

**M3 TECHNOLOGIES (ASIA) BERHAD**

(Company Number : 482772-D)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting ("15th AGM") of M3 TECHNOLOGIES (ASIA) BERHAD ("M3Tech" or "the Company") will be held at Roof Garden Lounge, Level R, Sime Darby Convention Centre, No. 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 4 December 2014 at 9.00 a.m. to transact the following businesses:-

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2014 together with the reports of the directors and auditors thereon. | Please refer to Note i |
| 2. To re-elect the following Directors who retire in accordance with Article 104 of the Company's Articles of Association :
i. Mark Wing Kong
ii. Muhammad Nagib Gopal bin Abdullah | Please refer to Note ii |
| 3. To approve the payment of directors' fees for the financial year ended 30 June 2014. | Resolution 1 |
| 4. To re-appoint Messrs. Ecovis AHL as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | Resolution 2 |

As Special Business :

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

5. ORDINARY RESOLUTION**GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965****Resolution 3**

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next annual general meeting of the Company."

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

TEA SOR HUA (MACS 01324)

YONG YEN LING (MAICSA 7044771)

Company Secretaries

Petaling Jaya, Selangor Darul Ehsan

12 November 2014

Notes:

- i. The Agenda No. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders and hence, is not put forward for voting.
- ii. Mr. Mark Wing Kong and En. Muhammad Nagib Gopal bin Abdullah who will retire in accordance with Article 104 of the Company's Articles of Association will not be seeking re-election at the 15th AGM and therefore they shall retire at the conclusion of the said 15th AGM.
- iii. A member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote in his instead. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- iv. A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- v. A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- vi. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, under the seal.
- vii. 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.
- viii. The instrument appointing a proxy must be deposited at the Registered office of the Company at Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.
- ix. The depositors whose names appear in the Record of Depositors as at 28 November 2014 shall be regarded as members and entitled to attend, speak and vote at the 15th AGM.

EXPLANATORY NOTES TO SPECIAL BUSINESS

1. The Ordinary Resolution proposed under item 5 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. The Ordinary Resolution, if passed, will give the Directors of the Company from the date of the above meeting, authority to allot and issue ordinary shares from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting ("AGM").

This general mandate 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 project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Fourteenth AGM held on 28 November 2013 which will lapse at the conclusion of the 15th AGM.