
NOTICE OF EXTRAORDINARY GENERAL MEETING

MSM INTERNATIONAL LIMITED

(Company Registration No. 200918800R)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Company will be held at 77 Robinson Road #06-03 Robinson 77 Singapore 068896 on **Friday, 28 July 2023 at 11.30 a.m.** (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) ("**EGM**" or "**Meeting**") for the purpose of considering, and if thought fit, passing the following resolutions:

*Unless otherwise defined, all capitalised terms used in this Notice of EGM which are not defined shall bear the same meanings as ascribed to them in the circular dated 13 July 2023 (the "**Circular**") issued by the Company to its Shareholders.*

ORDINARY RESOLUTION

THE PROPOSED DISPOSAL OF THE PROPERTIES AT LOT 1861, H.S.(M) 13710, MUKIM CHERAS, 43200 CHERAS, SELANGOR AND LOT 1867, KAWASAN PERINDUSTRIAN KG BARU BALAKONG, 43300 SERI KEMBANGAN, SELANGOR, AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES

THAT:

- (a) approval be and is hereby given to MSM Metal Industries Sdn. Bhd. ("**MSM Metal**"), a wholly-owned subsidiary of the Company, for (i) the execution of the sale and purchase agreement in respect of; and (ii) the disposal of the properties located at Lot 1861, H.S.(M) 13710, Mukim Cheras, 43200 Cheras, Selangor ("**Property 1**") and Lot 1867, Kawasan Perindustrian Kg Baru Balakong, 43300 Seri Kembangan, Selangor ("**Property 2**") and collectively with Property 1, the "**Properties**") for an aggregate cash consideration of RM23,500,000.00 on the terms and subject to the conditions of the sale and purchase agreement ("**SPA**") entered into with Plustech Engineering and Construction Sdn. Bhd. on 7 July 2023 (the "**Proposed Disposal**");
- (b) the Directors of the Company and any one of them be and is/are hereby authorised and empowered to approve, perform and complete and do all such acts and things (including without limitation, to approve, modify, supplement, ratify, sign, seal, execute and deliver all such documents as may be required in connection with the Proposed Disposal) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give full effect to the Proposed Disposal, the SPA and this resolution, and the transactions contemplated by the Proposed Disposal, the SPA and/or authorised by this resolution, or for all the foregoing purposes; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by any Director of the Company in connection with the Proposed Disposal and this ordinary resolution be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD

Chan Kee Sieng
Executive Chairman
13 July 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Printed copy of this notice of EGM (the “**Notice**”) will be sent to the members. Printed copy of this circular (the “**Circular**”) will not be sent to members, instead, it will be sent to members by electronic means via publication on the Company’s website at the URL <http://www.msmmgroup.com/> and made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Members have the right to elect whether to receive the Circular in physical copy by completing the requisition form sent together with the Notice (“**Requisition Form**”). Please refer to and read the instructions set out in the Requisition Form carefully.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - (a) if sent personally or by post, be lodged at the office of the Company’s Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road #06-03 Robinson 77 Singapore 068896; or
 - (b) if submitted by email, be received by the Company’s Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,in either case, by 11.30 a.m. on 26 July 2023 (being not less than forty-eight (48) hours before the time appointed for holding the EGM (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.
4. For investors who hold shares through relevant intermediaries, including CPF and SRS investors, who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes, at least seven (7) working days before the time appointed for the holding of the EGM (ie. by 11.30 a.m. on 18 July 2023). CPF investors and/or SRS investors are requested to contact their respective CPF and/or SRS Operators for any queries they may have with regard to the appointment of the Chairman of the Meeting as proxy for the EGM.
5. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Act, a member entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
6. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
7. A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at this Meeting, but each proxy must be appointed to exercise the rights attached to a different shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
8. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
9. A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
10. The appointment of a proxy(ies) shall not preclude a member from attending, speaking and voting in person at the EGM. If a member attends the EGM in person, the appointment of a proxy(ies) shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy(ies) to the EGM.

IMPORTANT INFORMATION

1. Attendance

Further to the intended revocation of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings) Orders (Orders) from 1 July 2023, the EGM is being convened and will be held physically (“**Physical Meeting**”).

2. Voting

Voting on the resolution tabled at the EGM will be by poll in accordance with the Constitution of the Company.

3. Submission of Questions in Advance

Members may submit their questions in relation to the resolutions of the EGM by email to:-

- (a) email to: msm.agm@msmmgroup.com; or
- (b) post to the registered office at 77 Robinson Road #06-03 Robinson 77 Singapore 068896

When submitting questions by post or via email, members should also provide the following details: (i) the member’s full name; (ii) the member’s email address; and (iii) the manner in which the member holds shares in the Company (e.g., via CDP, CPF/SRS and/or physical scrip), for verification purposes.

NOTICE OF EXTRAORDINARY GENERAL MEETING

All questions must be submitted by 11.30 a.m. on 21 July 2023 (“**Cut-Off Time**”).

The Company will endeavor to address all substantial and relevant questions received from members by the Cut-Off Time and publish its response on the SGXNet at URL <https://www.sgx.com/securities/company-announcements> and at the Company’s website at URL <http://www.msmmgroup.com/> not later than 24 July 2023. Where substantial and relevant questions are unable to be answered prior to the EGM, the Company will address them at the EGM.

Verified members and proxy(ies) attending the EGM will be able to ask questions in person at the EGM venue.

The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNET and the Company’s website and the minutes will include the responses to the questions referred to above.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representative appointed for the meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representatives to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representatives for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representatives for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.