

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Excel Force MSC Berhad ("Excel Force" or the "Company") will be held at TA-13-1, Level 13, Tower A, Plaza 33, No. 1, Jalan Kemajuan, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 30 June 2014 at 11.00 a.m., or immediately after the conclusion or adjournment (as the case may be) of the Twelfth (12th) Annual General Meeting of the Company which will be held on the same date at the same venue or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED BONUS ISSUE OF 103,384,050 WARRANTS IN EXCEL FORCE ("WARRANT(S)") ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.10 EACH ("EXCEL FORCE SHARES") HELD AS AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")**

"**THAT** subject to the passing of Ordinary Resolution 2 and the Special Resolution and the approvals of all relevant authorities or parties being obtained, the Board of Directors of Excel Force ("Board") be and is hereby authorised to allot and distribute 103,384,050 Warrants in registered form and constituted by a deed poll to be executed by the Company ("Deed Poll"), to all shareholders of the Company whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board, on the basis of one (1) Warrant for every two (2) Excel Force Shares held then by such shareholders;

**THAT** the Board be and is hereby authorised to issue such additional Warrants as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll;

**THAT** the Board be and is hereby authorised to issue and allot such appropriate number of Excel Force Shares arising from the exercise of the Warrants during the tenure of the Warrants in accordance with the terms and conditions of the Deed Poll;

**THAT** the Board be and is hereby authorised to deal with the fractional entitlements for the Warrants arising from the Proposed Bonus Issue of Warrants in such manner at their absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

**THAT** such new Excel Force Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing ordinary shares of the Company, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the date of allotment of the new Shares to be issued arising from the exercise of the Warrants;

**THAT** the Board be and is hereby authorised to enter into and execute the Deed Poll upon the terms set out in the Circular to the shareholders of the Company dated 9 June 2014 with full power to assent to any conditions, variations, modifications and/or amendments as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Directors of the Company, and, subject to all provisions and adjustments contained in the Deed Poll, to assent to any modification and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll, with full powers to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as they may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Bonus Issue of Warrants with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to give effect to the Proposed Bonus Issue of Warrants."

**ORDINARY RESOLUTION 2**

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF EXCEL FORCE FROM RM25,000,000 COMPRISING 250,000,000 EXCEL FORCE SHARES TO RM50,000,000 COMPRISING 500,000,000 EXCEL FORCE SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")**

"**THAT** subject to the passing of Ordinary Resolution 1 and the Special Resolution, the authorised share capital of Excel Force be and is hereby increased from RM25,000,000 comprising 250,000,000 Excel Force Shares to RM50,000,000 comprising 500,000,000 Excel Force Shares by the creation of an additional 250,000,000 new Excel Force Shares;

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to give effect to the Proposed Increase in Authorised Share Capital."

**SPECIAL RESOLUTION**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF EXCEL FORCE ("PROPOSED M&A AMENDMENTS")**

"**THAT** subject to the passing of Ordinary Resolutions 1 and 2, the existing Clause 6 of the Memorandum of Association and Article 3 of the Articles of Association of the Company be deleted in its entirety and the following be substituted therefore:

*New Clause 6 of the Memorandum of Association*

*The authorised capital of the Company is Ringgit Malaysia Fifty Million (RM50,000,000.00) divided into 500,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.*

*New Article 3 of the Articles of Association*

*The authorised capital of the Company is Ringgit Malaysia Fifty Million (RM50,000,000.00) divided into Five Hundred Million (500,000,000) ordinary shares of Ringgit Malaysia Ten Sen (RM0.10) each. The Company may from time to time by Ordinary Resolution change its authorised share capital.*

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed M&A Amendments with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to give effect to the Proposed M&A Amendments."

**BY ORDER OF THE BOARD**

Lim Seck Wah (MAICSA 0799845)  
M. Chandrasegaran a/l S. Murugasu (MAICSA 0781031)  
Company Secretaries

Kuala Lumpur  
9 June 2014

**Notes:**

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 24 June 2014. Only a depositor whose name appears on the Record of Depositors as at 24 June 2014 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
2. A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
4. (i) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.  
(ii) Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney duly authorised.
6. The Form of Proxy must be deposited at the Company's Share Registrar Office at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.