

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of MQ Technology Berhad ("the Company") will be held at the Conference Room of the Company, Plot 86-B, Lintang Bayan Lepas 9, Bayan Lepas Industrial Park 4, 11900 Bayan Lepas, Penang on Thursday, 27 June 2013 at 8.30 a.m. to transact the following business:-

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. | Please refer to Note 8 |
| 2. To approve the payment of Directors' fees of not exceeding RM313,200 for the financial year ending 31 December 2013. | Ordinary Resolution 1 |
| 3. To re-elect Mr. Tan Chew Boon, the Director who retires in accordance with Article 84 of the Company's Articles of Association. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors who were appointed to the Board during the year and retire in accordance with Article 91 of the Company's Articles of Association:-
(i) Mr. Lim Teong Lee
(ii) Mr. Teh Su Kang | Ordinary Resolution 3
Ordinary Resolution 4 |
| 5. To re-appoint Messrs. Crowe Horwath as Auditors of the Company and to authorize the Directors to fix their remuneration. | Ordinary Resolution 5 |

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modifications, the following resolutions:-

6. AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ISSUE SHARES

"That, subject to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders of the Company in general meeting whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued."

Ordinary Resolution 6

7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")

"That, subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into and to give effect to the recurrent related party transactions of a revenue or trading nature with the related party as stated in Section 2.4 of the Circular to Shareholders dated 4 June 2013 ("Circular") provided that such transactions are undertaken in the ordinary course of business, on arm's length basis, on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not to the detriment of the Company's minority shareholders.

Ordinary Resolution 7

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

- (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such Mandate was passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next annual general meeting; or
- (ii) the expiration of the period within which the next annual general meeting of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but will not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier.

And That, the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate.

8. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"That, subject to Section 67A of the Act and Part IIIA of the Companies Regulations 1966, provisions of the Company's Memorandum and Articles of Association, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised to make purchase(s) of ordinary shares of RM0.10 each in the Company's issued and paid-up share capital on Bursa Securities subject to the following:

- a) The maximum number of shares which may be purchased and/or held by the Company shall be equivalent to 10% of the issued and paid-up share capital of the Company ("Shares") for the time being;
- b) The maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profits and share premium account of the Company. As of 31 December 2012, the audited accumulated losses and share premium account of the Company were RM756,756 and RM8,527,123 respectively. The accumulated losses and share premium account of the Company in the management account as at 31 March 2013 were RM803,897 and RM8,527,123 respectively;
- c) The authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - i. the conclusion of the next annual general meeting of the Company at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
 - iii. revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the ACE Market Listing Requirements of Bursa Securities or any other relevant authority; and
- d) upon completion of the purchase(s) of the Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the Shares in the following manner:
 - i. cancel the Shares so purchased; or
 - ii. retain the Shares so purchased as treasury shares; or
 - iii. retain part of the Shares so purchased as treasury shares and cancel the remainder; or
 - iv. distribute the treasury shares as share dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or

in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

And That, the Directors of the Company be and are hereby authorized to take all steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

9. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By Order of the Board

DATUK TAN LEH KIAH (MAICSA 719692)
OOI YOONG YOONG (MAICSA 7020753)
Secretaries

Penang
Date : 4 June 2013

Notes:-

- Proxy**
1. There is no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b)&(c) of the Companies Act, 1965 shall not apply to the Company.
 2. A member entitled to attend and vote is entitled to appoint two (2) or more proxies to attend and vote in his stead. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
 3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorized.
 4. Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, 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.
 5. Where a Member of the Company is an exempt authorized nominee as defined under the Central Depositories Act, 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 omnibus account it holds.
 6. For a proxy to be valid, the instrument appointing a proxy shall be deposited at the Registered Office, 519-A, Menara BHL, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight hours before the time for holding the meeting and any adjournments thereof. In the event the Member(s) duly executes the form of proxy but does not name any proxy, such Member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy. Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member(s).

General Meeting Record of Depositors

7. Only a depositor whose name appears on the Record of Depositors of the Company as at 14 June 2013 shall be entitled to attend the Tenth Annual General Meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

Ordinary Business
8. Agenda 1 – Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders of the Company and hence, is not put forward for voting.

Special Business
9. Ordinary Resolution 6 - Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised. The proposed resolution, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time as the Directors may deem fit, without having to convene a general meeting.

This authority shall continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held (but will not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965) or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

10. Ordinary Resolution 7 - Proposed Renewal of Shareholders' Mandate

The proposed resolution, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

This authority shall continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held (but will not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965) or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

Please refer to the Circular to Shareholders dated 4 June 2013 for further information.

11. Ordinary Resolution 8 - Proposed Renewal of Share Buy-Back Authority

The proposed resolution, if passed, will allow the Company to purchase its own shares up to 10% of the total issued and paid-up capital of the Company by utilising the funds allocated which shall not exceed the retained profit and/or share premium account of the Company.

This authority shall continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier. Please refer to the Share Buy-Back Statement as set out in page 63 to 66 of the 2012 Annual Report for further information.