



MLABS SYSTEMS BERHAD (653227-V)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of the Company will be held at Conference Room Arcadia 1, Level 3, Armada Hotel Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 25 May 2015 at 10.00 a.m. to transact the following businesses: -

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of Directors and Auditors thereon.
2. To re-elect the following directors who retire pursuant to Article 132 of the Company's Articles of Association:-

2.1 General Tan Sri Dato' Sri Hj. Suleiman Bin Mahmud RMAF (Rtd) **Ordinary Resolution 1**
2.2 Professor Dr. Sureswaran Ramadass **Ordinary Resolution 2**
3. To re-appoint Messrs UHY as Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 3**
4. Authority to Issue Shares **Ordinary Resolution 4**

As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications: -

"THAT subject always to the Companies Act, 1965 ("Act") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Act to issue shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes that the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being."
5. To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

SEOW FEI SAN
LOH LAI LING
Secretaries

Petaling Jaya
28 April 2015

NOTES:

1. Only depositors whose names appear in the Record of Depositors as at 19 May 2015 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and a member may appoint any persons to be his proxy. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A proxy appointed to attend and vote at a meeting of a company shall be entitled to vote on any question at any general meeting and have the same rights as the member to speak at the meeting.
3. A member shall be entitled to appoint more than two (2) proxies to attend and vote at the Annual General Meeting. Where a member appoints more than two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
4. Where a Member 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 Authorised Nominee which holds ordinary share 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.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time for holding the Annual General Meeting or any adjournment thereof.
7. Explanatory Notes on Special Business:

Ordinary Resolution 4 : Authority to Issue Shares

At last year's Annual General Meeting, mandate was given to Directors to issue and allot at no more than 10% of the issued share capital of the Company. As at the date of this Notice, 16,987,900 new ordinary shares of RM0.10 each at an issue price of RM0.10 per ordinary share were issued via private placement and subsequently listed on the ACE Market of Bursa Malaysia Securities Berhad on 21 October 2014. The total proceeds of RM1,698,790 have been fully utilised according to the announcement made by the Company on 10 April 2014. That authority granted will expire at the conclusion of the forthcoming Eleventh AGM.

As such, the Board would like to seek for a new mandate. The proposed Ordinary Resolution 4, if passed, will empower the Directors of the Company to issue and allot not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company.

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

This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.