



M-Mode Berhad (635759-U)
(Incorporated in Malaysia)

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of 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, 29 May 2014 at 2.30 p.m. to transact the following businesses:-

A G E N D A

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. (See Explanatory Note 1 of Ordinary Business)
2. To approve the payment of a final tax exempt dividend of 0.5 Sen per ordinary share in respect of the financial year ended 31 December 2013. (Resolution 1)
3. To re-elect Thong Kooi Pin who retires pursuant to Article 127 of the Company's Articles of Association. (Resolution 2)
4. To re-elect Nirmala A/P Doraisamy who retires pursuant to Article 132 of the Company's Articles of Association. (Resolution 3) [See Explanatory Note 2 of Ordinary Business]
5. To approve Directors' Remuneration for the financial year ended 31 December 2013. (Resolution 4)
6. To re-appoint Messrs STYL Associates as Auditors of the Company and authorise the Directors to fix their remuneration. (Resolution 5)

Special Business

To consider and, if thought fit, to pass, with or without modifications, the following Ordinary/ Special Resolutions:-

7. ORDINARY RESOLUTION I

Authority To Allot And Issue Shares

"THAT subject always to the Companies Act 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act 1965, to issue shares in the Company from time to 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 and paid-up share capital of the Company for the time being. 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 in force until the conclusion of the next Annual General Meeting of the Company."

8. ORDINARY RESOLUTION II

Proposed Renewal of Authority for the Shares Buy-Back pursuant to Section 67A of the Companies Act, 1965

"THAT, subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for the ACE Market and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorized, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM0.10 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) an amount not exceeding the Company's audited accumulated profits of RM10,612,623 and share premium account of RM1,254,308 for the financial year ended 31 December 2013 at the time of purchase(s) will be allocated by the Company for the purchase of own shares; and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividend.

AND THAT the authority conferred by this resolution will commence immediately and will, subject to renewal thereof, expiry at the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution (unless earlier revoked or varied by an Ordinary Resolution of the shareholders of the Company in a general meeting) but shall not prejudice the completion of purchase(s) by the Company or any person before that aforesaid expire date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authorities;

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalize and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any party of the purchased shares or to resell the shares or distribute the shares as dividends) in accordance with the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company and the requirements and/or guidelines of Bursa Securities for the ACE Market and all other relevant governmental and/or regulatory authorities."

9. SPECIAL RESOLUTION I

Proposed Amendments to the Articles of Association of the Company

"THAT the proposed amendments to the Articles of Association of the Company as contained in the Appendix I which is annexed to the Annual Report be hereby approved.

AND THAT the Directors be and are hereby authorized to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered recurring to give full effect to the proposed amendments to the Articles of Association of the Company."

10. SPECIAL RESOLUTION II

Proposed Amendments to the Articles of Association of the Company to facilitate the Proposed Transfer of Listing from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad ("Proposed Transfer of Listing")

(Resolution 9)

"THAT subject to the approval of Bursa Malaysia Securities Berhad, Securities Commission and other relevant government and/or regulatory authorities on the Proposed Transfer of Listing, the proposed amendments to the Articles of Association of the Company to facilitate the Proposed Transfer of Listing as contained in the Appendix II which is annexed to the Annual Report be hereby approved.

AND THAT the Directors be and are hereby authorized to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered recurring to give full effect to the proposed amendments to the Articles of Association of the Company."

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the Tenth Annual General Meeting to be held on 29 May 2014, a final tax exempt dividend of 0.5 Sen per ordinary share in respect of the financial year ended 31 December 2013 will be paid on 25 July 2014 to Depositors whose names appear in the Record of Depositors on 11 July 2014.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 11 July 2014 in respect of transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

JOANNE TOH JOO ANN [LS 0008574]
CHIN CHOOI WEI [MAICSA 7062555]
Company Secretaries
Kuala Lumpur
7 May 2014

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 up to 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 holdings 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 23 May 2014 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.

EXPLANATORY NOTE ON ORDINARY BUSINESS

1. **Audited Financial Statements For The Year Ended 31 December 2013**
The 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 for the Audited Financial Statements. Hence, this Agenda is not put forward for voting
2. **Re-election of Director**
Further to the recent appointment, Nirmala A/P Doraisamy is standing for re-election as Director of the Company pursuant to Article 132 of the Articles of Association of the Company. The Board of Directors has assessed and agrees that she meets with the criteria stipulated under Paragraph 1.01 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. **Ordinary Resolution I : Authority To Directors to Allot and Issue Shares**
The proposed Ordinary Resolution I 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 Ordinary Resolution I, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.
2. **Ordinary Resolution II : Proposed Renewal of Authority for the Shares Buy-Back**
Please refer to the Statement to Shareholders dated 7 May 2014 for further information.
3. **Special Resolution I : Proposed Amendments to the Articles of Association of the Company**
The proposed amendments to the Articles of Association of the Company are to comply with the recent amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and for facilitating some administration issues.
Please refer to Appendix I for full details of the Proposed Amendments.
4. **Special Resolution II : Proposed Amendments to the Articles of Association of the Company to facilitate the Proposed Transfer of Listing from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad ("Proposed Transfer of Listing")**
The proposed amendments to the Articles of Association of the Company are to facilitate the Proposed Transfer of Listing subject to the approval by the Bursa Malaysia Securities Berhad, Securities Commission and other relevant government and/or regulatory authorities.
Please refer to Appendix II for full details of the Proposed Amendments.