



**IFCA MSC BERHAD**  
(Company No. 453392-T)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of IFCA MSC Berhad ("IFCA" or the "Company") will be held at Greens III, Club House, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Friday, 30 October 2015 at 10.00 a.m. or any adjournment thereof for the purpose of considering and if thought fit, passing with or without modification, the following ordinary resolutions:-

**ORDINARY RESOLUTION 1**

**PROPOSED AUTHORITY FOR IFCA TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF ITS ISSUED AND FULLY PAID-UP SHARE CAPITAL ("PROPOSED SHARE BUY-BACK AUTHORITY")**

"**THAT** subject to the Companies Act, 1965 (the "Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and any other relevant authority, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares of RM0.10 each in the issued and fully paid-up share capital of the Company through Bursa Securities upon such terms and conditions as the Directors may deem fit and in the best interest of the Company provided that:-

- the aggregate number of shares so purchased and/or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the total issued and fully paid-up capital of the Company at any point in time; and
- the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits and/or share premium of the Company;

**AND THAT** the Directors be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 67A of the Act) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares and/or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force;

**AND THAT** the Directors be and are hereby empowered to do all acts and things (including the opening and maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991 and to take all such steps and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations (if any) as may be imposed by the relevant authorities;

**AND FURTHER THAT** the authority conferred by this ordinary resolution shall be effective immediately upon passing of this ordinary resolution and shall continue in force until the conclusion of the next annual general meeting ("AGM") of the Company or the expiry of the period within which the next AGM of the Company is required by law to be held (whichever is earlier), unless earlier revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting, but shall not prejudice the completion of purchase(s) by the Company before that aforesaid expiry date and in any event in accordance with the provisions of the Listing Requirements and other relevant authorities."

**ORDINARY RESOLUTION 2**

**PROPOSED ACQUISITION OF THE BUSINESS OF PT IFCA CONSULTING INDONESIA ("PICI") BY IFCA FOR A TOTAL PURCHASE CONSIDERATION OF RM32.0 MILLION TO BE SATISFIED THROUGH A COMBINATION OF CASH AMOUNTING TO RM16.0 MILLION AND ISSUANCE OF 16,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN IFCA ("IFCA SHARE(S)" OR "SHARE(S)") AT AN ISSUE PRICE OF RM1.00 PER IFCA SHARE ("PROPOSED ACQUISITION")**

"**THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities being obtained, where required, and pursuant to the terms and conditions of the business sale agreement dated 3 September 2015 between IFCA and PICI in relation to the Proposed Acquisition, approval be and is hereby given for IFCA to acquire the business of PICI for a total purchase consideration of RM32,000,000, to be satisfied through a combination of cash amounting to RM16,000,000 and issuance of 16,000,000 new IFCA Shares at an issue price of RM1.00 per IFCA Share ("**Consideration Share(s)**");

**THAT**, such Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respect with the then existing Shares in the Company, save and except that the Consideration Shares so issued will not be entitled to any dividend, right, allotment and/or other distributions that may be declared, made or paid, the entitlement date of which precedes the date of allotment of the Consideration Shares;

**AND THAT**, the Directors of the Company, in order to implement, give full effect and complete the Proposed Acquisition, be hereby empowered and authorised to do or procure to be done all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as the Company may deem necessary, expedient, and/or appropriate to implement, give effect to and complete the Proposed Acquisition with full power to assent to any condition, variation, modification and/or amendment as may be required by any relevant authority and/or party to give full effect to the Proposed Acquisition."

**BY ORDER OF THE BOARD**

**YAP KIM SING** (LS0001376)  
**WONG KAM KHAN** (MIA No. 3153)  
Company Secretaries  
Kuala Lumpur  
15 October 2015

**Notes:-**

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of a proxy and the provisions of Section 149(1)(a), (b) and (c) of the Companies Act, 1965 shall not apply to the Company.
- 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 the corporation's Seal or under the hand of an officer or attorney duly authorised.
- Where a member appoints more than one (1) proxy to attend the same meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- 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 credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee as defined under the SICDA, 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.
- Where the authorised nominee or an exempt authorised nominee appoints two (2) or more proxies, the proportion of the shareholdings to be represented must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy or proxies duly completed Form of Proxy must be deposited at the registered office of the Company situated at 24B, Persiaran Zaaba, Taman Tun Dr. Ismail, 60000 Kuala Lumpur not less than forty eight (48) hours before the time for holding the meeting, i.e. on or before 10.00 a.m., Wednesday, 28 October 2015.
- A depositor whose name appears in the Record of Depositors as at 23 October 2015 shall be regarded as a Member of the Company and be entitled to attend this Extraordinary General Meeting or appoint a proxy to attend and vote on his behalf.