



NOVA MSC BERHAD (591898-H)

Notice Of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Nova MSC Berhad ("NOVAMSC" or the "Company") will be held at Bukit Jali Golf & Country Resort, Jalan 3/155B, Bukit Jali 57000 Kuala Lumpur on Tuesday, 30 September 2014 at 3:30p.m. or immediately upon the conclusion or adjournment, as the case may be of the Twelfth Annual General Meeting of NOVAMSC, which has been scheduled to be held at the same venue on the same day at 3:00 p.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

AGENDA

- ORDINARY RESOLUTION 1
PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF NOVAMSC FROM RM50,000,000 COMPRISING 500,000,000 ORDINARY SHARES OF RM0.10 EACH IN NOVAMSC ("NOVAMSC SHARES") TO RM100,000,000 COMPRISING 1,000,000,000 NOVAMSC SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")**

"THAT, subject to the passing of Ordinary Resolutions 2 and 3 and approvals being obtained from all relevant authorities and/or parties (where required), the authorised share capital of the Company be and is hereby increased from fifty million ringgit (RM50,000,000) divided into 500,000,000 NOVAMSC Shares to one hundred million ringgit (RM100,000,000) divided into 1,000,000,000 NOVAMSC Shares, by the creation of an additional 500,000,000 NOVAMSC Shares."
- ORDINARY RESOLUTION 2
PROPOSED PRIVATE PLACEMENT OF UP TO 20% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF NOVAMSC ("PROPOSED PRIVATE PLACEMENT")**

"THAT, subject to the passing of Ordinary Resolutions 1 and 3, and approvals being obtained from all relevant authorities and/or parties (where required), approval be and is hereby given to the Board of Directors of NOVAMSC ("Board") to allot and issue up to 20% of the issued and paid-up share capital of NOVAMSC ("Placement Share(s)") to investors which are to be identified later including Raden Corporation Sdn Bhd ("Raden") and at an issue price to be determined on the basis as stated in Section 2.1.2 of the Circular. The discount for the issue price of the Placement Shares, if any, shall not be more than 10% to the five (5)-day volume weighted average market price ("VWAMP") of NOVAMSC Shares immediately preceding the price-fixing date. In any event, the issue price of the Placement Shares shall not be lower than the par value of NOVAMSC Shares of RM0.10 each; THAT the proceeds of the Proposed Private Placement be utilised for the purposes as set out in the Circular to shareholders of the Company dated 15 September 2014, and the Directors be authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities, where required; THAT the Placement Shares will, upon allotment and issuance, rank pari passu in all respects with the existing NOVAMSC Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Placement Shares; AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement."
- ORDINARY RESOLUTION 3
PROPOSED ALLOCATION OF UP TO 49,408,140 PLACEMENT SHARES, REPRESENTING 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF NOVAMSC TO RADEN ("PROPOSED ALLOCATION")**

"THAT, subject to the passing of Ordinary Resolutions 1 and 2, and approvals being obtained from all relevant authorities and/or parties (where required), approval and authority are hereby given to the Board at any time and from time to time to allot and issue up to 49,408,140 Placement Shares representing 10% of the issued and paid-up share capital of NOVAMSC to Raden and at an issue price to be determined on the basis as stated in Section 2.1.2 of the Circular. The discount for the issue price of the Placement Shares, if any, shall not be more than 10% to the five (5)-day VWAMP of NOVAMSC Shares immediately preceding the price-fixing date. In any event, the issue price of the Placement Shares shall not be lower than the par value of NOVAMSC Shares of RM0.10 each."

By Order of the Board

TAN KOK AUN (MACS01564)
WONG WAI YIN (MAICSA7003000)

Company Secretaries
Kuala Lumpur

15 September 2014

Notes:-

- In respect of the deposited securities, only members whose names appear in the Record of Depositors on **23 September 2014** shall be eligible to attend the meeting.
- A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote on his/her behalf. A proxy may but need not be a member of the Company.
- 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 account it holds.
- Where a member appoints two or more proxies, the appointment shall be invalid unless the member specified the proportion of his/her shareholdings to be represented by each proxy.
- 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 its Common seal, or the hand of its attorney duly authorised.
- All proxy forms must be deposited at the Registered Office of the Company situated at No. 1 & 1A, 2nd Floor (Room 2), Jalan Ipoh Kecil, 50350 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.