



IFCA MSC BERHAD

(Company no. 199701037892 (453392-T))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth 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 Monday, 29 May 2023 at 10.00 a.m. to transact the following business: -

As Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
- To approve the Directors' Fees and Allowances up to RM270,000 with effect from 30 May 2023 until the next AGM of the Company.
- 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 by rotation in accordance with Clause 94 of the Company's Constitution and who being eligible offers himself for re-election.
- To re-elect Mdm. Norliza Binti Rasool Khan who retires in accordance with Clause 99 of the Company's Constitution and who being eligible offers herself 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
C 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 the Companies Act 2016 (the "**Act**"), the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), 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 issued 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 purchase 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.

By Order of The Board

Ng Yim Kong (MACS00305)

SSM Practising Certificate No. 202008000309

Company Secretary

20 APRIL 2023

Notes:

(A) GENERAL MEETING RECORD OF DEPOSITORS

Only a member whose name appears in the Record of Depositors as at 22 May 2023 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 in his stead.

(B) PROXY

- 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 in 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"), 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.
- 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, 26 May 2023 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 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.

(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 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 20 April 2023 which is accessible from the corporate website at <https://ifca.asia/agn/>