**THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

**Bursa Malaysia Securities Berhad has not perused the Share Buy-Back Statement prior to its issuance as it is an exempt document. Bursa takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.**

# IFCA MSC BERHAD

Reg. No.: 199701037892 (453392-T)
(Incorporated in Malaysia)

## SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

The above Proposals will be tabled as Special Business at IFCA MSC Berhad's Twenty-Fifth Annual General Meeting ("25th AGM") to be held at the Auditorium, IFCA MSC Berhad, Block F2, No. 19, Jalan PJU 1/42A, Dataran Prima, 47301 Petaling Jaya, Selangor on Monday, 29 May 2023, at 10.00 a.m.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on his/her behalf. In such event, the Form of Proxy should be lodged at the registered office of the Company at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on or before the date and time indicated below. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy..... : 26 May 2023 at 10.00 a.m.

Date and time of the 25th AGM ..... : 29 May 2023 at 10.00 a.m.

This Statement is dated 20 April 2023

## DEFINITIONS

For ease of reference, all definitions or abbreviations in this Statement shall be define herein:-

| | | |
|---|---|---|
| "Act" | : | Companies Act 2016 as amended from time to time and any re-enactment thereof |
| "AGM" | : | Annual General Meeting |
| "Board" | : | Board of Directors of IFCA |
| "Bursa Securities" | : | Bursa Malaysia Securities Berhad (Company No. 635998-W) |
| "Code" | : | Malaysian Code on Take-Overs & Mergers 2016, and any amendments made thereto from time to time |
| "Director(s)" | : | Either an executive director or a non-executive director within the meaning of Section 2 of the Act and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company |
| "EPS" | : | Earnings per Share |
| "FYE" | : | Financial year ended/ending, as the case may be |
| "IFCA" or the "Company" | : | IFCA MSC Berhad [Reg. No.: 199701037892 (453392-T)] |
| "IFCA Group" or the "Group" | : | IFCA and its subsidiary companies, collectively |
| "IFCA Share(s)" or "Share(s)" | : | Ordinary share(s) of IFCA |
| "Listing Requirements" | : | ACE Market Listing Requirements of Bursa Securities and any amendments that maybe made from time to time |
| "LPD" | : | 28 March 2023 being the latest practicable date prior to the printing of this Statement |
| "Proposed Renewal of Share-Buy Back Authority" | : | Proposed renewal of the authority for the Company to purchase its own shares of up to 10% of the issued shares of the Company in accordance with Section 127 of the Act and the requirement of the Bursa Securities and/or any other relevant authorities |
| "Statement" | : | Share buy-back statement in relation to the proposed renewal of share buy-back authority |
| "Substantial Shareholder(s)" | : | A person who has an interest in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than five per centum of the total number of all the voting shares included in the company as defined under Section 136 (2) of the Act |
| Treasury Shares | : | The Shares purchased by the Company which are or will be retained in treasury and shall have the meaning given under Section 127 of the Act |

| | | |
|---|---|---|
| "Person(s) Connected" | : | In relation to any person (referred to as "said Person") means such person who falls under any one of the following categories:<br><br>(i) a family member of the said Person. Family in relation to a person means such person who falls within any one of the following categories:<br>a) spouse;<br>b) parent;<br>c) children including an adopted child and step-child;<br>d) brother or sister; and<br>e) spouse of the person referred to in subparagraphs (c) and (d) above.<br><br>(ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person is the sole beneficiary;<br><br>(iii) a partner of the said Person. Partner in relation to any person, means such person who fall within any one of the following categories:<br>a) a person with whom the said Person, is in or proposes to enter into partnership with. "Partnership" for this purpose refers to a "partnership" as defined in section 3 of the Partnership Act 1961 or "limited liability partnership" as defined in section 2 of the Limited Liability Partnership Act 2012, as the case maybe; or<br>b) a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not.<br><br>(iv) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;<br><br>(v) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;<br><br>(vi) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or<br><br>(vii) a body corporate which is a related corporation of the said Person. |
| "RM" and "sen" | : | Ringgit Malaysia and sen respectively |

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Statement shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the tables included in this Statement between the amounts listed, actual figures and the totals thereof are due to rounding.

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**IFCA MSC BERHAD**
Reg. No.: 199701037892 (453392-T)
(Incorporated in Malaysia)

**Registered office:**
Unit 07-02, Level 7, Persoft Tower
6B Persiaran Tropicana,
Tropicana Golf & Country Resort,
47410 Petaling Jaya, Selangor.

20 April 2023

**Board of Directors**
Yong Keang Cheun *(Executive Chairman)*
Yong Kian Keong *(Executive Deputy Chairman, Acting Chief Executive Officer)*
Leong Nyu Kuan (Director of Corporate Services)
Eng Kim Haw *(Independent Non-Executive Director)*
Fung Kam Foo *(Independent Non-Executive Director)*
Norliza Binti Rasool Khan *(Independent Non-Executive Director)*

**To: The shareholders of IFCA MSC Berhad**

Dear Sir/Madam

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**
**("The Proposal")**

---

At the Twenty-Fourth (24th) AGM of IFCA held on 27 May 2022, the Company had obtained its shareholder's approval to continue the share buy-back exercise, to purchase up to ten percent (10%) of the total number of issued shares of the Company at any point of time through Bursa Securities.

The aforesaid approval shall in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM which will be held at the Auditorium, IFCA MSC Berhad, Block F2, No. 19, Jalan PJU 1/42A, Dataran Prima, 47301 Petaling Jaya, Selangor on Monday, 29 May 2023 at 10.00 a.m. unless a new mandate is obtained from the shareholders.

On 14 April 2023, the Company announced that IFCA is proposing to seek the approval of its shareholders for the resolution in respect of the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM which will be held at the Auditorium, IFCA MSC Berhad, Block F2, No. 19, Jalan PJU 1/42A, Dataran Prima, 47301 Petaling Jaya, Selangor on Monday, 29 May 2023 at 10.00 a.m.

The purpose of this Statement is to provide you with details of the Proposal and to seek your approval for the resolution pertaining to the agenda of Special Business as set out in the Annual Report 2022 of IFCA to be tabled at the forthcoming AGM.

**SHAREHOLDERS OF IFCA ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSAL AT THE FORTHCOMING AGM.**

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## 1. INFORMATION ON THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

### 1.1. Details of the Proposed Renewal of Share Buy-Back Authority

The Board of IFCA had, during the AGM held on 27 May 2022 obtained the shareholder's approval to continue the share buy-back exercise, to purchase up to 10% of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase. In accordance with the Listing Requirements governing the purchase of own shares by a listed company, the aforesaid approval will lapse at the conclusion of the forthcoming AGM unless a new mandate is obtained from the shareholders.

In connection thereto, the Company had on 14 April 2023 announced its intention to seek approval of its shareholders on the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM of the Company which will be held on Monday, 29 May 2023.

The Board proposes to seek approval from the shareholders for a renewal of authorisation to enable IFCA to purchase up to 10% of its total number of issued shares as quoted on Bursa Securities as at the point of purchase.

The Proposed Renewal of Share Buy-Back Authority shall be effective upon the passing of the resolution at the forthcoming AGM of IFCA and shall continue to remain in force until:

a) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

b) the expiration of the period within which the next AGM after that date is required by law to be held; or

c) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

### 1.2. Maximum Limit

The maximum aggregate number of Shares which may be purchased by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point of time.

The Company may purchase up to 60,829,090 Shares based on total number of issued shares of the Company of 608,290,900 Shares as at LPD. The total number of Shares purchased by the Company and being held as Treasury Shares up to and including LPD is 3,086,100 Shares. As such, the balance Shares that can be purchased by the Company taking into account the total cumulative Treasury Shares held up to LPD is 57,742,990 Shares.

The actual number of Shares to be purchase and the timing of such purchase will depend on (among others) the prevailing equity market conditions and sentiments of the stock market as well as the retained profits and financial resources available to the Company at the time of the purchase(s).

### 1.3. Treatment of Shares Purchased

In accordance with Section 127 of the Act, the Company would be able to deal with any IFCA Shares so purchased by the Company in the following manner:

a) to cancel the Purchased Shares; or

b) to retain the Purchased Shares as Treasury Shares for distribution as dividend to the Shareholders and/or resell on the market of Bursa Securities; or

c) to retain part of the Purchased Shares as Treasury Shares and cancel the remainder; or

d) to deal in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

if such Purchased Shares were held as Treasury Shares, the rights attaching to them in relation to voting, dividends and participation in any other distribution or otherwise would be suspended and the Treasury Shares would not be taken into account in calculating the number or percentage of shares or a class of shares in the Company for any purposes including the determination of substantial shareholding, take-overs, notices, the requisitioning of meetings, the quorum for meeting and the result of a vote on resolution(s) at shareholders' meetings.

## 2. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority may enable the Company to utilise any of its surplus financial resources to purchase its own shares from the open market. It may stabilise the supply and demand of IFCA Shares traded on the ACE Market and thereby support its fundamental value.

The Proposed Renewal will help to enhance the value for shareholders from a resultant reduction in the number of shares in the market, all things being equal. IFCA may utilize the Treasury Shares as future dividend payout to IFCA shareholders and/or for resale in the open market should opportunities arise in the future.

## 3. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Share Buy-Back will reduce:

3.1. the financial resources of IFCA, which may result in the Group foregoing other investment opportunities that may emerge in the future;

3.2. the reserves available for distribution in the form of cash dividends to the shareholders of the Company, in the event that the purchased shares are cancelled, or if the purchased shares are held as treasury shares and are subsequently resold on Bursa Securities at a loss.

Nevertheless, the Proposed Renewal is not expected to have any potential material disadvantage to the Company and the shareholders, as it will be implemented only after careful consideration of the financial resources of the Group and its resultant impact.

## 4. FUNDING

The Proposed Renewal of Share Buy-Back Authority will allow the Directors of the Company to purchase and/or hold its own shares at any time within the abovementioned time period using funds of the Company which will be sourced via internally-generated funds of the Group. At present, the Directors of the Company have not determined the proportion of internally-generated funds of the Group to be utilised for the Proposed Share Buy-Back. The proportion of internally-generated funds of the Group to be utilised for the Proposed Share Buy-Back will only be determined at the implementation of the Proposed Share Buy-Back. The Proposed Share Buy-Back is not expected to have any material impact on the cash flow of the Company.

Depending on the quantum and the purchase price, the Proposed Renewal of Share Buy-Back Authority may reduce the working capital of the IFCA Group. Based on the Audited Financial Statements of the Company as at 31 December 2022, the Company's retained losses amounted to RM 1,103,591.

## 5. SHAREHOLDINGS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THE DIRECTORS AND/OR MAJOR SHAREHOLDERS

The following table illustrates the direct and indirect interests of Directors, Major Shareholders and Persons Connected to the Directors and/or Major Shareholders of IFCA as at LPD:

| **Directors** | **Equity interest before the Proposed Renewal of Share Buy-Back (Taking into account the treasury shares held as at LPD)** | | | | **Equity interest after the Proposed Share Buy-Back (Assuming the Share Buy-Back was implemented in full)** | | | |
|---|---|---|---|---|---|---|---|---|
| | **Direct** | | **Indirect** | | **Direct** | | **Indirect** | |
| | **No. of Shares** | **%** | **No. of Shares** | **%** | **No. of Shares** | **%** | **No. of Shares** | **%** |
| Yong Keang Cheun [1] | 3,650,045 | 0.60 | [3] 217,015,008 | 35.86 | 3,650,045 | 0.67 | [3] 217,015,008 | 39.64 |
| Yong Kian Keong [2] | 8,410,365 | 1.39 | [4] 212,254,688 | 35.07 | 8,410,365 | 1.54 | [4] 212,254,688 | 38.77 |

## 5. SHAREHOLDINGS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THE DIRECTORS AND/OR MAJOR SHAREHOLDERS (CONT'D)

| Substantial Shareholders | Equity interest before the Proposed Renewal of Share Buy-Back (Taking into account the treasury shares held as at LPD) | | | | Equity interest after the Proposed Share Buy-Back (Assuming the Share Buy-Back was implemented in full) | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| IFCA Software (Asia) Sdn. Bhd. | 208,604,643 | 34.47 | - | - | 208,604,643 | 38.10 | - | - |
| Yong Keang Cheun [1] | 3,650,045 | 0.60 | [3] 217,015,008 | 35.86 | 3,650,045 | 0.67 | [3] 217,015,008 | 39.64 |
| Yong Kian Keong [2] | 8,410,365 | 1.39 | [4] 212,254,688 | 35.07 | 8,410,365 | 1.54 | [4] 212,254,688 | 38.77 |

*Notes:*

1. *Yong Keang Cheun is the Executive Chairman as well as a substantial shareholder of IFCA*
2. *Yong Kian Keong is the Deputy Executive Chairman as well as a substantial shareholder of IFCA.*
3. *Deemed interested by virtue of his interest in IFCA Software (Asia) Sdn. Bhd. and being the brother of Yong Kian Keong, a director of IFCA Software (Asia) Sdn. Bhd.*
4. *Deemed interested by virtue of his interest in IFCA Software (Asia) Sdn. Bhd. and being the brother of Yong Keang Cheun, a director of IFCA Software (Asia) Sdn. Bhd.*

## 6. DETAILS OF PURCHASE, RESALE, TRANSFER AND CANCELLATION OF SHARES IN THE PREVIOUS TWELVE (12) MONTHS

During the previous twelve (12) months and up to the LPD, details of the purchase of IFCA Shares by the Company were as follows:-

| Date of Purchase | Total No. of Shares Purchased | Lowest Price Paid (RM) | Highest Price Paid (RM) | Average Price Paid (RM) | Total Purchase Consideration (RM) |
|---|---|---|---|---|---|
| 13 May 2022 | 322,000 | 0.295 | 0.295 | 0.295 | 95,731 |
| 6 July 2022 | 131,400 | 0.285 | 0.285 | 0.285 | 37,742 |
| 13 July 2022 | 106,600 | 0.280 | 0.280 | 0.280 | 30,081 |
| 14 July 2022 | 149,000 | 0.280 | 0.280 | 0.280 | 42,046 |
| 18 July 2022 | 80,100 | 0.280 | 0.280 | 0.280 | 22,604 |
| 19 July 2022 | 212,900 | 0.280 | 0.280 | 0.280 | 60,078 |
| 25 July 2022 | 153,900 | 0.280 | 0.280 | 0.280 | 43,429 |
| 26 July 2022 | 248,400 | 0.280 | 0.280 | 0.280 | 70,095 |
| **Total** | **1,404,300** | | | | **401,806** |

The cumulative total number of treasury shares held as at LPD, being the latest practicable date before the printing of this circular was 3,086,100 representing 0.51% of the issued and paid-up capital of IFCA. The Company has not resold or cancelled any treasury shares in the past twelve (12) months and up to the LPD.

## 7. HISTORICAL SHARE PRICES

The monthly highest and lowest market price of IFCA Shares as traded on the Bursa Securities for the past twelve (12) months from April 2022 to March 2023 are set out below: -

| | High | Low |
|---|---|---|
| | RM | RM |
| **2022** | | |
| April | 0.325 | 0.290 |
| May | 0.305 | 0.285 |
| June | 0.370 | 0.280 |
| July | 0.295 | 0.270 |
| August | 0.305 | 0.275 |
| September | 0.295 | 0.265 |
| October | 0.300 | 0.265 |
| November | 0.280 | 0.260 |
| December | 0.315 | 0.270 |
| | | |
| **2023** | | |
| January | 0.295 | 0.265 |
| February | 0.295 | 0.245 |
| March | 0.255 | 0.225 |
| | | |
| *(source: Yahoo Finance)* | | |

## 8. PUBLIC SHAREHOLDING SPREAD

As at LPD, the public shareholding spread of the Company was 63.54%. The public shareholding spread is expected to be reduced to approximately 59.69% in the event the Proposed Share Buy-Back is implemented in full, with all purchases being from public shareholders, and all purchased shares are held as treasury shares.

As at the date thereof, the Company has yet to determine the actual percentage of its own shares to be purchased pursuant to the Proposed Share Buy-Back. The Company is mindful of the implication relating to the public shareholding spread and would use its best endeavours to ensure that the Proposed Share Buy-Back would only be implemented in accordance with laws prevailing at the time of the purchase including compliance with the 25% public shareholding spread pursuant to the Listing Requirements.

## 9. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The effects of the Proposed Renewal of Share Buy-Back Authority on the Share Capital, Net Assets (NA) and Earnings of the IFCA Group, assuming purchase of own shares up to the maximum ten percent (10%) of the total number of issued shares of IFCA, are set out below:

### 9.1. Share Capital

In the event that all the Shares purchased are cancelled and on the assumption that the Proposed Renewal of Share Buy-Back Authority is exercised in full, the proforma effects of the Proposed Renewal of Share Buy-Back Authority on the total number of issued shares of IFCA as at LPD, are as follows:

| | No. of Shares |
|---|---|
| Total number of issued shares as at LPD | 608,290,900 |
| Shares purchased amounting to 10% of the total number of issued shares pursuant to the Proposed Renewal of Share Buy-Back Authority and cancelled | 60,829,090 |
| Total number of issued shares after the Proposed Renewal of Share Buy-Back Authority | 547,461,810 |

## 9. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (CONT'D)

### 9.1. Share Capital (cont'd)

However, the Proposed Renewal of Share Buy-Back Authority will have no effect on the total number of issued shares of IFCA if all IFCA Shares bought-back are to be retained as Treasury Shares, resold or distributed to the shareholders.

### 9.2. Net Assets

The Proposed Renewal of Share Buy-Back Authority may increase or decrease the NA per share of the IFCA Group depending on the purchase price of the shares bought-back in comparison to the NA per share of the IFCA Group at the time that the shares are purchased.

In the event the Shares which are retained as Treasury Shares are resold, the NA of the IFCA Group will increase or decrease on whether a gain or a loss is realized upon the resale. The quantum of the increase or decrease in NA will depend on the actual disposal price and the number of the Shares purchased, retained as Treasury Shares, which are resold.

### 9.3. Earnings

The effect of the Proposed Renewal of Share Buy-Back Authority on the earnings per share of the IFCA Group will depend on, inter-alia, actual number of shares bought back and the price paid and the effective cost of funding to IFCA Group, or any loss in interest income to IFCA.

In the event the Shares which are retained as Treasury Shares are resold, the extent of the effect on the earnings of the IFCA Group will depend on the actual selling prices, the number of Treasury Shares resold and effective gain or interest savings arising therefrom.

### 9.4. Working Capital

The Proposed Share Buy-Back will reduce the working capital of the Company, the quantum of which will depend, amongst others, the number of shares purchased and the purchase price of the shares.

### 9.5. Dividend

Assuming the Proposed Share Buy-Back is implemented in full and the dividend quantum is maintained at historical levels, the Proposed Share Buy-Back will have the effect of increasing the dividend rate of the Company as a result of a decrease in the number of shares in the Company which are entitled to participate in the dividend.

There is no proposal on dividend in respect of the financial year ended 31 December 2022.

## 10. IMPLICATIONS RELATING TO THE RULES

In the event the Proposed Renewal of Share Buy-Back Authority is implemented in full, the proforma effects of the Proposed Share Buy-Back on the shareholdings of the substantial shareholders and Directors of IFCA as at the LPD are illustrated in **Section 5** of this Statement.

Based on **Section 5** of this Statement, the Proposed Renewal of Share Buy-Back Authority may trigger a mandatory offer for the remaining shares not held by the IFCA Software (Asia) Sdn. Bhd. and its parties acting in concert ("**PACs**"). IFCA Software (Asia) Sdn. Bhd. and its PACs may apply for an exemption from extending a mandatory offer pursuant to Paragraph 4.01 of the Code. Nevertheless, the management of IFCA will be mindful in the purchase by IFCA of its own shares pursuant to the Proposed Renewal of Share Buy-Back Authority to ensure that IFCA Software (Asia) Sdn. Bhd. and its PACs will not trigger a mandatory offer.

## 11. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND PERSONS CONNECTED

Save for the resultant increase in the percentage of shareholdings and/or voting rights of the shareholders of the Company as a consequence of the Proposed Share Buy-Back, none of the Directors and Substantial Shareholders or any persons connected to the Directors and Substantial Shareholders of IFCA have any interest, direct or indirect, in the Proposed Share Buy-Back, or proposed resale of treasury shares, if any.

## 12. DIRECTORS' RECOMMENDATION

The Directors, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, are of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company. Accordingly, they recommend that you vote in favour of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming AGM.

## 13. AGM

The Notice convening the AGM to vote on the ordinary resolution to give effect to the Proposed Renewal of Share Buy-Back Authority is set out in the Annual Report 2022 of IFCA. The AGM will be held at the Auditorium, IFCA MSC Berhad, Block F2, No. 19, Jalan PJU 1/42A, Dataran Prima, 47301 Petaling Jaya, Selangor on Monday, 29 May 2023 at 10.00 a.m. for the purpose of considering and if thought fit, passing, inter-alia, the ordinary resolution on the Proposed Renewal of Share Buy-Back Authority under Special Business as set out in the said Notice.

If you are unable to attend and vote in person at the forthcoming AGM, you are requested to complete, sign and return the Form of Proxy enclosed in the Annual Report 2022 in accordance with the instructions therein as soon as possible and in any event, so as to arrive at the Registered Office of the Company at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor not less than 48 hours before the time appointed for holding the forthcoming AGM. The completion and lodgement of the Form of Proxy does not preclude you from attending and voting in person at the forthcoming AGM should you subsequently wish to do so.

## 14. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendices for further information.

Yours faithfully
For and on behalf of the Board of
**IFCA MSC Berhad**

**ENG KIM HAW**
Independent Non-Executive Director

This Statement is dated 20 April 2023

## 1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Directors of IFCA who collectively and individually, accept full responsibility for the accuracy of the information contained in this Statement and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no other fact, the omission of which would make any statement herein misleading.

## 2. MATERIAL CONTRACTS

Neither IFCA nor any of its subsidiaries has entered into any material contract, not being contracts entered into in the ordinary course of business, within the past two (2) years preceding the date of this Statement.

## 3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

At the LPD, neither IFCA nor any of its subsidiaries is engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, and the Directors of IFCA do not have any knowledge of proceedings pending or threatened against IFCA and/or its subsidiaries, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the financial position or business of IFCA and/or its subsidiaries

## 4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor during normal business hours from the date hereof up to the time fixed for the holding of the AGM:-

(a) Audited consolidated financial statements of IFCA for the past two (2) years up to and including FYE 2021, 2022; and

(b) Latest unaudited results since the last audited financial statements.

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