

EXTOL MSC BERHAD (643683-U)

(Incorporated in Malaysia)

NOTICE OF NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the Company will be held at Homer Room, Unit G1, Ground Floor, Wisma UOA Pantai, No. 11, Jalan Pantai Jaya, 59200 Kuala Lumpur on **Thursday, 28 March 2013 at 11.00 a.m.**, to transact the following businesses:-

ORDINARY BUSINESS:-

1. To receive the Audited Financial Statements for the financial year ended 30 September 2012 and the Reports of Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To re-elect the following Directors who retire pursuant to Article 84 of the Company's Articles of Association:-
 - (i) En. Mohd Fadzli Bin Ibrahim (Resolution 1)
 - (ii) Mr. Ku Mun Fong (Resolution 2)
3. To re-elect Dato' Ahmad Bin Ismail who retires pursuant to Article 90 of the Company's Articles of Association. (Resolution 3)
4. To re-appoint Messrs CAS & Associates as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)

SPECIAL BUSINESS:-

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

5. ORDINARY RESOLUTION

AUTHORITY TO ISSUE SHARES

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors of the Company be and are hereby empowered to issue shares in the Company at any 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 issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company unless revoked or varied by the Company at a general meeting." (Resolution 5)

6. SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

"THAT the proposed amendments to the Articles of Association of the Company as set out in the Appendix I be and is hereby approved and adopted." (Resolution 6)

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

WONG WAI FOONG (MAICSA 7001358)

WONG PEIR CHYUN (MAICSA 7018710)

Secretaries

Kuala Lumpur

Date: 6 March 2013

Notes:-

1. Notes on Appointment of Proxy

- I. For the purpose of determining a member who shall entitle to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 61(2) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 21 March 2013. Only depositor whose name appears on the Record of Depositors as at 21 March 2013 shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her.
- II. A member entitled to attend and vote at this meeting is entitled to appoint two or more proxies to attend and vote in his stead and the holder shall specify the proportion of his shareholding to be represented by each proxy; a proxy need not be a member and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- III. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- IV. Where a member of the Company 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.
- V. Where the authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing proxies.
- VI. The instrument appointing a proxy shall be in writing under the hand of the appointer or of 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 an attorney duly authorised.
- VII. The instrument appointing a proxy must be deposited at the registered office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting, i.e. on or before **11.00 a.m., Tuesday, 26 March 2013** or any adjournment thereof.

2. Explanatory Note

(i) Item 1 of the Agenda

This agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Special Business

(ii) Resolution No. 5 – Authority to Issue Shares

The proposed Resolution No. 5 is proposed for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the Issued Share Capital of the Company for such purpose as the Directors consider would be in the interest of the Company.

The authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The renewed General Mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this renewed General Mandate is for further possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings and acquisitions.

The renewal of the mandate obtained from the members at the last Annual General Meeting ("the Previous Mandate"). The Previous Mandate had been utilised for the private placement of up to 10 % of the issued share capital of the Company ("Private Placement"). Bursa Malaysia Securities Berhad had on 21 March 2012 granted its approval for the Private Placement. The Company had issued 11,484,000 ordinary shares of RM0.10 each at an issue price of RM0.13 each. The Private Placement had raised gross proceeds of RM1,492,920.00. Details and status of the utilization of proceeds from Private Placement are set out in the "Additional Corporate Information" in page 25 of this 2012 Annual Report.

(iii) Resolution No. 6 – Proposal Amendments to the Articles of Association

The proposed amendments to the Articles of Association of the Company are to comply with the amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad for facilitating some administration issues.