



MEXTER

Mexter Technology Berhad (Company No. 647673-A)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Mexter Technology Berhad ("Mexter" or the "Company") will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Monday, 22 July 2013 at 9.00 a.m for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

SPECIAL RESOLUTION 1

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF MEXTER FROM RM25,000,000 COMPRISING 250,000,000 ORDINARY SHARES OF RM0.10 EACH IN MEXTER ("MEXTER SHARE(S)" OR "SHARE(S)") TO RM50,000,000 COMPRISING 500,000,000 MEXTER SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to the passing of Ordinary Resolutions 1 and 2, and Special Resolution 2, the authorised share capital of the Company be and is hereby increased from RM25,000,000 comprising 250,000,000 Mexter Shares to RM50,000,000 comprising 500,000,000 Mexter Shares, by the creation of an additional 250,000,000 Mexter Shares."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF MEXTER ("PROPOSED AMENDMENT")

"THAT, subject to the passing of Special Resolution 1 and Ordinary Resolutions 1 and 2, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum of Association of Mexter in the following manner:-

Clause 6 of the Memorandum of Association of Mexter

Existing

The authorised capital of the Company is Ringgit Malaysia 25,000,000.00 divided into 250,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

Proposed

The authorised capital of the Company is RM50,000,000.00 divided into 500,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 89,452,020 NEW MEXTER SHARES ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING MEXTER SHARE HELD, TOGETHER WITH UP TO 89,452,020 FREE DETACHABLE WARRANTS IN MEXTER ("WARRANT(S)") ON THE BASIS OF ONE (1) FREE WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED FOR, ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT, subject to the passing of Ordinary Resolution 2, Special Resolutions 1 and 2, and the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of Mexter ("Board") for the following:-

- to provisionally allot and issue by way of a renounceable rights issue of up to 89,452,020 Rights Shares at an issue price to be determined later and announced by the Board, but in any case, not lower than the par value of Mexter Shares on the basis of one (1) Rights Share for every one (1) Mexter Share held, together with up to 89,452,020 free detachable Warrants on the basis of one (1) free Warrant for every one (1) Rights Share subscribed for, to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date");
- wherein each of the Warrant will carry the right to subscribe, subject to any adjustment in accordance with a deed poll constituting the Warrants to be executed by the Company as supplemented from time to time ("Deed Poll"), at any time during the exercise period, for one (1) new Mexter Share at an exercise price to be determined and fixed at a later date by the Board, but in any case, not lower than the par value of Mexter Shares;
- to allot and issue such number of new Mexter Shares arising from the exercise of the Warrants, from time to time during the tenure of the Warrants, in accordance with the provisions of the Deed Poll;
- to allot and issue such further Warrants and new Mexter Shares arising from the subscription of further Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/ or as may be required by the relevant authorities; and
- to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the new Mexter Shares which may from time to time be allotted and issued arising from the exercise of the Warrants;

AND THAT, the Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing Mexter Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the Rights Shares;

AND THAT, the new Mexter Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with the existing Mexter Shares, save and except that the new Mexter Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the said new Mexter Shares;

AND THAT, the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Rights Issue with Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER PARAGRAPH 16.1 OF PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2010 ("CODE") TO IVAN SIA TECK FATT FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING MEXTER SHARES NOT ALREADY OWNED BY HIM PURSUANT TO THE PROPOSED RIGHTS ISSUE WITH WARRANTS ("PROPOSED EXEMPTION")

"THAT, subject to the passing of Special Resolutions 1 and 2, Ordinary Resolution 1, and the approvals of all relevant authorities or parties being obtained, where required, including but not limited to the compliance with such conditions as may be imposed by the Securities Commission Malaysia, Ivan Sia Teck Fatt is hereby exempted under Paragraph 16.1 of Practice Note 9 of the Code from the obligation to undertake a mandatory take-over offer for all the remaining Mexter Shares not already owned by him pursuant to the Proposed Rights Issue with Warrants;

AND THAT, the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Exemption with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Exemption."

By Order of the Board

How Wee Ling (MAICSA 7033850)
Ooi Ean Hoon (MAICSA 7057078)
Company Secretaries

Kuala Lumpur
28 June 2013

Notes:-

- For the purpose of determining a member who shall be entitled to attend and vote at the EGM, the Company shall be requesting the Record of Depositors as at 15 July 2013. Only a depositor whose name appears on the Record of Depositors as at 15 July 2013 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
- A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- Where a member of the Company is an exempt authorised nominee 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 authorised nominee may appoint in respect of each omnibus account it holds.
- To be valid this form duly completed must be deposited at the Registered Office of the Company at L-05-01, No. 2 Jalan Solaris, Solaris Mont' Kiara, 50480 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting.