



## Notice of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of M-Mode Berhad ("M-Mode" or the "Company") will be held at Lily Room, The Zon All Suites Residences On The Park, 161-D, Jalan Ampang, 50450 Kuala Lumpur, on Thursday, 13 June 2013 at 3.00 p.m. or immediately following the conclusion or adjournment of the Ninth (9<sup>th</sup>) Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 2.30 p.m., whichever shall be later, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:

### ORDINARY RESOLUTION 1

#### PROPOSED TERMINATION OF THE EXISTING EMPLOYEES' SHARE OPTION SCHEME OF THE COMPANY ("PROPOSED TERMINATION OF ESOS")

"THAT, subject to the approval of the option holders (if any) of the Company's existing employees share option scheme ("Existing ESOS") and the passing of Ordinary Resolution 2, the Board of Directors of the Company ("Board") be and is hereby authorised to terminate the Company's Existing ESOS, implemented on 19 September 2005.

**AND THAT** the Directors of the Company be and are hereby authorised to do all such acts as they may consider necessary or expedient to give effect to the termination of the Existing ESOS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities."

### ORDINARY RESOLUTION 2

#### PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME OF UP TO THIRTY PERCENT (30%) OF THE ISSUED AND PAID-UP ORDINARY SHARE CAPITAL OF THE COMPANY ("PROPOSED NEW ESOS")

"THAT, subject to the approval of all the relevant authorities, including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new ordinary shares of the Company to be issued hereunder and subject to the passing of Ordinary Resolution 1, the Board be and is hereby authorised to:

- (i) establish and administer the new employees' share option scheme of up to thirty percent (30%) of the issued and paid-up ordinary share capital of the Company ("New ESOS") for the benefit of eligible employees and Executive Directors of the Company and its subsidiaries (the "M-Mode Group" or "Group") in accordance with the provisions of the by-laws of the New ESOS as set out in **Appendix II** ("By-Laws") of this Circular to Shareholders of the Company dated 22 May 2013 ("Circular") and to give effect to the New ESOS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (ii) make the necessary applications and do all things necessary at the appropriate time or times to Bursa Securities for the listing of and quotation for the new ordinary shares of the Company which may from time to time be allotted and issued pursuant to the New ESOS;
- (iii) allot and issue from time to time such number of ordinary shares of RM0.10 each in M-Mode ("M-Mode Shares" or "Shares") as may be required to be issued pursuant to the exercise of the options under New ESOS provided that the aggregate number of new M-Mode Shares to be allotted and issued pursuant to this resolution shall not exceed in aggregate of thirty percent (30%) of the issued and paid-up ordinary share capital of the Company at any point of time during the existence of the New ESOS and such new M-Mode Shares issued shall, upon allotment and issuance, rank *pari passu* in all respect with the then existing issued and fully paid-up Shares except that the Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new M-Mode Shares pursuant to the New ESOS; and
- (iv) modify and/or amend the New ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New ESOS."

### ORDINARY RESOLUTION 3

#### PROPOSED GRANTING OF OPTIONS TO DATO' LIM THEAN KEONG

"THAT, subject to the passing of Ordinary Resolutions 1 and 2 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant Dato' Lim

Thean Keong, the Chairman/ Managing Director of the Company, options to subscribe for new M-Mode Shares under the New ESOS subject always to the following provisions:

- (i) the Directors and senior management must not participate in the deliberation or discussion of their own allocation of new M-Mode Shares to be issued under the New ESOS;
- (ii) not more than ten percent (10%) of the M-Mode Shares available under the New ESOS shall be allocated to any Director or employee, who either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the New ESOS and any prevailing guidelines issued by Bursa Securities, the ACE Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

### ORDINARY RESOLUTION 4

#### PROPOSED GRANTING OF OPTIONS TO DATIN CHING WAITENG

"THAT, subject to the passing of Ordinary Resolutions 1, 2 and 3 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant Datin Ching Wai Teng, the Head of Corporate Affairs and Regulatory, who is also the spouse of Dato' Lim Thean Keong, the Chairman/ Managing Director of the Company, options to subscribe for new M-Mode Shares under the Proposed New ESOS subject always to the following provisions:

- (i) the Directors and senior management must not participate in the deliberation or discussion of their own allocation of new M-Mode Shares to be issued under the Proposed New ESOS;
- (ii) not more than ten percent (10%) of the M-Mode Shares available under the Proposed New ESOS shall be allocated to any Director or employee, who either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the New ESOS and any prevailing guidelines issued by Bursa Securities, the ACE Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

By Order of the Board  
**M-MODE BERHAD**

**NGYEN HOONG (LS 008016)**  
**JOANNETTE JOO ANN (LS 0008574)**  
Company Secretaries  
Kuala Lumpur  
22 May 2013

#### Notes:

- (i) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies and vote in his/her stead. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) shall not apply to the Company.
- (ii) A member may appoint not more than two (2) proxies to attend on the same occasion.
- (iii) Where a Member is a authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (iv) 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (v) If more than one (1) proxy is appointed, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- (vi) If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney duly authorized.
- (vii) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- (viii) The Depositors whose name appear in the Record of Depositors as at 6 June 2013 shall be eligible to attend, vote and speak at the meeting or appoint proxies to attend, vote and speak on their behalf.
- (ix) The Form of Proxy must be deposited at the Registered Office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.