



# MEXTER

MEXTER TECHNOLOGY BERHAD (647673-A)

## NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Eleventh 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, 25 June 2015 at 9.00 a.m. for the following purposes:-

### AGENDA

- To receive the Audited Financial Statements for the year ended 31 December 2014 together with the reports of the Directors and Auditors thereon. **(Please refer to Note A)**
- To approve the payment of Directors' Fees of up to RM156,000 for the financial year ending 31 December 2015. **(Resolution 1)**
- 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:-
  - Dato' Hj Mohammad Mokhtar Bin Hj Hasan Article 98(1) **(Resolution 2)**
  - Andrew Su Meng Kit Article 98(1) **(Resolution 3)**
- 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)**
- AS SPECIAL BUSINESSES

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

### ORDINARY RESOLUTIONS

- Continue in Office as Senior Independent Non-Executive Director**

"That subject to the passing of Resolution 3, authority be and is hereby given to Andrew Su Meng Kit who has served as an Independent Non-Executive Director of the Company to continue to serve as Senior Independent Non-Executive Director of the Company upon expiry of his tenure of nine years as Independent Non-Executive Director on 31 March 2016 in accordance with the Malaysian Code on Corporate Governance 2012." **(Resolution 5)**
  - Authority to Issue Shares**

"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." **(Resolution 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 : 27 May 2015

### NOTE:

- 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

- 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 17 June 2015. Only a depositor whose name appears on the Record of Depositors as at 17 June 2015 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 authorized 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.

### Explanatory Note On Special Business:

- Resolution 5 - Continue in Office as Senior Independent Non-Executive Director

Mr. Andrew Su Meng Kit is an Independent Non-Executive Director of the Company who has served on the Board since 1 April 2007. He is also the Senior Independent Non-Executive Director of the Company. In accordance with the Malaysian Code on Corporate Governance 2012 (Code), the tenure of an independent director should not exceed a cumulative term of nine years. His term of office as Independent Non-Executive Director will be 9 years cumulatively on 31 March 2016. It is thus appropriate for the Company to recommend such retention upon expiry of his tenure of nine years as Independent Non-Executive Director at this forthcoming AGM. After having assessed the independence of Mr. Andrew Su and also the assessment by the Nomination Committee, regards him to be independent based amongst others, he has remained objective and independent in exercising his judgment when a matter is put before him for decision, he also has the experience to make informed decision and participate actively and contribute positively during deliberations or discussions at Board Meetings. To that, the Board with the recommendation of the Nomination Committee, recommend Mr. Andrew Su to continue to serve as Senior Independent Non-Executive Director of the Company.

- Resolution 6 - Authority to issue Shares

The proposed Resolution No. 6, if passed, will grant a renewed general mandate (Mandate 2015) 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 2015 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 been granted a general mandate by its shareholders during its Tenth Annual General Meeting held on 26 June 2014 for issuance of shares pursuant to Section 132D of the Companies Act, 1965 (Mandate 2014). Pursuant to the Mandate 2014, the Company has undertaken a private placement exercise which has been completed on 22 August 2014 where 17,890,400 ordinary shares of RM0.10 each have been issued at the price of RM0.1116 per share. The gross proceeds raised from the said private placement exercise was mainly earmarked for the working capital requirements of Mexter Group. Please refer to page 33 of the Annual Report 2014 for further details on the utilisation of proceeds raised.