

MSC

Malaysia Smelting Corporation Berhad

[197801006055 (43072-A)]



towards greater
EXCELLENCE

Notice & Administrative Guide

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Second (“42nd”) Annual General Meeting (“AGM”) of MALAYSIA SMELTING CORPORATION BERHAD (the “Company”) will be held fully virtual at the broadcast venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Friday, 18 June 2021 at 10.00 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 2020 together with the Directors’ and Auditors’ Reports thereon. **{Please refer to Note C(1)}
Resolution 1**
2. To approve the payment of a First and Final Single-Tier Dividend of RM0.01 per share in respect of the financial year ended 31 December 2020. **Resolution 2**
3. To approve the payment of Directors’ Fees and Benefits of up to RM500,000.00 from 19 June 2021 until the next AGM of the Company to be held in year 2022. **Resolution 3**
4. To re-elect the following Directors of the Company who are retiring pursuant to Clause 102 of the Constitution of the Company:
(i) Mr. Chia Chee Ming, Timothy **Resolution 4**
(ii) Dato’ Robert Teo Keng Tuan **Resolution 5**
5. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

AS SPECIAL BUSINESS:

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

6. **ORDINARY RESOLUTION -
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Resolution 6**

“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.”

7. 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 42nd AGM, a First and Final Single-Tier Dividend of RM0.01 per share in respect of the financial year ended 31 December 2020 will be paid to shareholders on 23 July 2021. The entitlement date for the said Dividend shall be on 5 July 2021.

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 5 July 2021 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: 20 May 2021

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

A) Virtual AGM

1. For preventing further propagation of COVID-19, the 42nd AGM of the Company will be conducted on a full virtual basis through a live streaming from the Broadcast Venue. Please follow the procedures provided in the Administrative Guide for the 42nd AGM in order to register, participate and vote remotely.
2. The broadcast venue of the 42nd AGM which is the main venue of the meeting is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The broadcast venue of the 42nd AGM is to organise the fully virtual meeting and where streaming would be conducted from. No shareholder(s)/proxy(ies) from the public will be physically present at the broadcast venue on the day of the 42nd AGM of the Company.

B) Appointment of Proxy

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 11 June 2021 (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 at HMC Corporate Services Sdn. Bhd. at Level 2, Tower 1, Avenue 5, Bangsar South City, 52900 Kuala Lumpur, 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

C) Ordinary Business

1. Audited Financial Statements for the financial year ended 31 December 2020

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.

D) 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 Forty-First AGM held on 2 September 2020, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to the Sections 75 and 76 of the Companies Act 2016.

Up to the date of this Notice, no new shares were issued pursuant to the general mandate granted to the Directors of the Company at the last AGM held on 2 September 2020, which will lapse at the conclusion of the 42nd AGM to be held on 18 June 2021.

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.



Malaysia Smelting Corporation Berhad

REGISTRATION NO : 197801006055 (43072-A)

Incorporated in Malaysia

PROXY FORM

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 CORPORATION 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-Second Annual General Meeting
 ("AGM") of the Company to be held fully virtual at the broadcast venue at Level 10, Tower 1, Avenue 5, Bangsar South City,
 59200 Kuala Lumpur, Malaysia on Friday, 18 June 2021 at 10.00 a.m. and at any adjournment thereof.

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

RESOLUTIONS	FOR	AGAINST
1. To approve the payment of a First and Final Single-Tier Dividend of RM0.01 per share in respect of the financial year ended 31 December 2020.		
2. To approve the payment of Directors' Fees and Benefits of up to RM500,000.00 from 19 June 2021 until the next AGM of the Company to be held in year 2022.		
3. To re-elect Mr. Chia Chee Ming, Timothy who is retiring pursuant to Clause 102 of the Constitution of the Company.		
4. To re-elect Dato' Robert Teo Keng Tuan who is retiring pursuant to Clause 102 of the Constitution of the Company.		
5. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.		
6. Authority to allot and issue shares pursuant to Section 75 and 76 of the Companies Act 2016.		

(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 _____, 2021

Signature/Common Seal of Shareholder

For appointment of two proxies, percentage of shareholdings to be represented by the proxies is as follows:

	No. of shares	Percentage
Proxy 1		%
Proxy 2		%
		<u>100%</u>

NOTES:

- In respect of deposited securities, only members whose names appear on the Record of Depositors on 11 June 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- 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.
- 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.
- 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.
- 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 at HMC Corporate Services Sdn. Bhd. at Level 2, Tower 1, Avenue 5, Bangsar South City, 52900 Kuala Lumpur, 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.
- 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.
- 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.

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**AFFIX
STAMP**

HMC CORPORATE SERVICES SDN. BHD.
Registration No. 198201003810 [83556-P]
Level 2, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur
Malaysia

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

ADMINISTRATIVE GUIDE

**FOR THE FULLY VIRTUAL
FORTY-SECOND (“42nd”) ANNUAL GENERAL MEETING (“AGM”)
OF
MALAYSIA SMELTING CORPORATION BERHAD (“THE COMPANY”)**

DATE	: Friday, 18 June 2021
TIME	: 10.00 a.m.
BROADCAST VENUE	: Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Malaysia

For preventing further propagation of COVID-19, the 42nd AGM of the Company will be conducted on a full virtual basis through a live streaming from the Broadcast Venue.

Pursuant to Section 372(2) of the Companies Act 2016, the Chairman of the meeting will be physically present at the Broadcast Venue to chair the meeting. No shareholders or proxies from the public shall be physically present at the Broadcast Venue on the meeting day.

SHAREHOLDERS ENTITLED TO PARTICIPATE IN THE AGM

Only a depositor whose name appears in the Record of Depositors as at 11 June 2021 is entitled to participate, speak (including posting questions via real time submission of typed texts) and vote at this AGM or appoint proxies to participate and vote on his/her behalf in respect of the number of shares registered in his/her name.

PROXY

Every shareholder entitled to participate and vote at the AGM is entitled to appoint up to two (2) proxies to participate and vote for him/her. Shareholders who wish to appoint proxy(ies) or the Chairman of the Meeting to vote on their behalf must submit the Proxy Form in accordance with the notes and instructions set out herein.

Where a shareholder is an Authorised Nominee or Exempt Authorised Nominee, it may appoint proxies in respect of each securities/ Omnibus account it holds. All original signed and/or sealed copy (for corporate shareholder) of the Proxy Forms and/or copies of the Certificate of Appointment of Corporate Representative must be submitted in accordance with the notes and instructions set out therein.

The Proxy Forms and/or copies of the Certificate of Appointment of Corporate Representative must be deposited at HMC Corporate Services Sdn. Bhd. at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Malaysia, not less than twenty-four (24) hours before the time appointed for the taking of the poll at the AGM, **not later than 17 June 2021 at 10.00 a.m.**

ADMINISTRATIVE GUIDE

POLL VOTING


All resolutions to be tabled at the AGM will be voted by poll. For this purpose, the Company has appointed HMC Corporate Services Sdn. Bhd. ("HMC") as the Poll Administrator to conduct the poll by way of online voting and USearch Management Services as Scrutineers to verify the poll results.

Shareholders may proceed to vote on the resolutions and submit their votes online at any time from the commencement of the AGM at 10.00 a.m. until the end of voting session which will be announced by the Chairman of the meeting. The QR Code for the online voting will be displayed upon the commencement of the meeting. Upon completion of the voting session and counting of votes, the Scrutineers will verify the poll results, followed by the announcement by the Chairman of the poll results.

VIRTUAL MEETING FACILITIES

Every shareholder and proxy must register at the Registration Link below **not later than 17 June 2021 at 10.00 a.m.**

Please follow the following steps for participating and voting via the Virtual Meeting Facilities:

BEFORE THE AGM		
(a)	REGISTRATION	<ul style="list-style-type: none">Please click on the following link to register yourself as Shareholder / Proxy / Corporate Representative / Beneficiary Owner of an Exempt Nominee for verification of attendance purpose. You may register any time not later than 17 June 2021 at 10.00 a.m. <p>Registration Link: https://rb.gy/3wadhj</p>
(b)	CONFIRMATION OF ATTENDANCE	<ul style="list-style-type: none">Upon verification, the participation link will be sent to you via email.
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none">You may submit questions online by scanning the QR Code below or via https://forms.office.com/r/aaTNWFnwn5 
ON THE AGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none">To participate in the meeting, click on the participation link which was provided to you via e-mail, at least 15 minutes before the commencement of meeting at 10.00 a.m. on 18 June 2021.If you have any question to be raised during the meeting, you may submit it by using the Q&A box.The Chairman/ Board of Directors will address the questions submitted prior or during the meeting accordingly.
(e)	ONLINE VOTING	<ul style="list-style-type: none">Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room.Shareholders or proxies may commence voting from 10.00 a.m. on 18 June 2021 until such time when the Chairman announces the closing of the voting session.After the counting of votes, the Chairman will announce the poll results.
(f)	CLOSURE	The 42 nd AGM will be closed upon the announcement by the Chairman.

ADMINISTRATIVE GUIDE

NO DOOR GIFTS

There will be no distribution of door gifts for the participation of the AGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the AGM.

ENQUIRY

If you have any enquiry or require any assistance before or during the AGM, please contact the following during office hours from 9.00 am. to 5.00 p.m. (Mondays to Fridays):

HMC CORPORATE SERVICES SDN BHD Registration No. 198201003810 (83556-P)

Level 2, Tower 1, Avenue 5

Bangsar South City

59200 Kuala Lumpur

Malaysia

Tel: (603) 2241 5800

Mobile: (6017) 388 3989

Fax: (603) 2282 5022

Email: office365support@hmc.my

Contact person: HMC Virtual Meeting Administrator

Kindly check the Company's announcement to Bursa Malaysia Securities Berhad for the latest updates on the arrangement of the 42nd AGM.

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

www.msmelt.com