



M N C Wireless Berhad (635884 – T)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of M N C WIRELESS BERHAD ("Company") will be held at Rafflesia 2, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 30 May 2013 at 9.30 a.m. for the following purposes:-

As Ordinary Business

- To receive the audited financial statements together with the reports of the Directors and Auditors for the year ended 31 December 2012.
- To re-elect the following Directors who are retiring under Article 92 of the Company's Articles of Association:-
 - Datuk Lee Fook Long; and (Resolution 1)
 - Mr Lee Kam Chun (Resolution 2)
- To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129(6) of the Companies Act, 1965:- (Resolution 3)

"THAT Tan Sri Datuk Seri Panglima Abdul Kadir Bin Haji Sheikh Fadzir, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed Director of the Company to hold office until the next Annual General Meeting."
- To approve the Directors' fees amounting to RM24,000.00 for the financial year ended 31 December 2012. (Resolution 4)
- To re-appoint Messrs Crowe Horwath, as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)

As Special Business

- To consider and if thought fit, pass the following ordinary and special resolutions:- (Resolution 6)

ORDINARY RESOLUTION I
AUTHORITY TO ISSUE SHARES

"THAT subject always to the Companies Act, 1965 and the approvals of the regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company."

- To consider and if thought fit, pass the following ordinary and special resolutions:- (Resolution 7)

ORDINARY RESOLUTION II
PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPTs")

"THAT approval be and is hereby given to MNC Wireless Berhad and its subsidiaries ("MNC Group") to enter into RRPTs with related parties, as set out in Section 2.3 (a) and 2.3 (b) of the Circular to Shareholders dated 6 May 2013 ("the Circular"), which are necessary for the MNC Group's day-to-day operations subject to the following:-

- the transactions are in the ordinary course of business and are on normal commercial terms not more favourable to the related parties than those generally available to the public and not detrimental to minority shareholders of the Company; and
- disclosure is made in the annual report on the breakdown of aggregate value of the transactions conducted pursuant to the shareholders' mandate during the financial year based on the following information:-
 - the type of the recurrent transactions made; and
 - the names of the related parties involved in each type of the recurrent transaction made and their relationship with the Company.

THAT such approval shall continue to be in force until :-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at the general meeting, such authority is renewed; or
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by a resolution passed by the shareholders at a general meeting, whichever is the earlier.

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

- To consider and if thought fit, pass the following ordinary and special resolutions:- (Resolution 8)

SPECIAL RESOLUTION I
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENTS")

"THAT the Articles of Association of the Company be and are hereby amended in the form and manner as set out in Appendix II attached to the Circular to Shareholders dated 6 May 2013;

AND THAT The Board of Directors of the Company be and is hereby authorised to do all such acts and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

- To transact any other ordinary business for which due notice shall have been given.

By Order of the Board,

MAH LI CHEN (MAICSA 7022751)
CYNTHIA GLORIA LOUIS (MAICSA 7008306)
CHEW MEI LING (MAICSA 7019175)
Company Secretaries

6 May 2013
Kuala Lumpur

Notes:-

Appointment of Proxy

- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 23 May 2013 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this Ninth Annual General Meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- A member may appoint up to three (3) proxies to attend at the same meeting. Where a member appoints more than one (1) proxy, the proxies shall not be valid unless the member specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, under its common seal or under the hand of its attorney duly authorised.
- The instrument appointing a proxy or 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 at the Registered Office at Unit 621, 6th Floor, Block A, Kelana Centre Point, No. 3, Jalan SS7/19, Kelana Jaya, 47301 Petaling Jaya, not less than forty-eight (48) hours before the time set for holding the meeting or adjourned meeting.

Explanatory Notes:-

- Authority to allot shares under Section 132D (Resolution 6)

The Directors did not issue any new share pursuant to the previous mandate.

The proposed Resolution 6, if passed, is to renew the mandate to the Directors of the Company, from the date of the forthcoming AGM, to allot and issue ordinary shares up to an aggregate of not exceeding 10% of the issued share capital of the Company for the time being from the unissued capital of the Company pursuant to Section 132D of the Companies Act, 1965 and that such an authority, unless revoked or varied at a general meeting, will expire at the next AGM.

The mandate, if given, will empower the Directors to issue shares for such purposes as the Directors deem fit and proper and in the interests of the Company, including but not limiting to some fund raising activities such as placement of shares and/or funding for investment activities and/or acquisitions of assets and/or working capital.
- Proposed Renewal of the existing Shareholders' Mandate and Proposed New Shareholders' Mandate for additional RRPTs (Resolution 7)

The proposed Resolution 7, if approved, will allow M N C Group to enter into RRPTs pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. Further information on the Proposed Renewal of the existing Shareholders' Mandate and Proposed New Shareholders' Mandate for additional Recurrent RRPTs is set out in the Circular to Shareholders of the Company dated 6 May 2013 which is dispatched together with the Company's 2012 Annual AGM.
- Proposed Amendments to the Articles of Association of the Company ("Proposed Amendments") (Resolution 8)

The proposed Resolution 8, if passed, will enable the Company to amend the Articles of Association to be in line with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.