



**IFCA MSC Berhad**

[Company No. 199701037892 (453392-T)]  
(Incorporated in Malaysia)

**Administrative Guide for the  
Twenty-Second Annual General Meeting ("22<sup>nd</sup> AGM")**

Date : Friday, 21 August 2020  
Time : 10.00 a.m.  
Venue : Auditorium, IFCA MSC Berhad, Block F2, No. 19, Jalan PJU 1/42A, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan.

**A. Safeguard measures due to COVID-19 Outbreak**

1. In light of the COVID-19 outbreak, shareholders/proxies are encouraged to take all the necessary precautions and preventive measures issued and directed by the Ministry of Health before attending the 22<sup>nd</sup> AGM.
2. If you have travelled overseas to the affected countries (as and when announced by the World Health Organisation and Malaysia's Ministry of Health) in the past 14 days or if you are unwell with sore throat/fever/flu/cough/shortness of breath, you are required to comply with the directives issued by the Malaysia Government to self-quarantine or seek medical advice and will not be allowed to attend the 22<sup>nd</sup> AGM.
3. All attendees which were screened and tested positive or are believed to be suffering from pneumonia symptoms (which include fever, cough, and breathlessness) would be advised by our personnel to leave the premise and seek medical attention immediately.
4. In view of COVID-19 outbreak and given that your safety is the Company's priority, the Company has taken the following precautions and measures to contain the spread of the COVID-19 to ensure the safety of attendees at the 22<sup>nd</sup> AGM.
  - a. The attendance of outstation shareholders at the 22<sup>nd</sup> AGM are strongly discouraged.
  - b. Shareholders are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote for and on behalf of them at the forthcoming 22<sup>nd</sup> AGM
  - c. The Company reserves the right to limit the total number of physical attendees in the 22<sup>nd</sup> AGM pursuant to the requirements by the relevant authorities. Hence, the entrance to the meeting venue will be based on first-come-first-serve basis and again safety is a non-negotiable priority for the Company.
5. The Company will take the requisite precaution and measure by conducting temperature checks on all members upon arrival at the 22<sup>nd</sup> AGM venue and social distancing will be strictly observed during the registration of members and during the meeting. You will not be allowed to enter the meeting venue if you have the above symptoms as specified under item 3 or having a body temperature above 37.5 °C. All attendees are advised to sanitise their hands and wear face mask before entering.
6. Shareholders are encouraged to keep abreast with the latest news released by the authorities regarding travelling, self-quarantine, other health and safety precautions from time to time.

**B. No Lunch, Refreshment nor Door Gift**

There will be **no** lunch, refreshment nor door-gift provided for the 22<sup>nd</sup> AGM.

### **C. Registration**

1. Registration will start at 9.15 a.m. on Friday, 21 August 2020.
2. Kindly produce your original MyKad/Passport (for foreigners) to the registration personnel at the registration counter for verification. Please ensure to collect your MyKad/Passport thereafter.
3. All shareholders and proxies are required to practice social distancing of 1 meter and only allowed to sit at the place arranged by the Company.
4. Upon verification, you are required to sign on the Attendance list prepared by the officer at the registration counter.
5. After registration, a printed voting form will be issued to the respective shareholders and proxies.
6. No person will be allowed to register for and on behalf of another person, even with the original MyKad/Passport of that person.
7. The registration counter will handle only verification of identity and registration.
8. Please vacate the registration area immediately after registration.
9. For any clarification or enquiry, please proceed to the Company's Helpdesk at the registration counter.

### **D. Poll Voting**

1. In accordance with Paragraph 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the 22<sup>nd</sup> AGM will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll.
2. During the verification of votes by the Independent Scrutineers, all shareholders and proxies are required to maintain social distancing of 1 meter.
3. Upon completion of the voting session for the 22<sup>nd</sup> AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are carried.

### **E. Enquiry**

If you have any enquiries prior to the 22<sup>nd</sup> AGM, please contact the following persons during office hours (9.00 a.m. to 6.00 p.m.):-

#### **Share Registrar**

INSURBAN CORPORATE SERVICES SDN BHD

149, Jalan Aminuddin Baki

Taman Tun Dr. Ismail

60000 Kuala Lumpur

Tel: 603 7729 5529      Fax: 603 7728 5948

Attention: Ms. Aini

#### **Company Secretary**

STRATEGY CORPORATE SECRETARIAT SDN BHD

Unit 07-02, Level 7, Persoft Tower

6B Persiaran Tropicana

Tropicana Golf & Country Resort

47410 Petaling Jaya

Selangor Darul Ehsan

Tel: 603 7804 5929 / 603 7805 1680      Fax: 603 7805 2559

Attention: Ms. Hii / Wani

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Second Annual General Meeting (“AGM”) of IFCA MSC Berhad (“the Company”) (Company no. 199701037892 (453392-T)) will be held at the Auditorium, IFCA MSC Berhad, Block F2, No. 19, Jalan PJU 1/42A, Dataran Prima, 47301 Petaling Jaya, Selangor on Friday, 21 August 2020 at 10.00 a.m. to transact the following business: -

## As Ordinary Business

- |   |  |
|---|--|
| 1. To receive the Audited Financial Statements of the Group for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.    | <b>Please refer to Note C of this agenda</b> |
| 2. To approve the payment of a first and final single-tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 December 2019.                    | <b>Resolution 1</b>                          |
| 3. To approve the Directors' Fees and Allowances payable to the Non-Executive Directors of up to RM120,000 with effect from 22 August 2020 until the next AGM of the Company. | <b>Resolution 2</b>                          |
| 4. To re-elect Ms. Ooi Bee Bee who retires by rotation in accordance with Clause 94 of the Company's Consitution and who being eligible offers herself for re-election.       | <b>Resolution 3</b>                          |
| 5. To re-elect Mr. Yong Keang Cheun who retires by rotation in accordance with Clause 94 of the Company's Consitution and who being eligible offers himself for re-election.  | <b>Resolution 4</b>                          |
| 6. To re-elect Mr. Leong Nyu Kuan who retires in accordance with Clause 99 of the Company's Consitution and who being eligible offers himself for re-election.                | <b>Resolution 5</b>                          |
| 7. To re-elect Mr. Ang Boon Pheng who retires in accordance with Clause 99 of the Company's Consitution and who being eligible offers himself for re-election.                | <b>Resolution 6</b>                          |
| 8. To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration.  | <b>Resolution 7</b>                          |

## As Special Business

To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

- |  |                     |
|--|---------------------|
| 9. Proposed Renewal of Authority for The Company To Purchase Its Own Shares. (“Proposed Share Buy-Back Renewal”)   | <b>Resolution 8</b> |
| <p>“<b>THAT</b> subject to compliance with the Companies Act 2016 (the “<b>Act</b>”), the ACE Market Listing Requirements (“<b>AMLR</b>”) of Bursa Malaysia Securities Berhad (“<b>Bursa Securities</b>”), provisions of the Company's Constitution and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase through Bursa Securities and/or hold such number of ordinary shares in the Company as may be determined by the Board of Directors of the Company (“<b>Board</b>”) from time to time, and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company provided that:-</p> <p>i) the aggregate number of shares purchased pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company as at the date of the share buy-back; and</p> <p>ii) the aggregate amount of the funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and</p> |                     |

## Notice of Annual General Meeting (Cont'd)

- 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 to resell the shares or distribute the shares as dividends;

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

- i) the conclusion of the next AGM of the Company, at which time it shall lapse, unless by an Ordinary Resolution passed at that 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 but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the AMLR of Bursa Securities or any other relevant authorities;

**AND THAT** the Board be and is hereby authorised to do all such acts and things and to take all such steps as it deems fit, necessary, expedient and / or appropriate in order to complete and give full effect to the purchase by the Company of its own shares with full powers to assent to any condition, modification, variation and / or amendment as may be required or imposed by the relevant authorities.

10. Authority for Mr. Chew See Chiew to continue in office as Independent Non-Executive Director. **Resolution 9**

**"THAT** authority be and is hereby given to Mr. Chew See Chiew who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the next AGM in accordance with the Malaysian Code on Corporate Governance 2017.

## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Notice is hereby given that the first and final single-tier dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2019, if approved by the shareholders at the Twenty-Second Annual General Meeting, will be payable on 25 September 2020 to shareholders whose names appear in the Record of Depositors at the close of business on 11 September 2020.

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

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 11 September 2020 in respect of transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of The Board  
**Ng Yim Kong** (LS 0009297)  
SSM Practising Certificate No. 202008000309  
Company Secretary

22 JULY 2020

**Notes:**

**(A) GENERAL MEETING RECORD OF DEPOSITORS**

Only a member whose name appears in the Record of Depositors as at 13 August 2020 shall be regarded as a member of the Company and shall be entitled to attend and vote at this Annual General Meeting ("AGM") or appoint a proxy to attend and vote on his stead.

**(B) PROXY**

- a) A member of the Company entitled to attend and vote at this AGM is entitled to appoint a proxy or proxies to attend and vote on his stead. A proxy may but need not be a member of the Company.
- b) A member may appoint not more than two (2) proxies to attend the same AGM. Where a member appoints more than one (1) proxy to attend the same meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy in the instrument appointing the proxies.
- c) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's Seal or under the hand of an officer or attorney duly authorised.
- d) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), he may appoint at least one (1) proxy in respect of each securities account it holds which is credited with ordinary shares of the Company.
- e) Where a member is an exempt authorised nominee ("EAN") as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
- f) To be valid, the duly completed form of proxy must be deposited at the Registered Office of the Company situated at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for the taking of poll or no later than Friday, 21 August 2020 at 10.00 a.m. (being the approximate time appointed for the taking of the poll at the AGM.)

**(C) AUDITED FINANCIAL STATEMENTS**

This agenda is meant for discussion only as the provision of Section 340(1) of the Companies Acts 2016, does not require a formal approval of the audited financial statements by the members. Hence, this item on the Agenda is not put forward for voting.

**(D) POLL VOTING**

Pursuant to Paragraph 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions will be put to vote by way of poll. Independent Scrutineers will be appointed to verify the results of the poll.

**(E) EXPLANATORY NOTES ON SPECIAL BUSINESS:**

**Resolution 8 – Proposed renewal of authority for the Company to purchase its own shares**

The proposed Ordinary Resolution 8, if passed, will renew the authority for the Company to purchase through Bursa Securities such number of ordinary shares in the Company up to an aggregate number not exceeding 10% of the total number of issued shares of the Company. The renewal of the authority by the shareholders will be effective immediately upon the passing of the Ordinary Resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company; 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.

For further information, please refer to the Share Buy-Back Statement dated 22 July 2020 which is despatched to the shareholders together with this Notice of Annual General Meeting.

**Resolution 9 – Authority to continue to act as an Independent Non-Executive Director of the Company pursuant to the definition of "independent director" as set out in Chapter 1 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.**

Mr. Chew See Chiew ("Mr. Chew") has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and has met the criteria of "independent director" as set out in Chapter 1 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board based on the review and recommendation made by the Nomination Committee with regards to which it concurs, has considered Mr. Chew to be independent and recommends that he should be re-appointed to continue to act as an Independent Non-Executive Director of the Company.

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## REQUEST FORM



**IFCA MSC Berhad**

[Company No. 199701037892 (453392-T)]

(Incorporated in Malaysia)

### DIGITAL COPY

In accordance to the provision of the Company's Constitution, you can now download a digital copy of the IFCA MSC Berhad Annual Report 2019 as follows:-

### SCAN THE QR CODE BELOW



Use the QR Code Reader on your Android or IOS Smartphone. If your phone is not installed with a QR Code Reader, you can download from the Google Play/IOS Store

Scan the code using your smartphone. This will take you to the page on our corporate website and you may download the PDF file of the Annual Reports 2019

OR

Go directly to our website: <https://www.ifca.asia/investor-relations-annual-reports> to view and/or download the Annual Report 2019.

### PRINTED COPY

Should you wish to receive a hard copy of the Annual Report, please complete your particulars below and return this form through email at [strategycorp1@thesecretariat.com.my](mailto:strategycorp1@thesecretariat.com.my) or [strategycorp3@thesecretariat.com.my](mailto:strategycorp3@thesecretariat.com.my).

### PARTICULARS OF SHAREHOLDERS

Name of Shareholders	:	<hr/>
CDS Account No.	:	<hr/>
Correspondence Address	:	<hr/> <hr/> <hr/> <hr/> <hr/>
Telephone /Mobile No.	:	<hr/> <hr/>

\_\_\_\_\_  
Signature/Common Seal of Shareholder(s)

\_\_\_\_\_  
Date



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AFFIX  
STAMP

**The Company Secretary**  
Unit 07-02, Level 7, Persoft Tower,  
6B Persiaran Tropicana,  
Tropicana Golf & Country Resort,  
47410 Petaling Jaya,  
Selangor Darul Ehsan.

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**IFCA MSC BERHAD 199701037892 (453392-T)**

(Incorporated in Malaysia)

**FORM OF PROXY**

CDS Account No.

No. of Shares Held

I/We \_\_\_\_\_ NRIC No./Passport No./Company No. \_\_\_\_\_

of \_\_\_\_\_

being a member/members of IFCA MSC Berhad hereby appoint:

Full Name (in Block)	NRIC/ Passport/ Company No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

\*and/or

Full Name (in Block)	NRIC/ Passport/ Company No.	Proportion of Shareholdings	
		No. of Shares	%
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 Twenty-Second Annual General Meeting of the Company to be held at the Auditorium, IFCA MSC Berhad, Block F2, No. 19, Jalan PJU 1/42A, Dataran Prima, 47301 Petaling Jaya, Selangor on Friday, 21 August 2020 at 10.00 a.m. and at any adjournment thereof.

My/our proxy/proxies will vote on the resolutions as indicated by an 'X' in the spaces provided below. In the absence of specific direction as to voting, my/our proxy/proxies will vote or abstain from voting at his/her discretion.

Resolution	Ordinary Business	For	Against
1.	To approve the payment of a first and final single-tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 December 2019.		
2.	To approve the Directors' Fees and Allowances payable to the Non-Executive Directors of up to RM120,000 with effect from 22 August 2020 until the next Annual General Meeting of the Company.		
3.	To re-elect Ms. Ooi Bee Bee who retires by rotation in accordance with Clause 94 of the Company's Consitution and who being eligible offers herself for re-election.		
4.	To re-elect Mr. Yong Keang Cheun who retires by rotation in accordance with Clause 94 of the Company's Consitution and who being eligible offers himself for re-election.		
5.	To re-elect Mr. Leong Nyu Kuan who retires in accordance with Clause 99 of the Company's Consitution and who being eligible offers himself for re-election.		
6.	To re-elect Mr. Ang Boon Pheng who retires in accordance with Clause 99 of the Company's Consitution and who being eligible offers himself for re-election.		
7.	To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration.		
<b>Special Business</b>			
8.	Proposed renewal of authority for the Company to purchase its own shares.		
9.	To authorise Mr. Chew See Chiew to continue in office as Independent Non-Executive Director.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

\*Signature(s)/ Common Seal of Shareholder

(\*delete if not applicable)

**NOTES:**

- Only a member whose name appears in the Record of Depositors as at 13 August 2020 shall be regarded as a member of the Company and shall be entitled to attend and vote at this Annual General Meeting ("AGM") or appoint a proxy to attend and vote on his stead.
- A member of the Company entitled to attend and vote at this AGM is entitled to appoint a proxy or proxies to attend and vote on his stead. A proxy may but need not be a member of the Company.
- A member may appoint not more than two (2) proxies to attend the same AGM. Where a member appoints more than one (1) proxy to attend the same meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's Seal or under the hand of an officer or attorney duly authorised.

- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds which is credited with ordinary shares of the Company.
- Where a member is an exempt authorised nominee ("EAN") as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds
- To be valid, the duly completed form of proxy must be deposited at the Registered Office of the Company situated at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for taking of the poll or no later than Friday, 21 August 2020 at 10.00 a.m. (being the approximate time appointed for taking of the poll at the AGM.)
- Pursuant to Paragraph 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions tabled at the AGM will be put to vote by way of poll. Independent Scrutineers will be appointed to verify the results of the poll.



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AFFIX  
STAMP

**The Company Secretary**  
Unit 07-02, Level 7, Persoft Tower,  
6B Persiaran Tropicana,  
Tropicana Golf & Country Resort,  
47410 Petaling Jaya,  
Selangor Darul Ehsan.

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