



**IFCA MSC BERHAD**  
(Company no. 199701037892 (453392-T))  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Third Annual General Meeting ("AGM") of IFCA MSC Berhad ("the Company") (Company no. 199701037892 (453392-T)) will be conducted as virtual meeting through the live streaming and online participation and voting using Remote Participation and Voting ("RPV") Facilities via meeting platform at <https://tithi.online> provided by Tricor Investor & Issuing House Services Sdn Bhd on Wednesday, 30 June 2021, at 2.30pm or any adjournment thereof for the purpose of transacting the following businesses:-

### As Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.
- To approve the Directors' Fees and Allowances payable to the Non-Executive Directors of up to RM111,000 with effect from 1 July 2021 until the next AGM of the Company.
- To re-elect Mr. Chew See Chiew who retires by rotation in accordance with Clause 94 of the Company's Constitution and who being eligible offers himself for re-election.
- To re-elect Mr. Yong Kian Keong who retires by rotation in accordance with Clause 94 of the Company's Constitution and who being eligible offers himself for re-election.
- To re-elect Mr. Eng Kim Haw who retires in accordance with Clause 99 of the Company's Constitution and who being eligible offers himself for re-election.
- To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Please refer to Note  
H of this agenda**

**Resolution 1**

**Resolution 2**

**Resolution 3**

**Resolution 4**

**Resolution 5**

### As Special Business

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

- Proposed Renewal of Authority for The Company To Purchase Its Own Shares. ("Proposed Share Buy-Back Renewal")

**Resolution 6**

**"THAT** subject to compliance with the Companies Act 2016 (the "**Act**"), the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), 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 ("**Board**") 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:-

- 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
- 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
- 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:

- 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
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- 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.

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

**Resolution 7**

**"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.

By Order of The Board

**Ng Yim Kong** (LS 0009297)  
SSM Practising Certificate No. 202008000309  
Company Secretary

2 JUNE 2021

### Notes:

- In view of the Covid-19 health concerns, the Twenty-Third Annual General Meeting ("23<sup>rd</sup> AGM") will be conducted virtual via live streaming and online participation and voting using the Remote Participation and Voting Facilities ("RPV"). The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") as the Poll Administrator for the 23<sup>rd</sup> AGM to facilitate the RPV via TITH Online website at <https://tithi.online>. Please follow the procedures set out in the Administrative Guide for the 23<sup>rd</sup> AGM which is available on the Company's website at <https://ifca.asia/aggm> to register, participate, speak and vote remotely via the RPV.
- The Broadcast Venue of the 23<sup>rd</sup> AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman shall be at the main venue of the 23<sup>rd</sup> AGM. Members will not be allowed to attend the 23<sup>rd</sup> AGM in person at the Broadcast Venue on the day of the 23<sup>rd</sup> AGM.
- A member who is entitled to attend, participate, speak and vote at the 23<sup>rd</sup> AGM via RPV is entitled to appoint a proxy or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her/its place. Where a member appoints more than one proxy, the appointments shall be invalid unless the members specifies the proportions of his/her/its shareholding to be represented by each proxy. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. In the case of a corporation, the proxy form must be either under seal or signed by a duly authorised officer or attorney.
- 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. 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.
- The appointment of a proxy to be made in hard copy form. Proxy forms must be submitted in the following manner, not less than forty-eight (48) hours before the time appointed for holding the 23<sup>rd</sup> AGM or at any adjournment thereof:

### Hard copy form

The original signed proxy form must be deposited with the Company's appointed Poll Administrator, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

- 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 voting electronically ("e-voting"). Independent scrutineers will be appointed to verify the results of the poll.
- For the purpose of determining members who shall be entitled to attend the 23<sup>rd</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 23 June 2021. Only depositors whose names appear on the Record of Depositors as at 23 June 2021 shall be entitled to attend the 23<sup>rd</sup> AGM or appoint proxies to attend and vote on their behalf

### (H) AUDITED FINANCIAL STATEMENTS

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

### (I) EXPLANATORY NOTES ON SPECIAL BUSINESS:

#### 1. Resolution 6 – Proposed renewal of authority for the Company to purchase its own shares

The proposed Ordinary Resolution 6, 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:

- the conclusion of the next AGM of the Company; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- 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 28 April 2021 which is accessible from the corporate website at <https://ifca.asia/investor-relations/>.

#### 2. Resolution 7 – 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.



IFCA MSC Berhad  
[Company No. 199701037892 (453392-T)]  
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## ADMINISTRATIVE GUIDE FOR THE TWENTY-THIRD ANNUAL GENERAL MEETING (23<sup>rd</sup> AGM) OF IFCA MSC BERHAD

- Date & Time : Wednesday, 30 June 2021 at 2.30 p.m.
- Broadcast Venue : Online Meeting Platform provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia
- Meeting Platform : TIH Online website at <https://tiih.online>

### Precautionary Measures Against the Coronavirus Disease (“COVID-19”)

- In line with the Government’s directive and SC Guidance Note to curb the spread of COVID-19, the Company will conduct the 23rd Annual General Meeting (“AGM”) on a **virtual basis through live streaming and online remote voting** via Remote Participation and Voting (“RPV”) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd’s (“Tricor”) **TIH Online** website at <https://tiih.online>.
- According to the Revised Guidance Note and FAQ issued by the Securities Commission Malaysia on 1 June 2021, an online meeting platform can be recognized as the meeting venue or place under Section 327 (2) of Companies Act 2016 provided that the online platform is located in Malaysia. No shareholders/proxy(ies) from the public will be physically present at the meeting venue
- We **strongly encourage** you to attend the AGM via the RPV facilities. You may also consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.
- Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our AGM at short notice. Kindly check the Company’s website or announcements for the latest updates on the status of the AGM.
- The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

### Remote Participation and Voting

- The RPV facilities are available on Tricor’s **TIH Online** website at <https://tiih.online>.
- Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the AGM using RPV facilities from Tricor.
- Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

### Procedures to Remote Participation and Voting via RPV Facilities

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the AGM using the RPV facilities:

#### Before the AGM Day

Procedure	Action
i. Register as a user with TIH Online	• Using your computer, access to website at <a href="https://tiih.online">https://tiih.online</a> . Register as a user under the “e-Services”, select the “Sign Up” button and followed by “ <b>Create Account by Individual Holder</b> ”. Refer to the tutorial guide posted on the homepage for assistance.

	<ul style="list-style-type: none"> <li>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li> <li>If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.</li> </ul>
ii. Submit your request to attend AGM remotely	<ul style="list-style-type: none"> <li>Registration is open from <b>2 June 2021</b> until the day of AGM on <b>30 June 2021</b>. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the AGM to ascertain their eligibility to participate the AGM using the RPV.</li> <li>Login with your user ID (i.e. email address) and password and select the corporate event: “<b>(REGISTRATION) IFCA MSC 23RD AGM</b>”.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select “Register for Remote Participation and Voting”.</li> <li>Review your registration and proceed to register.</li> <li>System will send an <b>email to notify</b> that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the Record of Depositors as at <b>23 June 2021</b>, the system will send you an <b>e-mail on or after 28 June 2021 to approve or reject</b> your registration for remote participation.</li> </ul> <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i></p>

### **On the AGM Day**

<b>Procedure</b>	<b>Action</b>
i. Login to TIIH Online	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the AGM at any time from 1.30 p.m. i.e. 1 hour before the commencement of meeting at 2.30 p.m. on Wednesday, 30 June 2021.</li> </ul>
ii. Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: “<b>(LIVE STREAM MEETING) IFCA MSC 23RD AGM</b>” to engage in the proceedings of the AGM remotely.</li> <li>If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</li> </ul>
iii. Online remote voting	<ul style="list-style-type: none"> <li>Voting session commences from 2.30 p.m. on 30 June 2021 until a time when the Chairman announces the end of the session.</li> <li>Select the corporate event: “<b>(REMOTE VOTING) IFCA MSC 23RD AGM</b>” or if you are on the live stream meeting page, you can select “<b>GO TO REMOTE VOTING PAGE</b>” button below the Query Box.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select the CDS account that represents your shareholdings.</li> <li>Indicate your votes for the resolutions that are tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>
iv. End of remote participation	<ul style="list-style-type: none"> <li>Upon the announcement by the Chairman on the conclusion of the AGM, the Live Streaming will end.</li> </ul>

### **Note to users of the RPV facilities:**

- Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

### Entitlement to Participate and Appointment of Proxy

- Only members whose names appear on the Record of Depositors as at **23 June 2021** shall be eligible to attend, speak and vote at the AGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- In view that the AGM will be conducted on a virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- If you wish to participate in the AGM yourself, please do not submit any Form of Proxy for the AGM. You will not be allowed to participate in the AGM together with a proxy appointed by you.
- Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the AGM in hard copy shall be deposited or submitted in the following manner not later than **Monday, 28 June 2021 at 2.30 p.m**:

By hand or post to the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;

### Voting at Meeting

- The voting at the AGM will be conducted on a poll pursuant to Paragraph 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia"). The Company has appointed Tricor to conduct the poll voting electronically ("e-voting").
- Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting and submit your votes at any time from the commencement of the AGM at 2.30 p.m. Kindly refer to "Procedures to Remote Participation and Voting via RPV Facilities" provided above for guidance on how to vote remotely via TIIH Online.

### Results of the voting

- The resolutions proposed at the AGM and the results of the voting will be announced at the AGM and subsequently via an announcement made by the Company through Bursa Malaysia at [www.bursamalaysia.com](http://www.bursamalaysia.com).

### Door Gift or Food Voucher

- There will be no door gifts or food vouchers for attending the AGM.

### No Recording or Photography

- Unauthorized recording and photography are strictly prohibited at the AGM.

### Pre-Meeting Submission of Questions to the Board of Directors

- The Board recognises that the AGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the AGM, shareholders may in advance, before the AGM, submit questions to the Board of Directors via Tricor's TIIH Online website at <https://tiih.online>, by selecting "e-Services" to login, post your questions and submit it electronically no later than **Monday, 28 June 2021 at 2.30 p.m**. The Board of Directors will endeavor to address the questions received at the AGM.

### Enquiry

- If you have any enquiry prior to the meeting, please call our Special Share Registrar, Tricor at +603-2783 9299 during office hours i.e. from 8.30 a.m. to 5.30 p.m. (Monday to Friday).