

NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting ("18th AGM") of the Company will be conducted as a virtual meeting through live streaming with online remote voting conducted via a Remote Participation and Voting ("RPV") Facilities from the Broadcast venue at Level 43A, MYEG Tower, Empire City, No.8, Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 24 June 2020 at 2.30 p.m. for the transaction of the following businesses:

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
2. To re-elect Dato' Dr Norraesah binti Haji Mohamad who is retiring pursuant to Clause 105 of the Company's Constitution and being eligible, has offered herself for re-election.
3. To re-elect the following Directors who are retiring pursuant to Clause 114 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - (a) Datuk Mat Noor bin Nawi
 - (b) Mohaini binti Mohd Yusof
4. To approve the Directors' fees amounting to RM624,000.00 for the period from the 18th AGM up to the 19th AGM of the Company.
5. To re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**ORDINARY
RESOLUTION 1**

**ORDINARY
RESOLUTION 2
ORDINARY
RESOLUTION 3**

**ORDINARY
RESOLUTION 4**

**ORDINARY
RESOLUTION 5**

Special Business

To consider and if thought fit, to pass the following resolutions: -

6. Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016

**ORDINARY
RESOLUTION 6**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company"

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(CONT'D)

ORDINARY RESOLUTION 7

7. Proposed Renewal of authority for the Company to purchase its own shares ("Proposed Renewal of Share Buy-Back Authority")

"THAT subject to the Companies Act, 2016 ("the Act"), the provisions of the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (i) the aggregate number of shares purchased or held as treasury shares does not exceed 10% of the total number of issued and paid-up shares of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares be backed by an equivalent amount of retained profits; and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares, or cancel the shares, or retain part of the shares so purchased as treasury shares and cancel the remainder, or resell the shares, or transfer the shares or distribute the shares as dividends;

AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:

- (i) the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

8. To transact any other business of the Company for which due notice shall have been given.

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482)
VIMALRAJ A/L SHANMUGAM (MAICSA 7068140)
Company Secretaries

Kuala Lumpur
Date: 27 May 2020

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(CONT'D)

NOTES:

1. Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting and vote remotely at this virtual AGM using RPV Facilities provided by Agmo Studio Sdn Bhd via its Vote2U online website at <http://web.vote2u.app>.
2. The audited financial statements laid at this meeting pursuant to Section 340(1)(a) of the Companies Act, 2016 are meant for discussion only. It does not require shareholders' approval, and therefore, it shall not be put forward for voting.
3. A member entitled to attend and vote at this meeting is entitled to appoint a proxy(ies) to attend and vote instead of him/ her. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
4. Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
5. The Form of Proxy, in the case of an individual, shall be signed by the appointer or his attorney, and in the case of a corporation, shall be executed under its Common Seal or under the hand of its attorney of the corporation duly authorized.
6. For the purpose of determining a member who shall be entitled to attend the 18th AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 17 June 2020. Only a depositor whose name appears on the Record of the Depositor as at 17 June 2020 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
7. To be valid, the proxy form duly completed and signed must be deposited at the Share Registrar's Office, Boardroom Share Registrars Sdn Bhd (Formerly known as Symphony Share Registrars Sdn Bhd), at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

Explanatory Notes to Special Business:

1. The proposed Ordinary Resolution 6 is the renewal of the mandate obtained from the members at the last Annual General Meeting held on 29 May 2019 ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised. The proposed resolution, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investments projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of next AGM of the Company.
2. The proposed Ordinary Resolution 7 if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Listing Requirements of Bursa Securities. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company. Further details are set out in the Circular to Shareholders dated 27 May 2020.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Securities:-

1. Details of individual who are standing for election as Directors (excluding Directors for re-election)

No individual is seeking election as a Director at the 18th AGM of the Company.
2. General mandate for issue of securities in accordance with Paragraph 6.03(3) of the Listing Requirements of Bursa Securities.

The details of the proposed authority for Directors of the Company to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in Explanatory Note to Special Business of the Notice of 18th AGM.

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I/We _____
(Full name in block letters)

(NRIC No./Passport No./ Company Registration No. _____)

of _____
(Full address)being a member /members of **EXCEL FORCE MSC BERHAD**, hereby appoint

Name of Proxy	NRIC No./Passport No.	% of Shareholdings to be Represented
Address		

and / or failing him / her

Name of Proxy	NRIC No./Passport No.	% of Shareholdings to be Represented
Address		

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Eighteenth Annual General Meeting of the Company to be conducted as a virtual meeting through live streaming with online remote voting conducted via a Remote Participation and Voting ("RPV") Facilities from the Broadcast venue at Level 43A, MYEG Tower, Empire City, No.8, Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 24 June 2020 at 2.30 p.m. or at any adjournment thereof.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	Re-election of Dato' Dr Norraesah binti Haji Mohamad		
2.	Re-election of Datuk Mat Noor bin Nawvi		
3.	Re-election of Mohaini binti Mohd Yusof		
4.	Payment of Directors' fee and benefits amounting to RM624,000.00 for the period from the 18th AGM up to the 19th AGM of the Company		
5.	Re-appointment of Messrs UHY as Auditors		
6.	Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016		
7.	Proposed Renewal of Share Buy-Back Authority		

(Please indicate with an "X" in the space provided on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Dated this _____ day of _____ 2020

Signature(s) of member(s)**Notes:**

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- Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- The Form of Proxy, in the case of an individual, shall be signed by the appointer or his attorney, and in the case of a corporation, shall be executed under its Common Seal or under the hand of its attorney of the corporation duly authorized.
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AFFIX
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THE SHARE REGISTRAR
EXCEL FORCE MSC BERHAD

Boardroom Share Registrars Sdn Bhd
(Formerly known as Symphony Share Registrars Sdn Bhd)
11th Floor, Menara Symphony
No 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200
Petaling Jaya, Selangor
Malaysia.

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