

NOTICE OF TENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting of EXTOL MSC BERHAD will be held at Homer Room, Unit G-1, Ground Floor, Wisma UOA Pantai, No. 11, Jalan Pantai Jaya, 59200 Kuala Lumpur on **Friday, 28 March 2014 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 2013 and the Reports of the Directors and Auditors thereon. (Please refer to Note 2)
2. To re-elect the following Directors who retire pursuant to Article 84 of the Company's Articles of Association:-
 - (i) Encik Mohd Badaruddin Bin Masodi (Resolution 1)
 - (ii) Encik Ismawadee Bin Ismail (Resolution 2)
3. To re-appoint Messrs CAS & Associates as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 3)

SPECIAL BUSINESS:-

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

4. 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."

5. To consider any other business of which due notice shall be 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 2014

Notes:-

1. Appointment of Proxy

- I. A member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead and that where a member appoints two (2) proxies, he shall specify the proportion of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- II. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- III. Where a member of the Company is an exempt authorised nominee 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 exempt authorised nominee may appoint in respect of each omnibus account it holds.
- IV. Where the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- V. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's Seal or under the hand of an officer or an attorney duly authorised.
- VI. 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 forty-eight (48) hours before the time for holding the meeting, i.e. on or before **11.00 a.m., Wednesday, 26 March 2014** or any adjournment thereof.
- VII. 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 2014. Only depositor whose name appears on the Record of Depositors as at 21 March 2014 shall be entitled to attend this meeting or appoint proxies to attend and/or votes on his/her.

2. Audited Financial Statements for the financial year ended 30 September 2013

The Audited Financial Statements in Agenda 1 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 is not put forward for voting.

3. Ordinary Resolution 2 – Re-election of Director

The Board had carried out assessment on the contribution and performance as well as the independence of the Independent Director standing for re-election and satisfied that he meets the criteria of independence as prescribed in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

4. Explanatory Note on Special Business

Resolution No. 4 – Authority to Issue Shares

The proposed Resolution No. 4 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 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 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 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, acquisitions and/or for issuance of shares as settlement of purchase consideration.

As at the date of this Notice, the Company has placed out 12,632,400 ordinary shares of RM0.10 each at an issue price of RM0.105 each representing 10% of the issued and paid up capital of the Company pursuant to the authority granted to the Directors at the last Annual General Meeting. The placement raised a total of RM1,326,402.00 and the placement shares were all listed on the ACE Market of Bursa Malaysia Securities Berhad on 28 January 2014. Details and status of the utilisation of proceeds from Private Placement are set out in the "Additional Corporation Information" in page 24 of the Annual Report 2013.