



NOVA MSC BERHAD

(Company No.: 591898-H)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Nova MSC Berhad (“**NOVAMSC**” or the “**Company**”) will be held at Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, on Thursday, 27 August 2015 at 3:15 p.m. or immediately following the conclusion or adjournment of the 13th Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 3:00 p.m., whichever shall be later, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES’ SHARE OPTION SCHEME OF UP TO 30% OF THE ISSUED AND PAID-UP SHARE CAPITAL (EXCLUDING TREASURY SHARES, IF ANY) OF NOVA MSC BHD (‘PROPOSED NEW ESOS’)

“THAT, subject to the approval of all the relevant authorities and/or parties (where required), including but not limited to, the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the new ordinary shares of the Company to be issued hereunder, the Board of Directors (“**Board**”) be and is hereby authorised to:-

- (i) establish and administer the new employees’ share option scheme of up to thirty percent (30%) of the issued and paid-up share capital (excluding treasury shares, if any) of the Company at any one time over the duration of the scheme for the eligible Directors and employees of NOVAMSC and its subsidiary companies (“**NOVAMSC Group**” or “**Group**”) (excluding subsidiaries which are dormant) (“**Proposed New ESOS**”) in accordance with the provisions of the by-laws of the Proposed New ESOS as set out in **Appendix I (“By-Laws”)** of this Circular to Shareholders of the Company dated 5 August 2015 (“**Circular**”) and to give effect to the Proposed New ESOS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (ii) allot and issue from time to time such number of new ordinary shares of RM0.10 each in NOVAMSC (“**Shares**”) as may be required to be issued pursuant to the exercise of the options under Proposed New ESOS provided that the aggregate number of new Shares to be allotted and issued pursuant to this resolution shall not exceed in aggregate of thirty percent (30%) of the total issued and paid-up share capital of the Company at any point of time during the duration of the Proposed New ESOS and such new Shares issued shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Shares in issue, save and except that the new Shares so issued will not be entitled to any right, dividend, allotment and/or other forms of distributions, the entitlement date of which is declared or paid prior to the date of allotment of the new Shares to be issued upon the exercise of the options; and
- (iii) add, amend, modify and/or delete all or any part of the terms and conditions governing the Proposed New ESOS including the By-Laws from time to time provided that such addition, amendment, modification and/or deletions are effected in accordance with the provisions of the By-Laws relating to the addition, amendment, modification and/or deletion and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed New ESOS.”

THAT, any one (1) director and/or the secretary of the Company be and is hereby authorised to do all things necessary and to make the necessary applications to Bursa Securities for the listing of and quotation for any new Shares that may hereafter from time to time be issued and allotted pursuant to the Proposed New ESOS;

AND THAT the By-Laws of the Proposed New ESOS, as set out in **Appendix I** of this Circular which is in compliance with the ACE Market Listing Requirements of Bursa Securities (“**Listing Requirements**”), be and is hereby approved and adopted.”

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF OPTIONS TO Y.A.M. TUNKU DATO' SERI NADZARUDDIN IBNI ALMARHUM TUANKU JA'AFAR

"**THAT**, subject to the passing of Ordinary Resolution 1 above and the approval of all the relevant authorities and/or parties (where required), including but not limited to, the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of the Company to be issued under the Proposed New ESOS, the Board be and is hereby authorised at any time and from time to time to offer and to grant Y.A.M. Tunku Dato' Seri Nadzaruddin ibni Almarhum Tuanku Ja'afar, the Chairman/Non-Executive Non-Independent Director of the Company, options to subscribe for new Shares under the Proposed New ESOS subject always to the following provisions:-

- (i) the number of new Shares to be made available under the Proposed New ESOS shall not exceed in aggregate thirty percent (30%) of the total issued and paid-up share capital of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed New ESOS when an offer is made;
- (ii) not more than 70% of the total number of Shares to be issued pursuant to the Proposed New ESOS would be allocated, in aggregate, to him and senior management who are eligible for participation in the Proposed New ESOS;
- (iii) he must not participate in the deliberation or discussion of his own allocation of the number of Options to be offered to him under the Proposed New ESOS;
- (iv) not more than ten percent (10%) of the new Shares available under the Proposed New ESOS shall be allocated to him, if he, either singly or collectively through Persons Connected (as defined in the Listing Requirements) with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company;

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

AND THAT, the Board be further authorised to allot and issue such number of new Shares pursuant to the Proposed New ESOS to him from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF OPTIONS TO CHAN WING KONG

"**THAT**, subject to the passing of Ordinary Resolution 1 above and the approval of all the relevant authorities and/or parties (where required), including but not limited to, the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of the Company to be issued under the Proposed New ESOS, the Board be and is hereby authorised at any time and from time to time to offer and to grant Chan Wing Kong, the Chief Executive Officer of the Company, options to subscribe for new Shares under the Proposed New ESOS subject always to the following provisions:-

- (i) the number of new Shares to be made available under the Proposed New ESOS shall not exceed in aggregate thirty percent (30%) of the total issued and paid-up share capital of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed New ESOS when an offer is made;
- (ii) not more than 70% of the total number of Shares to be issued pursuant to the Proposed New ESOS would be allocated, in aggregate, to him and senior management who are eligible for participation in the Proposed New ESOS;
- (iii) he must not participate in the deliberation or discussion of his own allocation of the number of Options to be offered to him under the Proposed New ESOS;

- (iv) not more than ten percent (10%) of the new Shares available under the Proposed New ESOS shall be allocated to him, if he, either singly or collectively through Persons Connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

AND THAT, the Board be further authorised to allot and issue such number of new Shares pursuant to the Proposed New ESOS to him from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO SURESH PARTHASARATHY

"**THAT**, subject to the passing of Ordinary Resolution 1 above and the approval of all the relevant authorities and/or parties (where required), including but not limited to, the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of the Company to be issued under the Proposed New ESOS, the Board be and is hereby authorised at any time and from time to time to offer and to grant Suresh Parathasarathy, the Non-Executive Non-Independent Director of the Company, options to subscribe for new Shares under the Proposed New ESOS subject always to the following provisions:-

- (i) the number of new Shares to be made available under the Proposed New ESOS shall not exceed in aggregate thirty percent (30%) of the total issued and paid-up share capital of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed New ESOS when an offer is made;
- (ii) not more than 70% of the total number of Shares to be issued pursuant to the Proposed New ESOS would be allocated, in aggregate, to him and senior management who are eligible for participation in the Proposed New ESOS;
- (iii) he must not participate in the deliberation or discussion of his own allocation of the number of Options to be offered to him under the Proposed New ESOS;
- (iv) not more than ten percent (10%) of the new Shares available under the Proposed New ESOS shall be allocated to him, if he, either singly or collectively through Persons Connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

AND THAT, the Board be further authorised to allot and issue such number of new Shares pursuant to the Proposed New ESOS to him from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF OPTIONS TO DR VICTOR JOHN STEPHEN PRICE

"**THAT**, subject to the passing of Ordinary Resolution 1 above and the approval of all the relevant authorities and/or parties (where required), including but not limited to, the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of the Company to be issued under the Proposed New ESOS, the Board be and is hereby authorised at any time and from time to time to offer and to grant Dr Victor John Stephen Price, the Non-Executive Independent Director of the Company, options to subscribe for new Shares under the Proposed New ESOS subject always to the following provisions:-

- (i) the number of new Shares to be made available under the Proposed New ESOS shall not exceed in aggregate thirty percent (30%) of the total issued and paid-up share capital of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed New ESOS when an offer is made;
- (ii) not more than 70% of the total number of Shares to be issued pursuant to the Proposed New ESOS would be allocated, in aggregate, to him and senior management who are eligible for participation in the Proposed New ESOS;
- (iii) he must not participate in the deliberation or discussion of his own allocation of the number of Options to be offered to him under the Proposed New ESOS;
- (iv) not more than ten percent (10%) of the new Shares available under the Proposed New ESOS shall be allocated to him, if he, either singly or collectively through Persons Connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

AND THAT, the Board be further authorised to allot and issue such number of new Shares pursuant to the Proposed New ESOS to him from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF OPTIONS TO ONN KIEN HOE

"**THAT**, subject to the passing of Ordinary Resolution 1 above and the approval of all the relevant authorities and/or parties (where required), including but not limited to, the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of the Company to be issued under the Proposed New ESOS, the Board be and is hereby authorised at any time and from time to time to offer and to grant Onn Kien Hoe, the Non-Executive Independent Director of the Company, options to subscribe for new Shares under the Proposed New ESOS subject always to the following provisions:-

- (i) the number of new Shares to be made available under the Proposed New ESOS shall not exceed in aggregate thirty percent (30%) of the total issued and paid-up share capital of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed New ESOS when an offer is made;
- (ii) not more than 70% of the total number of Shares to be issued pursuant to the Proposed New ESOS would be allocated, in aggregate, to him and senior management who are eligible for participation in the Proposed New ESOS;
- (iii) he must not participate in the deliberation or discussion of his own allocation of the number of Options to be offered to him under the Proposed New ESOS;

- (iv) not more than ten percent (10%) of the new Shares available under the Proposed New ESOS shall be allocated to him, if he, either singly or collectively through Persons Connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

AND THAT, the Board be further authorised to allot and issue such number of new Shares pursuant to the Proposed New ESOS to him from time to time pursuant to the exercise of such options."

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF OPTIONS TO DATO' DR CHUA HOCK HOO

"**THAT**, subject to the passing of Ordinary Resolution 1 above and the approval of all the relevant authorities and/or parties (where required), including but not limited to, the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of the Company to be issued under the Proposed New ESOS, the Board be and is hereby authorised at any time and from time to time to offer and to grant Dato' Dr Chua Hock Hoo, the Non-Executive Independent Director of the Company, options to subscribe for new Shares under the Proposed New ESOS subject always to the following provisions:-

- (i) the number of new Shares to be made available under the Proposed New ESOS shall not exceed in aggregate thirty percent (30%) of the total issued and paid-up share capital of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed New ESOS when an offer is made;
- (ii) not more than 70% of the total number of Shares to be issued pursuant to the Proposed New ESOS would be allocated, in aggregate, to him and senior management who are eligible for participation in the Proposed New ESOS;
- (iii) he must not participate in the deliberation or discussion of his own allocation of the number of Options to be offered to him under the Proposed New ESOS;
- (iv) not more than ten percent (10%) of the new Shares available under the Proposed New ESOS shall be allocated to him, if he, either singly or collectively through Persons Connected with him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed New ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

AND THAT, the Board be further authorised to allot and issue such number of new Shares pursuant to the Proposed New ESOS to him from time to time pursuant to the exercise of such options."

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 20 August 2015. Only a depositor whose name appears on the Record of Depositors as at 20 August 2015 shall be entitled to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board
NOVA MSC BERHAD

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

Kuala Lumpur
5 August 2015

Notes:-

1. *In respect of the deposited securities, only members whose names appear in the Record of Depositors on 20 August 2015 shall be eligible to attend the meeting.*
2. *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.*
3. *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.*
4. *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.*
5. *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.*
6. *All Forms of Proxy 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.*