



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of IFCA MSC Berhad ("the Company") will be held at the Auditorium, IFCA MSC Berhad, Block F2, No. 19, Jalan Pju 1/42A, Dataran Prima, 47301 Petaling Jaya, Selangor on Friday, 26 May 2017 at 10.00 a.m. to transact the following business:-

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 2**
2. To approve the payment of a final single-tier dividend of 0.5 sen per ordinary share in respect of the financial year ended 31 December 2016. **Resolution 1**
3. To approve the payment of Directors' fees of RM172,000.00 for the financial year ended 31 December 2016. **Resolution 2**
4. To re-elect Mr. Yong Keang Cheun retiring as a Director of the Company in accordance with Article 85 of the Company's Constitution and being eligible, offer himself for reelection. **Resolution 3**
5. To re-appoint Messrs UHY as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration. **Resolution 4**

As Special Business

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

6. Proposed Renewal of Authority For The Company To Purchase Its Own Shares. **Resolution 5**
("Proposed Share Buy-Back Renewal")

"**THAT** subject always to the Companies Act 2016 (the "**Act**"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution 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 in 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:-

- i) the aggregate number of shares purchased and/or held pursuant to this ordinary resolution does not exceed ten percent (10%) of the total issued shares of the Company at any point in time; and
- ii) the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends;

THAT the authority conferred by this Resolution shall commence immediately and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting;

AND THAT authority be and is hereby given to the Directors of the Company to act and take all such steps and do all things as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase."

7. To transact any other ordinary business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Notice is hereby given that the final single-tier dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2016, if approved by the shareholders at the Nineteenth Annual General Meeting, will be payable on 7 July 2017 to shareholders whose names appear in the Record of Depositors at the close of business on 14 June 2017.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 14 June 2017 in respect of transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of The Board

Wong Kam Khan (MIA 3153)

Yap Kim Sing (LS 0001376)

Company Secretaries

28 APRIL 2017

Notes:

1. Notes on Appointment of Proxy.

- a) A depositor whose name appears in the Record of Depositors as at 19 May 2017 shall be regarded as a member of the Company and be entitled to attend this Annual General Meeting or appoint a proxy to attend and vote on his behalf.
- b) 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 on his stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of a proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
- c) 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.
- d) 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.
- e) 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.
- f) The instrument appointing a proxy or proxies duly completed 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, 24 May 2016.

2. Audited Financial Statement for the financial year ended 31 December 2016

The Audited Financial Statement in Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Acts 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

Explanatory Notes on Special Business:

1. Ordinary Resolution 5 – Proposed Share Buy-Back Renewal

The proposed resolution, if passed, will allow the Company to purchase the Company's own shares through Bursa Securities up to ten percent (10%) of the issued shares of the Company by utilising the funds allocated which shall not exceed the aggregate of the retained profits of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next AGM of the Company.

Further information on the Proposed Share Buy-Back Renewal are set out in the Share Buy-Back Statement dated 28 April 2017 which is dispatched together with the Company's Annual Report for the year ended 2016.