

MEGA FIRST CORPORATION BERHAD

(Company No. 6682-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 48th Annual General Meeting ("AGM") of Mega First Corporation Berhad ("MFCB" or "the Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian and Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 21 May 2014 at 10:00 a.m. for the following purposes:-

AGENDA

- 1) To receive and consider the Directors' Report and Audited Financial Statements for the year ended 31 December 2013. *(Please refer to Note 7 below)*
- 2) To declare a tax-exempt final dividend of 4.5 sen per ordinary share of RM1.00 each in respect of the year ended 31 December 2013. *(Resolution 1)*
- 3) To re-elect the following Directors who are retiring by rotation pursuant to Article 99 of the Company's Articles of Association, and being eligible, offer themselves for re-election:-
 - 3.1 Mr Goh Nan Yang *(Resolution 2)*
 - 3.2 Dato' Tan Ang Meng *(Resolution 3)*
 - 3.3 Dato' Koh Hong Sun *(Resolution 4)*
- 4) To re-appoint Messrs Crowe Horwath as auditors of the Company and to authorise the Board of Directors to fix their remuneration. *(Resolution 5)*

As Special Business

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

- 5) **Retention of Independent Director**

"THAT, approval be and is hereby given to Dato' Haji Abu Hanifah bin Noordin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent and Non-Executive Director of the Company." *(Resolution 6)*
- 6) **Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

"THAT, subject always to the Companies Act, 1965 and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered and authorised, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person/persons or party/parties whomsoever the Directors may deem fit provided that the aggregate nominal value of shares to be issued during the preceding 12 months does not exceed 10% of the nominal value of the issued and paid-up share capital (excluding treasury shares) of the Company at the time of issuance of shares, and that such authority shall continue in force until the conclusion of the next annual general meeting." *(Resolution 7)*
- 7) **Proposed Amendments to the By-Laws of the Employees' Share Option Scheme ("ESOS")**

"THAT, the proposed amendments to the By-Laws of the ESOS as set out in Appendix II of the Circular to Shareholders dated 25 April 2014, be and are hereby approved AND THAT The Directors of the Company be and are hereby authorised to do all such acts as are necessary and/or expedient to give full effect to the proposed amendments." *(Resolution 8)*
- 8) **Renewal of Share Buy-Back Authority**

"THAT, subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("BMSB") and any applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised to:-
 - i) purchase shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, provided that the aggregate number of shares bought pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company as quoted on BMSB as at the time of purchase and the total funds allocated shall not exceed the total retained earnings and share premium of the Company which would otherwise be available for dividends AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next annual general meeting of the Company (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or upon the expiration of the period within which the next annual general meeting is required by law to be held, whichever occurs first);
 - ii) retain the shares so purchased as treasury shares or cancel them or both, with an appropriate announcement to be made to BMSB in respect of the intention of the Directors whether to retain the shares so purchased as treasury shares or cancel them or both together with the rationale of the decision so made;
 - iii) deal with the shares purchased in the manner prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of BMSB and any other relevant authorities for the time being in force; and
 - iv) take all such steps as are necessary or expedient to implement or to effect the purchase of the shares."
- 9) To transact any other business that may be transacted at an annual general meeting, due notice of which shall have been previously given in accordance with the Companies Act, 1965 and the Company's Articles of Association. *(Resolution 9)*

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders for the payment of the tax-exempt final dividend of 4.5 sen per ordinary share of RM1.00 each in respect of the financial year ended 31 December 2013 under **Resolution 1** at the 48th AGM, the dividend will be paid to the shareholders on 16 July 2014. The entitlement for the dividend shall be 30 June 2014.

Shareholders of the Company will only be entitled to the dividend in respect of:-

- a) Securities transferred into their securities account before 4:00 p.m. on 30 June 2014; and
- b) Securities bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Yong Lai Sim
Ghee Yoke Ping
Secretaries

Petaling Jaya
25 April 2014

NOTES:

Proxy

- 1) A member of the Company entitled to attend and on a poll, vote at the meeting, is entitled to appoint a proxy or proxies to attend and to vote in his stead. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 are not applicable to the Company.
- 2) In the case of a corporate member, the instrument appointing a proxy or proxies shall be (a) under its Common Seal or (b) under the hand of its attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
- 3) A member shall, subject to Paragraph (4) below, be entitled to appoint no more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- 4) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 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) The original instrument appointing a proxy must be deposited at the Registered Office of the Company situated at A-12-01, Level 12, Block A, PJ8, No. 23 Jalan Barat, Seksyen 8, 46050 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the meeting.

Record of Depositors

- 6) For the purpose of determining a member who shall be entitled to attend this 48th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 59A(b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 14 May 2014. Only a depositor whose name appears on the Record of Depositors as at 14 May 2014 shall be entitled to attend the said meeting or appoint proxy or proxies to attend and/or vote on his/her behalf.

Directors' Report and Audited Financial Statements

- 7) Item 1 of the Agenda 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 will not be put forward for voting.

Explanatory Notes to Special Business

- 8) **Resolution 6**, if passed, will allow Dato' Haji Abu Hanifah bin Noordin to continue to serve the Company in the capacity as Independent Non-Executive Director. Dato' Hanifah has served as an Independent Non-Executive Director for a cumulative term of more than 9 years. As at the date of this notice of the AGM, Dato' Hanifah has served the Company in a non-executive capacity for 23 years. Dato' Hanifah has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. He does not have any conflict of interest with the Company and has not entered/is not expected to enter into any contact with the Company or its subsidiaries. The Board, therefore, considers Dato' Hanifah to be independent and believes that Dato' Hanifah should be retained as Independent Non-Executive Director.
- 9) **Resolution 7**, if passed, will empower the Directors to issue new shares up to 10% of the issued share capital (excluding treasury shares) of the Company at the time of issuance, for purposes of funding future investment projects, working capital, acquisitions and/or so forth. The approval is a renewed general mandate and is sought to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares for fund raising activities, including placement of shares. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the next AGM. The Company has not issued any new shares under the general authority given at the last AGM.
- 10) **Resolution 8**, if passed, will give more flexibility in the administration of the ESOS by the ESOS Committee besides stimulating greater commitment, productivity and efforts by eligible participants towards the performance of the MFCB Group. Full details of the proposed amendments to the ESOS By-Laws are set out in Appendix II of the Circular to Shareholders dated 25 April 2014 accompanying the Annual Report 2013.
- 11) **Resolution 9**, if passed, will give the Company the authority to purchase its own ordinary shares of up to ten per cent (10%) of the issued and paid-up share capital of the Company at the time of purchase ("Share Buy-Back"). This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM after that date is required by the law to be held, whichever occurs first.

For further information, please refer to the Share Buy-Back Statement dated 25 April 2014 which is circulated together with the Company's Annual Report 2013.

Statement Accompanying Notice of Annual General Meeting

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

No individual is seeking election as a Director at the forthcoming 48th AGM of the Company.