



SUSTAINABLE EXCELLENCE THROUGH INTEGRATION



MSM MALAYSIA HOLDINGS BERHAD
Registration No.: 201101007583 (935722-K)

15 May 2024

Dear Valued Shareholders of MSM Malaysia Holdings Berhad (MSM or the Company),

It is our pleasure to invite you to the Thirteenth Annual General Meeting (13th AGM) of the Company which will be held as follows:

Date  Thursday, 6 June 2024	Time  11:00 a.m.	Broadcast Venue Function Room 1 - 3, Level 01, Kuala Lumpur Golf & Country Club 10, Jalan 1/70D, Off Jalan Bukit Kiara 60000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia
Online Meeting Platform https://investor.boardroomlimited.com Provided by Boardroom Share Registrars Sdn Bhd		

In this respect, please scan the QR Code for the Company's documents below. Alternatively, you may download and view the documents at <https://www.msmsugar.com/investor-relations/reports>.

1. Notice of the 13th AGM;
2. Proxy Form;
3. Administrative Guide; and
4. Circular to Shareholders on Proposed Renewal of Shareholders' Mandate for the existing Recurrent Related Party Transactions of a Revenue or Trading Nature for MSM Malaysia Holdings Berhad (MSM Holdings) and its Group of Companies (MSM Holdings Group) and Proposed New Shareholders' Mandate for the New Recurrent Related Party Transactions of a Revenue or Trading Nature for MSM Holdings Group.



Scan Here

Our Company will conduct its 13th AGM virtually through live streaming and entirely via Remote Participation and Electronic Voting (RPEV) facilities from the Broadcast Venue. Please follow the procedures provided in the 13th AGM Administrative Guide and Annexure to the Proxy Form to register, participate and vote via RPEV facilities.

The Broadcast Venue for the 13th AGM is to inform shareholders of where live streaming will be conducted. This is strictly to comply with Section 327(2) of the Companies Act, 2016. As such, shareholders, proxies and corporate representatives will not be permitted to be physically present at or admitted to the Broadcast Venue but instead must participate and vote remotely via RPEV facilities.

We strongly encourage you to participate in our virtual 13th AGM by registering online with the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> from 11:00 a.m. Wednesday, 15 May 2024 until Thursday, 6 June 2024 at 11:00 a.m. Please follow the procedures provided in the 13th AGM Administrative Guide to register, participate and vote remotely.

Should you require any assistance with the above, kindly contact our share registrar, Boardroom Share Registrars Sdn Bhd at 03-7890 4700 or e-mail to BSR.Helpdesk@boardroomlimited.com.

We thank you for your continued support to the Company. We look forward to connecting with you on the Online Meeting Platform at the 13th AGM.

Yours faithfully,

MSM MALAYSIA HOLDINGS BERHAD

DATUK SYED HISHAM SYED WAZIR

Chairman



MSM MALAYSIA HOLDINGS BERHAD
Registration No. : 201101007583 (935722-K)

Notice of 13th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting (13th AGM) of MSM Malaysia Holdings Berhad (MSM or the Company) will be held virtually through live streaming and entirely via Remote Participation and Electronic Voting (RPEV) facilities from Function Room 1 - 3, Level 01, Kuala Lumpur Golf & Country Club, 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia as the Broadcast Venue on Thursday, 6 June 2024 at 11:00 a.m. or any adjournment thereof, for the transaction of the following business:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note 1
2. To approve the payment of Directors' fees to the Non-Executive Chairman and to each of the Non-Executive Directors for the period from 6 June 2024 until the conclusion of the next AGM of MSM to be held in 2025.
Please refer to Explanatory Note 2 and Note 3 **(Resolution 1)**
3. To approve the payment of benefits payable to the Non-Executive Chairman and to each of the Non-Executive Directors for the period from 6 June 2024 until the conclusion of the next AGM of MSM to be held in 2025.
Please refer to Explanatory Note 2 and Note 4 **(Resolution 2)**
4. To approve the payment of meeting allowance of RM48,000 to four (4) Non-Executive Directors who were members of the Joint Task Force for the period from March 2023 to February 2024.
Please refer to Explanatory Note 2 and Note 5 **(Resolution 3)**
5. To re-elect the following Non-Executive 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 Syed Hisham Syed Wazir **(Resolution 4)**
 - ii) Datuk Dr Abd Hapiz Abdullah **(Resolution 5)**

Nik Fazila Nik Mohamed Shihabuddin who also retires by rotation in accordance with Clause 99 of the Company's Constitution, has expressed her intention not to seek for re-election at this 13th AGM. Hence, she will retain office until the conclusion of the 13th AGM.
Please refer to Explanatory Note 6 and Note 7
6. To re-appoint Messrs. PricewaterhouseCoopers PLT as auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration. **(Resolution 6)**
Please refer to Explanatory Note 8

Notice of 13th Annual General Meeting

As Special Business

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

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

(Resolution 7)

"THAT, subject always to the Companies Act, 2016, the Company's Constitution, 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 15 May 2024, provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) 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
- (iv) 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:

- (a) 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
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) 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 9

Notice of 13th Annual General Meeting

8. 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

AZNI BINTI ARIFFIN

Company Secretary

LS0010610

SSM PC NO.: 202008003324

Kuala Lumpur

15 May 2024

NOTES:

1. **Virtual AGM from Broadcast Venue**

- (a) Our Company will conduct its 13th AGM virtually through live streaming and entirely via Remote Participation and Electronic Voting (RPEV) facilities from the Broadcast Venue. Please follow the procedures provided in the **Administrative Guide** for the 13th AGM in order to register, participate and vote remotely via RPEV facilities.
- (b) With the RPEV facilities, a Shareholder may exercise his/her right to participate (including to pose questions to the Board/Management of our Company) and vote at the 13th AGM, at the comfort of their home.
- (c) The Broadcast Venue of the 13th AGM is to inform Shareholders where live streaming will be conducted and is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016. As such, shareholders, proxies and corporate representatives will not be permitted to be physically present at or admitted to the Broadcast Venue but instead must participate and vote remotely via RPEV facilities.

2. **Proxy**

- (a) Shareholders who are unable to participate in the 13th AGM may appoint not more than two (2) proxies to vote on their behalf. Where a member appoints two (2) proxies, each proxy appointed shall represent a minimum of one hundred (100) shares and such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each of such proxy.
- (b) 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (SICDA) which is exempted from compliance with provisions of Section 25A(1) of SICDA.
- (c) Where an exempt authorised nominee appoints two (2) or more proxies, each proxy's proportion of shareholdings to be represented must be specified in the instrument appointing the proxies.
- (d) 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.
- (e) There shall be no restriction as to the qualification of the proxy. Hence, a proxy may but need not be a Member. A proxy appointed to attend and vote at the meeting shall have the same rights as a Shareholder/Member to attend, participate, speak and vote at the meeting.

Notice of 13th Annual General Meeting

- (f) **The instrument appointing a proxy (Proxy Form) must be received by Boardroom Share Registrars Sdn Bhd latest by 11:00 a.m., Tuesday, 4 June 2024** and in default, the Proxy Form shall not be treated as valid.

The Proxy Form may be deposited with Boardroom Share Registrars Sdn Bhd in the following manner:

(a) In Hard Copy Form

The proxy form must be deposited by hand or post to 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.

(b) By Electronic Means

- (i) Through the Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com> by logging in and select '**SUBMIT E-PROXY FORM**'. Please refer to the Administrative Guide for the procedures on electronics lodgement of Proxy Form;

OR

- (ii) By sending the Proxy Form by email to BSR.Helpdesk@boardroomlimited.com.

- (g) Shareholders who has appointed a proxy or attorney or authorised representative to participate at the 13th AGM via RPEV must request his/her proxy or attorney or authorised representative to register himself/herself as a user via BSIP at <https://investor.boardroomlimited.com>.

- (h) If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in our virtual 13th AGM by yourself, please write to BSR.Helpdesk@boardroomlimited.com or via BSIP (as the case maybe) to revoke the appointment of proxy no later than **Tuesday, 4 June 2024 at 11:00 a.m.**, being 48 hours before the 13th AGM. On revocation, your proxy(ies) will not be allowed to participate in the 13th AGM. In such an event, you should advise your proxy accordingly.

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 RPEV facilities at the 13th AGM of the Company, please refer to the procedures specified in the Administrative Guide for the 13th AGM.

4. Shareholders entitled to participate and vote

For the purpose of determining a Shareholder who shall be entitled to participate and vote at the 13th 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 SICDA, to issue a General Meeting Record of Depositors as at **27 May 2024**. **Only a depositor whose name appears on the General Meeting Record of Depositors as at 27 May 2024 shall be entitled to participate and vote at the 13th AGM or appoint Proxy(ies) to participate and vote on such depositor's behalf.**

5. Registration for remote participation

Registration for remote participation will be opened from **11:00 a.m. on Wednesday, 15 May 2024 until Thursday, 6 June 2024 at 11:00 a.m.** Please follow the procedures provided in the Administrative Guide for the 13th AGM in order to participate in the 13th AGM remotely via RPEV facilities.

6. Voting procedures

The voting procedures at the 13th AGM will be conducted by poll in accordance with Paragraph 8.29A(1) of Main Market Listing Requirements (Listing Requirements) of Bursa Malaysia Securities Berhad (Bursa Securities). The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting and Tricor Business Intelligence & Solutions Sdn Bhd as the Independent Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions and submit the votes on the resolutions at any time from the commencement of the 13th AGM on Thursday, 6 June 2024 at 11:00 a.m. and will continue until the time declared by the Chairman as the end time of the voting session. Upon completion of the voting session, the Independent Scrutineers will verify and announce the poll results followed by the Chairman's declaration of whether the resolutions are duly passed.

Notice of 13th Annual General Meeting

EXPLANATORY NOTES ON ORDINARY BUSINESS

Explanatory Note 1:

Audited Financial Statements for the financial year ended 31 December 2023

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

Explanatory Note 2:

Non-Executive Directors' Remuneration

- 2.1 Section 230(1) of the Companies Act, 2016 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. In this respect, the Board agreed that the Shareholders' approval shall be sought at the 13th AGM on the Non-Executive Directors' remuneration in three (3) separate resolutions below:
- (a) **Resolution 1** : Payment of Directors' fees to the Non-Executive Chairman and to each of the Non-Executive Directors for the period from 6 June 2024 until the conclusion of the next AGM of MSM to be held in 2025;
- (b) **Resolution 2** : Payment of benefits payable to the Non-Executive Chairman and to each of the Non-Executive Directors for the period from 6 June 2024 until the conclusion of the next AGM of MSM to be held in 2025; and
- (c) **Resolution 3** : Payment of meeting allowance of RM48,000 to four (4) Non-Executive Directors who were members of the Joint Task Force for the period from March 2023 to February 2024.

Explanatory Note 3:

Resolution 1 : Payment of Directors' fees to the Non-Executive Chairman and to each of the Non-Executive Directors for the period from 6 June 2024 until the conclusion of the next AGM of MSM to be held in 2025

- 3.1 The Board at its meeting held on 5 April 2024 approved the Nomination and Remuneration Committee's (NRC) recommendations for the payment of Directors' fees to the Non-Executive Chairman and to each of the Non-Executive Directors for the period from 6 June 2024 until the conclusion of the next AGM of MSM to be held in 2025 (Relevant Period) as set out in the table below:

Non-Executive Directors' (NEDS) Annual Fees	Approved at the 12 th AGM held on 8 June 2023		Approval sought at the 13 th AGM	
	CHAIRMAN	MEMBER	CHAIRMAN	MEMBER
Board of Directors	RM315,000	RM120,000	RM315,000	RM120,000
Board Committees' Fees				
- Audit, Governance and Risk Committee	RM64,000	RM32,000	RM64,000	RM32,000
- Nomination and Remuneration Committee	RM35,000	RM20,000	RM35,000	RM20,000
- Investment and Tender Committee	RM32,000	RM16,000	RM32,000	RM16,000
- Other Board Committee	RM32,000	RM16,000	RM32,000	RM16,000

- 3.2 The proposed Ordinary Resolution 1, if passed, will allow the Company to pay the Board and Board Committees' fees on monthly basis to the Non-Executive Chairman and to each of the Non-Executive Directors for the Relevant Period in accordance with the existing Non-Executive Directors' Remuneration Policy.

Notice of 13th Annual General Meeting

Explanatory Note 4:

Resolution 2 : Payment of benefits payable to the Non-Executive Chairman and to each of the Non-Executive Directors for the period from 6 June 2024 until the conclusion of the next AGM of MSM to be held in 2025

4.1 The Directors' benefits payable for the Non-Executive Chairman and for each of the Non-Executive Directors are proposed as set out in the table below:

Description Meeting Allowance (per meeting attended)	Approved at the 12 th AGM held on 8 June 2023		Approval sought at the 13 th AGM	
	CHAIRMAN	MEMBER	CHAIRMAN	MEMBER
- Board	RM2,000	RM2,000	RM2,000	RM2,000
- Audit, Governance and Risk Committee	RM2,000	RM2,000	RM2,000	RM2,000
- Nomination and Remuneration Committee	RM2,000	RM2,000	RM2,000	RM2,000
- Investment and Tender Committee	RM2,000	RM2,000	RM2,000	RM2,000
- Other Board Committee	RM2,000	RM2,000	RM2,000	RM2,000

Description Benefits	Approved at the 12 th AGM held on 8 June 2023		Approval sought at the 13 th AGM	
	CHAIRMAN	MEMBER	CHAIRMAN	MEMBER
Company car	1 unit, 2,000 cc with RM180,000 per annum for car utility	-	1 unit, 2,000 cc with RM180,000 per annum for car utility	-
Driver allowance	RM2,500 per month	-	RM2,500 per month	-
Group insurance	Provided	Provided	Provided	Provided
Medical coverage	Provided	Provided	Provided	Provided
Mobile phone bill	Reimbursement for a fixed plan	-	Reimbursement for a fixed plan	-

4.2 The Company is seeking Shareholders' approval on the benefits payable for the Non-Executive Chairman and for each of the Non-Executive Directors for the Relevant Period based on the proposed benefits (excluding Directors' fees) set out above in accordance with the existing Non-Executive Directors' Remuneration Policy.

4.3 Payment of the benefits payable will be made by the Company on a monthly basis and/or as and when incurred based on the proposed benefits set out above effective from 6 June 2024, if the proposed Ordinary Resolution 2 is passed at the 13th AGM.

4.4 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 throughout the Relevant Period.

Explanatory Note 5:

Resolution 3 : To approve the payment of meeting allowance of RM48,000 to four (4) Non-Executive Directors who were members of the Joint Task Force for the period from March 2023 to February 2024

5.1 The Joint Task Force (JTF or the Committee) of MSM was established by the Board on 1 March 2023 to turnaround and improve the performance of MSM Group. Upon completion of the Committee's objective, the JTF was disbanded by the Board on 26 February 2024.

5.2 The JTF comprised four (4) Non-Executive Directors namely Datuk Syed Hisham Syed Wazir, Nik Fazila Nik Mohamed Shihabuddin, Raja Faridah Raja Ahmad and Fakhrunniam Othman. As agreed by the Board, the JTF members be remunerated with a meeting allowance of RM2,000 per meeting attended with no fees and the payment of the meeting allowance will be paid subject to the Shareholders' approval.

Notice of 13th Annual General Meeting

- 5.3 During its establishment, the JTF convened six (6) meetings where JTF deliberated at length the MSM Group's key strategic initiatives and the progress achievements on the turnaround and improvement plans as approved by the Board. The JTF members' meeting attendance is disclosed on page 117 of the AIR 2023.
- 5.4 The proposed Ordinary Resolution 3, if passed, will allow the Company to pay the meeting allowance totalling RM48,000 for the period from March 2023 to February 2024 to four (4) Non-Executive Directors according to their meeting attendance.

Explanatory Note 6:

Re-election of Directors in accordance with Clause 99

- 6.1 Clause 99 of MSM Constitution provides that one-third (1/3) of the Directors for the time being, or if their number is not a multiple of three (3), the number nearest to one-third (1/3) with a minimum of one (1), shall retire from office at the ordinary general meeting in every year provided always that each Director shall retire at least once in every three (3) years. Out of the current Board size of eight (8) Directors, three (3) Directors are to retire in accordance with Clause 99 of the Company's Constitution.
- 6.2 For the purpose of determining the eligibility of the Directors to stand for re-election at the 13th AGM, the NRC has conducted an assessment on each of the retiring Directors in line with Practice 6.1 of the Malaysian Code on Corporate Governance 2021. Apart from the quantitative analysis of the Director's performance and fit and proper criteria, the NRC also considered the other elements, among others, the following:
- (a) The Individual Director's assessment as part of the Board Effectiveness Assessment 2023 (BEA 2023) carried out internally which focused more on Director's individual contribution, communication with members, their decision making and traits; and
 - (b) Special skills and knowledge an individual Director brings to the organisation.
- 6.3 Based on the BEA 2023 assessment results and the Directors' contribution to the Board, the NRC determined and the Board agreed that each of the Directors standing for re-election has met the performance and fit and proper criteria required of an effective and high performance Board and has the ability to continuously discharging their duties diligently as Directors of the Company.
- 6.4 In addition, all the Independent Non-Executive Directors have also provided their annual declaration/confirmation of independence in January 2024.

Explanatory Note 7:

Resolutions 4 & 5 : Re-election of Non-Executive Director who retires by rotation in accordance with Clause 99 of the Company's Constitution

- 7.1 Based on the BEA 2023 assessment results, the Board approved that the following Non-Executive Directors who retire by rotation in accordance with Clause 99 of the Company's Constitution are eligible to stand for re-election:
- (a) Datuk Syed Hisham Syed Wazir
 - (b) Datuk Dr Abd Hapiz Abdullah
 - (c) Nik Fazila Nik Mohamed Shihabuddin

(referred to as Retiring Directors)

The Retiring Directors had abstained from deliberations and decisions on their eligibility to stand for re-election at the relevant Board and Board Committee meetings. Nevertheless, Nik Fazila Nik Mohamed Shihabuddin has expressed her intention not to seek for re-election. Hence, she will retain office until the conclusion of the 13th AGM.

- 7.2 The independence of the Retiring Directors who have served as Independent Non-Executive Directors of the Company have been assessed by the NRC and approved by the Board. The Retiring Directors satisfy the fit and proper criteria and the criteria of an Independent Director as defined under Listing Requirements, which include being independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement, objectivity or the ability to act in the best interests of the Company, and also being independent of the Company's major shareholders.

Notice of 13th Annual General Meeting

Explanatory Note 8:

Resolution 6 : Re-appointment of Auditors

- 8.1 The Audit, Governance and Risk Committee (AGRC) at its meeting held on 18 March 2024 undertook an annual assessment of the suitability and independence of the external auditors, Messrs. PricewaterhouseCoopers PLT (PwC) in accordance with the revised External Auditor Policy of MSM and its Group of Companies (MSM Group) which was approved by the Board in May 2022. In its assessment, the AGRC considered several factors which include the information in PwC's 2023 Transparency Report and the following:
- (a) Quality of PwC's performance and their communications with the AGRC and MSM Group, based on feedback obtained via assessment questionnaires from MSM personnel who had substantial contact with the external audit team and MSM during the audit;
 - (b) Adequacy of experience and resources provided to MSM Group by PwC, in terms of the firm and the professional staff assigned to the audit; and
 - (c) Independence and objectivity of PwC.
- 8.2 The AGRC also took into account the openness in communication and interaction with the lead audit engagement partner and engagement team through discussions at the private meetings, which demonstrated their independence, objectivity and professionalism.
- 8.3 The AGRC was satisfied with the suitability of PwC based on the quality of audit, performance, competency and sufficiency of resources that the external audit team provided to MSM Group. The AGRC was also satisfied in its review that the provisions of non-audit services by PwC to the Company for the financial year 2023 did not in any way impair their objectivity and independence as external auditors of MSM. The AGRC was also satisfied that PwC has met the relevant criteria prescribed by Paragraph 15.21 of the Listing Requirements.
- 8.4 The Board on 25 March 2024 approved the AGRC's recommendation for the Shareholders' approval to be sought at the 13th AGM on the re-appointment of PwC as Auditors of the Company for the financial year ending 31 December 2024, under Resolution 6.

Abstention from Voting

1. 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 13th AGM.
2. The Directors referred to in Ordinary Resolutions 4 and 5 who are Shareholders of the Company will abstain from voting on the resolution in respect of their re-election at the 13th AGM.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Explanatory Note 9:

Resolution 7 : Proposed Mandates

- 9.1 The proposed Ordinary Resolution 7, 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.
- 9.2 Detailed information on the Proposed Mandates is set out in the Circular to Shareholders dated 15 May 2024.

Statement Accompanying Notice of the 13th Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Listing Requirements)

1) DIRECTORS WHO ARE STANDING FOR RE-ELECTION AT THE 13TH AGM

Non-Executive Director standing for re-election pursuant to Clause 99 of the Company's Constitution and Section 205(3)(b) of the Companies Act, 2016:

- (a) Datuk Syed Hisham Syed Wazir
- (b) Datuk Dr Abd Hapiz Abdullah

Nik Fazila Nik Mohamed Shihabuddin, who also retires by rotation in accordance with Clause 99 of the Company's Constitution, has expressed her intention not to seek for re-election at this 13th AGM. Hence, she will retain office until the conclusion of the 13th AGM.

The Directors standing for re-election have no interest in the securities of the Company or its subsidiaries, have no family relationship with any Director and/or major shareholder of the Company, have no conflict of interest with the Company, have not been convicted of any offense (other than traffic offenses) and have not been imposed with any public sanction or penalty by the relevant regulatory bodies during the FY2023.

The details of the Directors' shareholdings in the Company are set out on page 265 of this Annual Integrated Report 2023.

The profiles of the abovementioned Directors seeking for re-election as per Resolution 4 and 5 of the Notice of 13th AGM of the Company are set out on pages 92 and 95 of the Company's Annual Integrated Report 2023 <https://www.msmsugar.com/investor-relations/reports> and the Company's corporate website <https://www.msmsugar.com/our-company/msm-group/board-directors>.



MSM MALAYSIA HOLDINGS BERHAD

Registration No. : 201101007583 (935722-K)

THIRTEENTH ANNUAL GENERAL MEETING (13TH AGM) 6 JUNE 2024

Proxy Form

Table with 2 columns: CDS Account No., No. of Shares held

I/We (Full name in BLOCK LETTERS as per Identity Card (MYKAD/Passport/Certificate of Incorporation))

MYKAD/Passport No. (for non-Malaysian only)/Company No.: of

(Address in full)

Telephone no.: being a member of MSM MALAYSIA HOLDINGS BERHAD

(the Company), hereby appoint (Full name in BLOCK LETTERS as per Identity Card (MYKAD/Passport/Certificate of Incorporation))

MYKAD/Passport No. (for non-Malaysian only): of

(Address in full)

Telephone no.: Email address:

and/or failing him/her (Full name in BLOCK LETTERS as per Identity Card (MYKAD/Passport/Certificate of Incorporation))

MYKAD/Passport No. (for non-Malaysian only): of

(Address in full)

Telephone no.: Email address:

or failing the abovenamed Proxies, the Chairman of the meeting, as my/our Proxy/Proxies to attend and vote for me/us on my/our behalf at the 13th AGM of the Company be held on a virtual basis through live streaming and entirely via Remote Participation and Electronic Voting (RPEV) facilities from the broadcast venue at Function Room 1 - 3, Level 01, Kuala Lumpur Golf & Country Club, 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on Thursday, 6 June 2024 at 11:00 a.m. and at any adjournment thereof.

My/our Proxy/Proxies shall vote as indicated below:

Table with columns: NO., AGENDA, ORDINARY BUSINESS, SPECIAL BUSINESS, ORDINARY RESOLUTION, FOR, AGAINST, ABSTAIN

(Please indicate with an "X" in the space whether you wish your votes to be cast FOR or AGAINST the resolutions. In the absence of such specific instructions, your proxy will vote or abstain as he thinks fit).

Dated this day of 2024

Signature(s)/Common Seal of Member(s)

Table with 2 columns: No. of shares, Percentage

Notes:

1. Virtual AGM from Broadcast Venue

- a. Our Company will conduct its 13th AGM virtually through live streaming and entirely via Remote Participation and Electronic Voting (RPEV) facilities from the Broadcast Venue. Please follow the procedures provided in the **Administrative Guide** for the 13th AGM in order to register, participate and vote remotely via RPEV facilities.
- b. With the RPEV facilities, a Shareholder may exercise his/her right to participate (including to pose questions to the Board/Management of our Company) and vote at the 13th AGM, at the comfort of their home.
- c. The Broadcast Venue of the 13th AGM is to inform Shareholders where live streaming will be conducted and is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016. As such, shareholders, proxies and corporate representatives will not be permitted to be physically present at or admitted to the Broadcast Venue but instead must participate and vote remotely via RPEV facilities.

2. Proxy

- a. Shareholders who are unable to participate in the 13th AGM may appoint not more than two (2) proxies to vote on their behalf. Where a member appoints two (2) Proxies, each proxy appointed shall represent a minimum of one hundred (100) shares and such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each of such proxy.
- b. 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 (ombibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 [SICDA] which is exempted from compliance with provisions of Section 25A(1) of SICDA.
- c. Where an exempt authorised nominee appoints two (2) or more proxies, each proxy's proportion of shareholdings to be represented must be specified in the instrument appointing the proxies.
- d. 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.
- e. There shall be no restriction as to the qualification of the proxy. Hence, a proxy may but need not be a Member. A proxy appointed to attend and vote at the meeting shall have the same rights as a Shareholder/Member to attend, participate, speak and vote at the meeting.
- f. **The instrument appointing a proxy (Proxy Form) must be received by Boardroom Share Registrars Sdn Bhd latest by 11:00 a.m., Tuesday, 4 June 2024 and in default, the Proxy Form shall not be treated as valid.**
The Proxy Form may be deposited with Boardroom Share Registrars Sdn Bhd in the following manner:

1) In Hard Copy Form

The proxy form must be deposited by hand or post to 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.

2) By Electronic Means

- (a) Through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and select **'SUBMIT E-PROXY FORM'**. Please refer to the Annexure to the Proxy Form for the procedures on electronics lodgement;
- OR**
- (b) By sending the Proxy Form by email to BSR.Helpdesk@boardroomlimited.com.
- g. Shareholders who has appointed a proxy or attorney or authorised representative to participate at the 13th AGM via RPEV must request his/her proxy or attorney or authorised representative to register himself/herself as a user via BSIP at <https://investor.boardroomlimited.com>.
 - h. If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in our virtual 13th AGM by yourself, please write to BSR.Helpdesk@boardroomlimited.com or via BSIP (as the case maybe) to revoke the appointment of proxy no later than **Tuesday, 4 June 2024 at 11:00 a.m.**, being 48 hours before the 13th AGM. On revocation, your proxy(ies) will not be allowed to participate in the 13th AGM. In such an event, you should advise your proxy accordingly.

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 RPEV facilities at the 13th AGM of the Company, please refer to the procedures specified in the Administrative Guide for the 13th AGM.

4. Entitlements to participate and vote at the 13th AGM

For the purpose of determining a Shareholder who shall be entitled to participate and vote at the 13th 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 SICDA, to issue a General Meeting Record of Depositors as at **27 May 2024. Only a depositor whose name appears on the General Meeting Record of Depositors as at 27 May 2024 shall be entitled to participate and vote at the 13th AGM or appoint Proxy(ies) to participate and vote on such depositor's behalf.**

5. Registration for remote participation

Registration for remote participation will be open from **11:00 a.m. on Wednesday, 15 May 2024 until Thursday, 6 June 2024 at 11:00 a.m.** Please follow the procedures provided in the Administrative Guide for the 13th AGM in order to participate in the 13th AGM remotely via RPEV facilities.

6. Voting procedures

The voting at the 13th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities). The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting and Tricor Business Intelligence & Solutions Sdn Bhd as the Independent Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions and submit the votes on the resolutions at any time from the commencement of the 13th AGM on Thursday, 6 June 2024 at 11:00 a.m. and will continue until the time declared by the Chairman as the end time of the voting session. Upon completion of the voting session, the Independent Scrutineers will verify and announce the poll results followed by the Chairman's declaration of whether the resolutions are duly passed.

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SHARE REGISTRAR
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



please fold here to seal

ANNEXURE TO THE PROXY FORM

Dear Shareholders,

We are pleased to inform you that as a Shareholder, you have the option to submit your Proxy Form via electronic means (eProxy) in paperless form. Once you have successfully submitted your e-Proxy form, you are no longer required to complete and submit the physical Proxy Form to the office of the Share Registrar of the Company.

The procedures to submit your e-Proxy form electronically via Boardroom Smart Investor Portal are summarised below:-

Step 1 : Register/Sign-up as Online User with Boardroom Smart Investor Portal (for first time registration only)

Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 - eProxy Lodgement.

- a. Access website <https://investor.boardroomlimited.com>.
- b. Click "**Register**" to sign up as a user.
- c. Select "**Account Type**" to "**Sign Up as Shareholder**" or "**Sign Up as Corporate Holder**".
- d. Complete the registration with all required information. Upload and attach a softcopy of your MyKAD/Identification Card (front and back) or Passport and authorisation letter (template available) for Corporate Holder. Click "**Register**".
- e. Enter a valid mobile number and email address.
- f. You will receive an email from Boardroom for email address verification. Click "**Verify Email Address**" from the email received to continue with the registration.
- g. Once your email address is verified, you will be re-directed to Boardroom Smart Investor Portal for verification of your mobile number. Click "**Request OTP Code**" and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click "**Enter**" to complete the process.
- h. Your registration will be verified and approved within one (1) business day and an email notification will be provided to you.

Step 2 : Submit your request

For Individual Shareholders, Corporate Shareholders

- (a) Open an internet browser. Latest versions of Chrome, Firefox, Safari, Edge or Opera are recommended.
- (b) Go to BSIP website at <https://investor.boardroomlimited.com>
- (c) Login your BSIP account with your registered email address and password.
[Note: If you do not have an account with BSIP, please sign-up/register with BSIP for free - refer to process "Step 1: Register/ Sign-up as Online User with Boardroom Smart Investor Portal" above.]
- (d) Click "Meeting Event" and select "MSM MALAYSIA HOLDINGS BERHAD THIRTEENTH (13TH) ANNUAL GENERAL MEETING" from the list of companies and click "Enter".

By Shareholder and Corporate Holder	By Nominees Company
<ul style="list-style-type: none">• Select the Company that you are representing - for Corporate Account user only.• Go to "PROXY" and click on "Submit eProxy Form".• Click on "Submit eProxy Form".• Enter your 9 digits CDS account number and number of securities held.• Select your proxy/proxies appointment – either the Chairman of the meeting or individual named proxy/proxies.• Read and accept the Terms and Conditions and click "Next".• Enter the required particulars of your proxy/proxies.• Indicate your voting instructions for each Resolution – FOR, AGAINST, ABSTAIN or DISCRETIONARY. If DISCRETIONARY is selected, your proxy/proxies will decide on your votes during poll at the meeting.• Review and confirm your proxy/proxies appointment and click "Submit".• Download or print the eProxy Form as acknowledgement.	<ul style="list-style-type: none">• Select the Nominees Company that you are representing.• Go to "PROXY" and click on "Submit eProxy Form".• Click on "Download Excel Template" to download.• Insert the appointment of proxy/proxies for each CDS account with the necessary data and voting instructions in the downloaded excel file template. Ensure inserted data is correct and orderly.• Proceed to upload the duly completed excel file.• Review and confirm your proxy/proxies appointment and click "Submit".• Download or print the eProxy form as acknowledgement.

Please note that the closing date and time to submit your proxy/proxies form is by 11:00 a.m. on Tuesday, 4 June 2024. (48 hours before the 13th AGM)



MSM MALAYSIA HOLDINGS BERHAD
Registration No. : 201101007583 (935722-K)

Administrative Guide

For the Thirteenth Annual General Meeting (13th AGM)

Event	: 13 th AGM
Day and date	: Thursday, 6 June 2024
Time	: 11:00 a.m.
Venue	: (a) Broadcast Venue Function Room 1 - 3, Level 01, Kuala Lumpur Golf & Country Club 10, Jalan 1/70D, Off Jalan Bukit Kiara 60000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia
	: (b) Online Meeting Platform https://investor.boardroomlimited.com Provided and operated by Boardroom Share Registrars Sdn Bhd (BSR or Boardroom) in Malaysia

MODE OF MEETING

The Thirteenth Annual General Meeting (13th AGM) will be conducted virtually through live streaming and online remote participation using RPEV facilities from the Broadcast Venue. This is in line with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022 including any amendment thereto, made from time to time. In this respect, the Company will continue to leverage technology, to ensure that the 13th AGM supports meaningful engagement between the Board/Management and Shareholders of the Company.

The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the AGM of the Company to be present at the main venue in Malaysia.

Shareholders/Proxies/Corporate Representatives will participate through the RPEV facilities via the above-stated online meeting platform and will not be admitted to the Broadcast Venue.

ENTITLEMENTS TO PARTICIPATE IN VIRTUAL 13TH AGM

In respect of deposited securities, only Shareholders whose names appear on the Record of Depositors on 27 May 2024 (General Meeting Record of Depositors) shall be eligible to participate at the 13th AGM via RPEV facilities.

Administrative Guide

For the Thirteenth Annual General Meeting (13th AGM)

REGISTRATION FOR REMOTE PARTICIPATION USING RPEV FACILITIES

Shareholders/Proxies/Corporate Representatives/Attorneys who wish to participate in the virtual 13th AGM remotely using the RPEV facilities are to follow the requirements and procedures as summarised below:

BEFORE THE 13TH AGM DAY

Step 1 : Register/ Sign-up as Online User with Boardroom Smart Investor Portal ("BSIP")

(Note: This is a one-time registration. If you have already signed up with BSIP, you are not required to register. You may proceed to Step 2)

(Only for first time BSIP users)

- Open an internet browser. Latest versions of Chrome, Firefox, Safari, Edge or Opera are recommended.
- Go to BSIP website at <https://investor.boardroomlimited.com>.

Individual Account (For Shareholder & Proxy)

- Click Register to sign up for a user account and select the correct account type "Sign up as Individual".
- Complete the registration with all required information. Upload and attach your MyKad (front and back) or Passport in JPEG, PNG or PDF format.
- Click Sign Up.

(Note: Please ensure that you sign-up for Individual Account if you are an appointed proxy to attend the meeting)

Corporate Account (For Representative of Corporate Holder or Authorised Nominees)

- Click Register to sign up for a user account and select the correct account type "Sign up as Corporate Holder".
- Complete the registration by providing all the required information. Upload and attach your MyKad (front and back) or Passport in JPEG, PNG or PDF format, along with the completed authorization letter.
- Click Sign Up.

(Note: If you are appointed as the authorised representatives for more than one (1) company, kindly click the home button and select "Edit Profile" in order to add your representation after your BSIP account has been approved.])

- You will receive an email from Boardroom for email address verification. Click "**Verify Email Address**" from the email received to continue with the registration process.
- Once your email address is verified, you will be re-directed to BSIP for verification of mobile number. Click "**Request OTP Code**" and an OTP code will be sent to the registered mobile number. You will need to enter the OTP code for verification and click "**Enter**" to complete the registration process.
- Once your mobile number is verified, registration of your new BSIP account will be pending for final verification.
- An e-mail will be sent to you within one (1) business day informing on the approval of your BSIP account. Once account registration completed, you can login at BSIP at <https://investor.boardroomlimited.com> with the email address and password that you have provided during registration to proceed with the next step.

Administrative Guide

For the Thirteenth Annual General Meeting (13th AGM)

BEFORE THE 13TH AGM DAY

Step 2 : Submit Request for RPEV (applicable for individual account only)

The registration for RPEV will be opened from 11:00 a.m. on Wednesday, 15 May 2024 until the day of the 13th AGM on Thursday, 6 June 2024 at 11:00 a.m.

For Individual Shareholders, Corporate Shareholders

- a. Open an internet browser. Latest versions of Chrome, Firefox, Safari, Edge or Opera are recommended.
- b. Go to BSIP website at <https://investor.boardroomlimited.com>
- c. Login your BSIP account with your registered email address and password.
[Note: If you do not have an account with BSIP, please sign-up/register with BSIP for free - refer to process "Step 1: Register Online with Boardroom Smart Investor Portal ("BSIP)" above.]
- d. Click "**Meeting Event**" and select "**MSM MALAYSIA HOLDINGS BERHAD THIRTEENTH (13TH) ANNUAL GENERAL MEETING**" from the list of companies and click "Enter".
- e. Go to "**VIRTUAL**" and click on "**Register for RPEV**".
- f. Check the box to register for RPEV and enter your 9 digits CDS account number.
- g. Read and check the box to accept the Terms & Conditions, then click "**Register**".
- h. You will receive a notification that your RPEV registration has been received and pending verification.
- i. Upon system verification against the Record of Depositors on 27 May 2024 (General Meeting Record of Depositors) you will receive an email from Boardroom notifying you whether your registration has been approved or rejected.

ON THE DAY OF 13TH AGM DAY

Step 3 : Login to Boardroom Meeting Portal

- a. Open an internet browser. Latest versions of Chrome, Firefox, Safari, Edge or Opera are recommended.
- b. Go to BSIP website at <https://investor.boardroomlimited.com>
- c. Login your BSIP account with your registered email address and password.
[Note: If you do not have an account with BSIP, please sign-up/register with BSIP for free - refer to process "Step 1: Register/ Sign-up as Online User with Boardroom Smart Investor Portal" above.]
- d. Meeting platform will be made available at any time from 10:00 a.m. i.e. one hour before the commencement of the 13th AGM at 11:00 a.m. on 6 June 2024.
- e. Click into "**Meeting Event**" and go to "**MSM MALAYSIA HOLDINGS BERHAD THIRTEENTH (13TH) ANNUAL GENERAL MEETING**" to join the proceedings of the 13th AGM remotely.
If shareholders have any question for the Chairman/Board/Management, they may use the Messaging window facility to submit their questions during the meeting. The Messaging window facility will open one (1) hour before the 13th AGM which is from 10:00 a.m. on 6 June 2024.
- f. Once the voting has opened, click on the voting icon. The resolution and voting choices will be displayed.
- g. To vote, please select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.
- h. To change your vote, re-select another direction. If you wish to cancel your vote, please select Cancel.

Important Notes:

- a. The quality of the connectivity to the Virtual Meeting Portal for live webcast as well as for remote online voting is dependent on the bandwidth and the stability of the internet connection available at the location of the remote users.
- b. Recommended requirement for live webcast:
 - (i) Browser: Latest versions of Chrome, Firefox, Edge, Safari or Opera.
 - (ii) Bandwidth: Minimum 9 Mbps stable speed for High Definition (HD) High Quality video quality or 12 Mbps for Extra HD (EHD) video quality.
 - (iii) Device with working and good quality speakers.
- c. You may not be able to gain access to the AGM via the RPEV facilities if your connecting device is on network with firewall and other security filtration. Seek onsite IT/technical support if required.

Entitlement to Participate and Vote

- Only shareholders whose names appear on the Record of Depositors on 27 May 2024 (General Meeting Record of Depositors) shall be eligible to participate at the 13th AGM.
- If a shareholder is unable to participate at the 13th AGM, he/she may appoint proxy/proxies, including the Chairman, to participate and vote on his/her behalf.
- If a shareholder wishes to participate in the 13th AGM, they must not submit a Proxy Form. A shareholder will not be allowed to participate in the meeting if they have appointed proxy/proxies.

Administrative Guide

For the Thirteenth Annual General Meeting (13th AGM)

VOTING

The voting at the 13th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities). The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting and Tricor Business Intelligence & Solutions Sdn Bhd as the Independent Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions and submit the votes on the resolutions at any time from the commencement of the 13th AGM at 11:00 a.m. and will continue until the time declared by the Chairman as the end time of the voting session.

Upon completion of the voting session, the Independent Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

PROXY

1. Shareholders are to attend, speak (in the form of real-time submission of typed texts) and vote (collectively, "Participate") remotely at the 13th AGM using RPEV facilities provided by Boardroom at <https://investor.boardroomlimited.com>.
2. Shareholders who are unable to Participate at the 13th AGM may appoint not more than two (2) proxies to vote on their behalf. Where a member appoints two (2) Proxies, each proxy appointed shall represent a minimum of one hundred (100) shares and such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each of such proxy.
3. 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.
4. 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (SICDA) which is exempted from compliance with provisions of Section 25A(1) of SICDA.
5. Where an exempt authorised nominee appoints two (2) or more proxies, each proxy's proportion of shareholdings to be represented must be specified in the instrument appointing the proxies.
6. There shall be no restriction as to the qualification of the proxy. Hence, a proxy may but need not be a Member. A proxy appointed to attend and vote at the meeting shall have the same rights as a Shareholder/Member to attend, participate, speak and vote at the meeting.
7. Shareholders who has appointed a proxy or attorney or authorised representative to participate at the 13th AGM via RPEV must request his/her proxy or attorney or authorised representative to register himself/herself as a user via BSIP at <https://investor.boardroomlimited.com>.

Administrative Guide

For the Thirteenth Annual General Meeting (13th AGM)

8. The instrument appointing a proxy (Proxy Form) must be received by Boardroom Share Registrars Sdn Bhd latest by **11:00 a.m., Tuesday, 4 June 2024** and in default, the Proxy Form shall not be treated as valid.

The Proxy Form may be deposited with Boardroom Share Registrars Sdn Bhd in the following manner:

(a) In Hard Copy Form

The proxy form must be deposited by hand or post to 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.

(b) By Electronic Means

(i) Through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and selecting "**SUBMIT E-PROXY FORM**". Please refer to the Annexure to the Proxy Form for the procedures on electronics lodgement;

OR

(ii) By sending the Proxy Form by email to BSR.Helpdesk@boardroomlimited.com

Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.

Kindly refer to the notes in the Notice and Proxy Form of the 13th AGM for more details.

9. If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to Participate in our virtual 13th AGM by yourself, please write to BSR.Helpdesk@boardroomlimited.com or via BSIP (as the case maybe) to revoke the appointment of proxy no later than **Tuesday, 4 June 2024 at 11:00 a.m.**, being 48 hours before the 13th AGM. On revocation, your proxy(ies) will not be allowed to Participate in the 13th AGM. In such event, you should advise your proxy accordingly.

CORPORATE REPRESENTATIVES

- For a Corporate Shareholder who has appointed a representative(s) or attorney(s) to Participate in the 13th AGM, please deposit the **ORIGINAL** Certificate of Appointment or Power of Attorney, as the case may be, by hand or post to Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor or via electronic means through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not later than **11:00 a.m., Tuesday, 4 June 2024**.
- Upon verification against the General Meeting Record of Depositors, an email will be sent to the corporate representative by Boardroom to furnish the User Name and Password. Please note that only one (1) User Name will be provided to each Corporate Representative.
- The Certificate of Appointment should be executed in the following manner:
 - If the Corporate Shareholder has a common seal, the Certificate of Appointment should be executed under the common seal in accordance with the Constitution of the Corporate Shareholder.
 - If the Corporate Shareholder does not have a common seal, the Certificate of Appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a Director; or
 - any Director and/or authorised officers in accordance with the laws of the country under which the corporate shareholder is incorporated.

Administrative Guide

For the Thirteenth Annual General Meeting (13th AGM)

SUBMISSION OF QUESTIONS

1. **Before Meeting**

Shareholders may submit questions in advance commencing from 15 May 2024 and in any event no later than 11:00 a.m., 27 May 2024 via :

- (i) e-mail to MSM Investor Relations at investor.relations@msmsugar.com; or
- (ii) logging into Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> using the same user ID and password provided in Step 2 of the procedures of RPEV facilities and select "SUBMIT QUESTION" to pose questions (Pre-13th AGM Questions).

2. **During Meeting**

Shareholders may pose questions during live streaming using the messaging window facility to submit questions during the 13th AGM. The messaging window facility will be opened one (1) hour before the 13th AGM which is from 10:00 a.m. on Thursday, 6 June 2024.

In order to ensure a smooth and efficient conduct of the 13th AGM, questions that are repetitive in nature and/or have been responded to will not be specifically addressed. The Board and Management of MSM will endeavour to provide the responses at the virtual 13th AGM. All questions and responses will be made available on the Company's website after the conclusion of the virtual 13th AGM.

e-VOUCHERS

The Company will provide e-vouchers to all Shareholders/Proxies/Corporate Representatives who participated at the 13th AGM.

RECORDING OR PHOTOGRAPHY

Strictly **NO recording or photography** of the proceedings of the 13th AGM is allowed.

ANNUAL INTEGRATED REPORT 2023 (AIR 2023) AND 13TH ANNUAL GENERAL MEETING DOCUMENTS (13TH AGM DOCUMENTS)

1. As part of our dedicated commitment to sustainable practices, the following documents can be downloaded from Bursa Securities' website at <https://www.bursamalaysia.com> and the Company's website <https://www.msmsugar.com/>:
 - (a) AIR 2023* - <https://www.msmsugar.com/investor-relations/reports>
 - (b) Sustainability Report 2023 - <https://www.msmsugar.com/investor-relations/reports>
 - (c) Corporate Governance Report 2023 - <https://www.msmsugar.com/investor-relations/reports>
 - (d) Request Form - <https://www.msmsugar.com/investor-relations/reports>
 - (e) 13th AGM Documents - <https://www.msmsugar.com/investor-relations/reports>
 - Notice of the 13th AGM
 - Proxy Form
 - Administrative Guide
 - (f) Circular to Shareholders** - <https://www.msmsugar.com/investor-relations/reports>

Administrative Guide

For the Thirteenth Annual General Meeting (13th AGM)

- Any request for the printed copy of the AIR 2023 should be made via the Request Form available at <https://www.msmsugar.com/investor-relations/reports> and email it to Encik Zulkernaen Abdul Samad at zulkernaen.samad@boardroomlimited.com.
- Shareholders are advised to consider the environment before you decide to print the above reports or request for the printed copy of the AIR 2023. Environmental concerns like global warming, deforestation, climate change and many more affect every human, animal and nation on this planet.

Notes:

- * The AIR 2023 includes the Audited Financial Statements for the financial year ended 31 December 2023 and the Reports of the Directors and Auditors thereon.
- ** Circular to Shareholders on the Proposed Renewal of Shareholders' Mandate for the Existing Recurrent Related Party Transactions of a Revenue or Trading Nature for MSM Malaysia Holdings Berhad (MSM Holdings) and its Group of Companies (MSM Holdings Group) and Proposed New Shareholders' Mandate for the New Recurrent Related Party Transactions of a Revenue or Trading Nature for the MSM Holdings Group.

ENQUIRIES RELATING TO THE 13TH AGM

- If you have any enquiry relating to the virtual 13th AGM Administrative Guide, please contact our Investor Relations/Corporate Communications during office hours:

E-mail : investor.relations@msmsugar.com / corpcomms@msmsugar.com

- If you have any enquiry relating to the RPEV facilities for the virtual 13th AGM and Proxy Form, please contact the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd, during office hours:

Tel : +603 7890 4730 (Encik Zulkernaen Abdul Samad)

+603 7890 4700 (Helpdesk)

Fax : +603 7890 4670

E-mail : zulkernaen.samad@boardroomlimited.com

BSR.Helpdesk@boardroomlimited.com

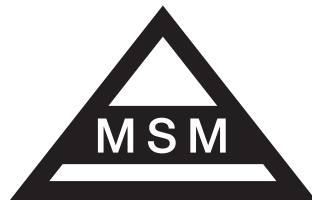
You are encouraged to submit your enquiries via email to avoid any delays in response.

In view of uncertainties that may arise, the Company will observe the guidelines or new procedures that may be issued from time to time, which may affect the administration of the virtual 13th AGM as set out in this Administrative Guide. If there is any material change required to the proceedings of the meeting, the Company will issue an announcement on the same accordingly. Hence, please contact the above officers or check the Company's website for announcements on the latest update (if any) in relation to the virtual 13th AGM.

PERSONAL DATA PRIVACY

By registering for the remote participation and electronic voting meeting and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the Meeting and matters related thereto, including but not limited to: (a) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the proxies and representatives for the Meeting (including any adjournment thereof); (b) for preparation, compilation and publication (where relevant) of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and (c) for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) undertakes and warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the Company (or its agents or service providers) processing of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the Shareholder will fully indemnify the Company in respect of any penalties, liabilities, legal suits, claims, demands, losses and damages as a result of the Shareholder's failure to provide accurate and correct information of the personal data or breach of the Shareholder's undertaking and/or warranty as set out herein.

www.msmsugar.com



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