



NOVA MSC BERHAD

(Company No.: 591898-H)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeen (17th) Annual General Meeting ("AGM") of the Company will be held at Greens I, Golf Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday 28 August 2019 at 2.00 p.m. for following purposes :-

AS ORDINARY BUSINESS

- To receive and adopt the Audited Accounts for the year ended 31 March 2019, together with the Reports of Directors and Auditors thereon. Refer to Explanatory Note (i)
- Y.A.M. Tunku Dato' Seri Nadzaruddin Ibi Almarhum Tuanku Ja'afar who retires as Director pursuant to Article 96 of the Company's Articles of Association. (Refer to Explanatory Note 7)
- To re-elect the following Directors who retires as Director pursuant to Article 101 of the Company's Articles of Association:
 - David Choo Boon Leong (Resolution 1)
 - Lai Teik Kin (Resolution 2)
- To approve the payment of Directors' fees of RM200,000 for the year ended 31 March 2019 (Resolution 3)
- To appoint Messrs. Folks DFK & Co. as Auditors of the Company and to authorize the Directors to fix the Auditors' remuneration. (Resolution 4)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:-

- ORDINARY RESOLUTION 1** (Resolution 5)
SECTION 75 AND 76 OF THE COMPANIES ACT 2016. (Refer to Explanatory Note (ii))
"THAT pursuant to Section 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant regulatory authorities, the Directors be and are hereby authorized to issue shares in the Company, at any time and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution shall not exceed 10% of the issued capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company
- SPECIAL RESOLUTION** (Resolution 6)
PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION") Refer to Explanatory note (iii)
"THAT the Company's existing Memorandum and Articles of Association be deleted in its entirety and in place thereof, the new Constitution of the Company as set out in Appendix A to this Notice be and is hereby adopted as the Constitution of the Company with immediate effect; AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with the full power to assent to any conditions, modification, and/or amendments as may be required by any relevant authorities to give effect to the Proposed Adoption."
- To transact any other business for which due notice has been given.

BY ORDER OF THE BOARD

Tan Kok Aun (MACS 01564)
Nip Chee Sien (MAICSA 7066996)
Company Secretaries
Kuala Lumpur
31 July 2019

Notes :

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 August 2019 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each account it holds.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- Where a member appoints two or more proxies, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hands 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 authorized.
- The Proxy Form must be deposited with the Share Registrar of the Company at Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn. Bhd.), Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- Retirement of Director**
Y.A.M. Tunku Dato' Seri Nadzaruddin Ibi Almarhum Tuanku Ja'afar who was appointed as Non-Executive Non-Independent Director on 27 June 2003 will retire in accordance with Article 96 of the Company's Articles of Association. He has expressed his intention not to seek re-election. Hence, he will retain office until the conclusion of the Seventeenth (17th) AGM.

B. Explanatory Notes

- Agenda on item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders, and hence is not put forward for voting.

(ii) Resolution 5 - Authority to Issue Shares

The proposed Resolution 5 is a renewal mandate for the issue of shares under Section 75 and 76 of the Act. If passed, it will give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares (other than bonus or rights issue) and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

This is the renewal of mandate obtained from the shareholders at the last AGM held on 28 August 2018 ("the Previous Mandate").

For further information, please refer to the Statement Accompanying Notice of AGM as enclosed.

The purpose of this general mandate is to eliminate the need to seek shareholders' approval to convene general meeting(s) from time to time as and when the Company issues new shares for future business opportunities and thereby reducing administrative time and cost associated. The Directors would utilise the proceeds raised from this mandate for working capital and/or funding future investment project and/or acquisition or such other applications they may in their absolute discretion deem fit.

(iii) Resolution 6 - Special Resolution Proposed Adoption of New Constitution

The proposed Special Resolution, if passed, will align with the Company's Constitution with the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the Listing Requirements of Bursa Malaysia Securities Berhad for ACE Market.

- The Personal Data Protection Act, 2010 which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorize the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorization of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.