



MEXTER

MEXTER TECHNOLOGY BERHAD (647673-A)

NOTICE OF TENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of the Company will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 26 June 2014 at 9.00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the year ended 31 December 2013 together with the reports of the Directors and Auditors thereon. **(Please refer to Note A)**
2. To approve the payment of Directors' Fees of up to RM156,000 for the financial year ending 31 December 2014. **(Resolution 1)**
3. To re-elect the following directors retiring under the respective provision of the Articles of Association of the Company, and who being eligible, offered themselves for re-election:-
 - a) Kuan Khian Leng Article 98(1) **(Resolution 2)**
 - b) Yee Teck Fah Article 98(1) **(Resolution 3)**
4. To re-appoint Messrs. Baker Tilly Monteiro Heng as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 4)**
5. AS SPECIAL BUSINESSES

To consider and if thought fit, to pass the following resolution: -

ORDINARY RESOLUTION

- a) **Authority to Issue Shares** **(Resolution 5)**

"That pursuant to Section 132D of the Companies Act, 1965 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the issued share capital of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."
6. 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
HOW WEE LING (MAICSA 7033850)
OOI EAN HOON (MAICSA 7057078)
Secretaries

Kuala Lumpur
Date : 4 June 2014

NOTE:

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

Proxy

1. For the purpose of determining a member who shall be entitled to attend and vote at the AGM, the Company shall be requesting the Record of Depositors as at 19 June 2014. Only a depositor whose name appears on the Record of Depositors as at 19 June 2014 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.
2. 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.
3. 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.
4. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
5. 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 authorized nominee may appoint in respect of each omnibus account it holds.
6. 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.

Explanatory Note On Special Business:

Resolution 5 - Authority to issue Shares

The proposed Resolution No. 5, if passed, will grant a renewed general mandate (Mandate 2014) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting of the Company.

The Mandate 2014 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

The Company had, during its Ninth Annual General Meeting held on 28 June 2013, obtained its shareholder's approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 (Mandate 2013).

Pursuant to the Mandate 2013, the Company had on 17 March 2014 announced that it proposes to undertake a private placement of up to 10% of the issued and paid-up share capital of the Company ("Private Placement"). The application pursuant to the Private Placement was approved by Bursa Securities on 28 March 2014. As at the date of this Notice, the Company has not issued any shares pursuant to the Private Placement.