



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting of the Company will be held at Kelawai Room, Evergreen Laurel Hotel, 53 Persiaran Gurney, 10250 Penang on Tuesday, June 23, 2015 at 11.00 a.m. for the following purposes:-

### AGENDA

- To receive the Audited Financial Statements for the year ended December 31, 2014 together with the reports of the Directors and Auditors thereon. (Please refer to Note A)
- To approve a Directors' Fees of RM163,200 for the financial year ended December 31, 2014 and payment of such fees to the Directors. (Resolution 1)
- To re-elect the following Directors who are retiring under the provision of the Articles of Association of the Company, and who, being eligible offered themselves for re-election:-
  - Mdm. Wu, Huei-Chung Article 99(1) (Resolution 2)
  - Mr. Ng Ngoon-Weng Article 99(1) (Resolution 3)
- To consider and if thought fit, to pass the following resolution pursuant to Section 129 (6) of the Companies Act, 1965:-

"That Mr. Wu, Chung-Jung, a Director who is over seventy years of age, who retires in compliance with Section 129(2) of the Companies Act, 1965 be hereby re-appointed as Director of the Company pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the conclusion of the next Annual General Meeting." (Resolution 4)
- To re-appoint Messrs. Deloitte as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 5)
- AS SPECIAL BUSINESSES

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

#### Ordinary Resolution

##### 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.

#### Notes:

- 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.

#### Explanatory Note On Special Business:

- Resolution pursuant to the Authority to issue Shares

The proposed Resolution No. 6 [Item 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.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Twenty-Fourth Annual General Meeting. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Supercomnet Technologies Berhad ("STB" or the "Company") will be held at the Kelawai Room, Lobby Level, Evergreen Laurel Hotel, 53 Persiaran Gurney, 10250 Penang on Tuesday, June 23, 2015 at 11.30 a.m. or immediately following the conclusion or adjournment of the Twenty-Fifth Annual General Meeting to be held on June 23, 2015, whichever is earlier for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

#### ORDINARY RESOLUTION

#### PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"That subject always to the provisions of the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, Bursa Malaysia Securities Berhad ACE Market Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into category of RRPT as set out in Section 2.3 of the Circular to shareholders of the Company dated May 29, 2015 (the "Circular"), which are necessary for the day to day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders as set out in the Circular ("Mandate").

That the Directors be empowered to do all such acts and things as considered necessary or expedient to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be imposed by the relevant authorities.

That such Mandate shall commence upon passing this ordinary resolution and to be in force until:

- the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- the expiration of the period within which the next annual general meeting after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (the Act) (but will not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier."

And that the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution."

By Order of the Board,  
HOW WEE LING (MAICSA 7033850)  
OOI EAN HOON (MAICSA 7057078)  
Secretaries

Penang  
May 29, 2015

#### NOTES:

- For the purpose of determining a member who shall be entitled to attend and vote at the AGM/EGM, the Company shall be requesting the Record of Depositors as at June 12, 2015. Only a depositor whose name appears on the Record of Depositors as at June 12, 2015 shall be entitled to attend, speak and vote at the said meetings as well as for appointment of proxy(ies) to attend and vote on his/her stead.
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on a show of hands or on a poll in his 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.
- 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.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang not less than forty-eight (48) hours before the time set for holding of the Meetings, i.e. by Friday, June 19, 2015 at 5.00 p.m. or at any adjournment thereof.