.

(Please indicate with an "X" in the appropriate box against the resolutions on how you wish your proxy to vote. The proxy is to vote on the
resolutions set out in the Notice of Meeting as you have indicated. If no specific instruction as to voting is given, this form will be taken to
authorise the proxy to vote at his/her discretion.)

Dated this day of , 2023.

Signature/Common Seal of Shareholder

Table for proxy appointment details: For appointment of two proxies, percentage of shareholdings to be represented by the proxies is as follows: Proxy 1, Proxy 2, No. of shares, Percentage, 100%

NOTES:

- 1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 May 2023 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
2. A member entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company and there is no restriction as to the qualification of a proxy.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited with 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 twenty-four (24) hours before the time appointed for taking of the poll at the meeting or any adjournment thereof. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the AGM or Adjourned AGM.
6. If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of its attorney.
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**AFFIX
STAMP**

BOARDROOM SHARE REGISTRARS SDN. BHD.

Registration No. 199601006647 (378993-D)

11th Floor, Menara Symphony

No. 5 Jalan Prof. Khoo Kay Kim

Seksyen 13

46200 Petaling Jaya

Selangor Darul Ehsan

Malaysia

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Malaysia Smelting Corporation Berhad

REGISTRATION NO: 197801006055 (43072-A)
Incorporated in Malaysia

ADMINISTRATIVE GUIDE

FORTY-FOURTH (“44TH”) ANNUAL GENERAL MEETING (“AGM”) OF MALAYSIA SMELTING CORPORATION BERHAD (“THE COMPANY”)

Day & Date : Friday, 26 May 2023
Time : 11.00 a.m.
Venue : Grand Suite, Level 7, Hilton Kuala Lumpur, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur, Malaysia

The Annual Report 2022 of the Company is available on the Company's website at www.msmelt.com and may be scanned/downloaded via the QR Code



Dear Valued Shareholders,

Public Health Precautions and Preventive Measures

- All shareholders, proxies and invited guests are to abide by the prevailing and applicable safety and precautionary requirements and guidelines as prescribed by the Government, Ministry of Health, National Security Council (Majlis Keselamatan Negara) and other relevant authorities, and are advised to visit the relevant websites for the most current regulations at the time when deciding to attend the 44th AGM in person.
- The Company reserves the right to carry out the acts as may be deemed necessary for the safety of the attendees including but not limited to the following:
 - (i) refuse entry of any attendees if any of the health standard operating procedures is not adhered to;
 - (ii) refuse entry of any attendees with COVID-19 symptoms (which include fever, cough, breathlessness) and/or displaying symptoms of being unwell; and
 - (iii) monitor the situation and take further measures as and when appropriate in order to minimise any risks to the 44th AGM.
- For safety purposes, you are highly encouraged to perform self-test for COVID-19 at home a day before the 44th AGM.
- You are advised to refrain from attending the 44th AGM in person if:
 - You were close contact with someone with suspected or confirmed COVID-19.
 - You are unwell with sore throat, flu, fever, cough, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath.
- Your attendance in person at the 44th AGM will be denied under the following circumstances:
 - You are confirmed COVID-19 POSITIVE.
 - You have been placed on quarantine orders or home surveillance order (“HSO”).
- Wearing a face mask in advance and throughout the 44th AGM proceedings is compulsory. Please be informed that the Company will not be providing face masks.
- We strongly advise you to frequently wash your hands and use the hand sanitiser before and after the 44th AGM.

Administrative Guide

Registration

- The Company encourage shareholders to come earlier to facilitate the registration. The registration will start at 9.30 a.m. and will end at a time directed by the Chairman of the 44th AGM. Please take note that the 44th AGM will start punctually at 11.00 a.m.
- Please produce your original MyKad/Passport (for foreigners) at the registration counter for verification and registration. Please ensure to collect your MyKad/Passport thereafter.
- Please note that no person will be allowed to register on behalf of another person even with the original MyKad/ Passport of that person.
- Upon completion of the registration process, you will be given an identification barcode wristband to enter the meeting hall. Please be reminded that there will be no replacement in the event that you lose or misplace the barcode wristband.
- Please vacate the registration area immediately after registration and proceed to the meeting hall.
- Please note that you will not be allowed to enter the meeting hall without wearing the barcode wristband.
- The registration counter will handle only verification of identity and registration. If you have any enquiries, please proceed to the Help Desk.

Appointment of Proxy

A shareholder of the Company entitled to attend and vote at the 44th AGM is entitled to appoint not more than two (2) proxies to exercise all or any of his/her rights to attend and vote at the same AGM on his/her behalf. If you are unable to attend the 44th AGM and wish to appoint a proxy to vote on your behalf, please submit your proxy form in accordance with the notes and instructions stated in the notice of 44th AGM. Please submit your Proxy Form to 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 twenty-four (24) hours before the time for holding 44th AGM or adjourned AGM.

Door Gift/Food Voucher

There will be no distribution of voucher or door gift to shareholders/proxies who participate in the 44th AGM.

No Recording or Photography

Unauthorised recording and photography are strictly prohibited at the 44th AGM.

Inquiry

If you have any enquiry prior to the 44th AGM, please contact the following officers during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):

Acclime Corporate Services Sdn. Bhd.	Telephone Number:	(603) 2280 6388
	PIC Name:	Gan Luo Peng
	Fax Number:	(603) 2280 6399
	Email:	lp.gan@acclime.com
Boardroom Share Registrars Sdn. Bhd.	Telephone Number:	(603) 7890 4700
	PIC Name:	Zulkernaen Abdul Samad
	Fax Number:	(603) 7890 4670
	Email:	Zulkernaen.Samad@boardroomlimited.com

Thank you.

Yours faithfully,

WONG YOUN KIM

SSM PC No. 201908000410

(MAICSA 7018778)

Company Secretary

WWW.MSMELT.COM

Registered Office
Lot 6, 8 and 9, Jalan Perigi Nanas 6/1
Pulau Indah Industrial Park
West Port, Port Klang
42920 Pulau Indah
Selangor, Malaysia

Tel: (603) 3102 3083 Fax: (603) 3102 3080