



**NOVA MSC BERHAD**  
(Registration No. 200201024235 (591898-H))  
(Incorporated in Malaysia)

## 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 Redang Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasia 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on Friday, 17 January 2020 at 2.30 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

### ORDINARY RESOLUTION 1

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,095,106,469 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES ("ICPS") ("RIGHTS ICPS") IN NOVAMSC AT THE ISSUE PRICE OF RM0.01 PER RIGHTS ICPS ON THE BASIS OF 8 RIGHTS ICPS FOR EVERY 3 EXISTING ORDINARY SHARES IN NOVAMSC ("NOVAMSC SHARES") HELD ON AN ENTITLEMENT DATE TO DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED RIGHTS ISSUE")**

"**THAT** subject to the passing of Ordinary Resolution 2 and the Special Resolution and subject to all approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Board of Directors of NOVAMSC ("**Board**") to:

- (i) provisionally issue and allot by way of a renounceable rights issue of up to 2,095,106,469 Rights ICPS to the shareholders of NOVAMSC whose names appear in the Record of Depositors of the Company at the close of business on the Entitlement Date ("**Entitled Shareholders**") and/or their renouces/transferees, on the basis of 8 Rights ICPS for every 3 existing NOVAMSC Shares held on the Entitlement Date; and
- (ii) issue and allot such number of new NOVAMSC Shares credited to the holders of the Rights ICPS arising from the conversion of the Rights ICPS into new NOVAMSC Shares during the tenure of the Rights ICPS;

**THAT** the Rights ICPS shall be issued based on the terms and conditions as set out in Appendix I of the Circular to Shareholders of the Company date 26 December 2019 ("**Circular**");

**THAT** any Rights ICPS which are not validly taken up or which are not allotted for any reason whatsoever to Entitled Shareholders on the Entitlement Date and/or their renouces/transferees, if applicable, shall be made available for excess applications in a fair and equitable manner and to such persons as the Board shall determine at its absolute discretion;

**THAT** the new NOVAMSC Shares to be issued arising from the conversion of the Rights ICPS shall be listed on the ACE Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**");

**THAT** the proceeds of the Proposed Rights Issue and Proposed Placement (as defined below) be utilised for the purposes as set out in Section 3 of the Circular and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities, if required;

**THAT** the new NOVAMSC Shares to be issued arising from the conversion of the Rights ICPS shall, upon allotment, issuance and full payment of the conversion price of the Rights ICPS of RM0.04 for 1 new NOVAMSC Share, rank *pari passu* in all respects with the then existing issued NOVAMSC Shares, except that the holders of such new NOVAMSC Shares shall not be entitled to any dividends, rights, allotments and/or other distributions in respect of which the entitlement date is prior to the date of allotment of such new NOVAMSC Shares to be issued pursuant to the conversion of the ICPS;

**THAT** the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Rights Issue with full powers to assent to any conditions, variations, modifications and/or amendments to the terms of the Proposed Rights Issue as may be required or imposed by any relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Rights Issue;

**AND THAT** this Ordinary Resolution constitutes specific approval for the issuance of NOVAMSC Shares and securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all the Rights ICPS and new NOVAMSC Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been allotted and issued in accordance with the terms of the Proposed Rights Issue."

### ORDINARY RESOLUTION 2

**PROPOSED PLACEMENT OF 420,000,000 NEW ICPS TO STONE VILLA LIMITED ("STONE VILLA") AT THE ISSUE PRICE OF RM0.01 PER ICPS ("PLACEMENT ICPS") ("PROPOSED PLACEMENT")**

"**THAT** subject to passing of Ordinary Resolution 1 and the Special Resolution and subject to all approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Board to allot and issue 420,000,000 Placement ICPS to Stone Villa, at the issue price of RM0.01 per Placement ICPS;

**THAT** the Placement ICPS shall be issued based on the terms and conditions as set out in Appendix I of the Circular;

**THAT** the new NOVAMSC Shares to be issued arising from the conversion of the Placement ICPS shall be listed on the ACE Market of Bursa Securities;

**THAT** the proceeds of the Proposed Placement and Proposed Rights Issue be utilised for the purposes as set out in Section 3 of the Circular and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities, if required;

**THAT** the new NOVAMSC Shares to be issued arising from the conversion of the Placement ICPS shall, upon allotment, issuance and full payment of the conversion price of the Placement ICPS of RM0.04 for 1 new NOVAMSC Share, rank *pari passu* in all respects with the then existing issued NOVAMSC Shares, except that the holders of such new NOVAMSC Shares shall not be entitled to any dividends, rights, allotments and/or other distributions in respect of which the entitlement date is prior to the date of allotment of such new NOVAMSC Shares to be issued pursuant to the conversion of the ICPS;

**THAT** the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Placement with full powers to assent to any conditions, variations, modifications and/or amendments to the terms of the Proposed Placement as may be required or imposed by any relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Placement;

**AND THAT** this Ordinary Resolution constitutes specific approval for the issuance of NOVAMSC Shares and securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all the Placement ICPS and new Shares to be issued pursuant to or in connection with the Proposed Placement have been allotted and issued in accordance with the terms of the Proposed Placement."

### SPECIAL RESOLUTION

**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY ("PROPOSED AMENDMENTS")**

"**THAT** subject to the passing of Ordinary Resolution 1 and the Ordinary Resolution 2 and subject to all approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given for the Proposed Amendments as set out in Appendix I of the Circular to facilitate the issuance of ICPS pursuant to the Proposed Rights Issue and Proposed Placement;

**AND THAT** the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give full effect to and complete the Proposed Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Amendments."

### BY THE ORDER OF THE BOARD

**TAN KEAN WAI**  
(MAICSA 7056310)  
Company Secretary

Kuala Lumpur  
26 December 2019

#### Notes:

- (i) Only members whose names appear in the Record of Depositors as at 10 January 2020 ("**General Meeting Record of Depositors**") shall be eligible to attend, participate, speak and vote at this Meeting as well as for appointment of any person as his proxy(ies) to exercise all or any of his rights to attend, participate, speak and vote at the Meeting on his stead.
- (ii) Where a member of the Company is an exempt authorised nominee ("**EAN**") as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
- (iii) A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- (iv) Where a member appoints more than 1 proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- (v) The instrument appointing a proxy shall be in writing under the hands of the appointer or of 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. An instrument appointing a proxy to vote at this Meeting shall be deemed to include the power to demand a poll on behalf of the appointer.
- (vi) The instrument appointing a proxy or Form of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited with the Share Registrar of the Company at Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd), 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof at which the person named in such instrument proposes to vote. Faxed, photocopied, and electronically scanned copies of the duly executed Form of Proxy are not acceptable.