



M3 TECHNOLOGIES (ASIA) BERHAD

(Company Number : 482772-D)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting ("16th AGM") of M3 TECHNOLOGIES (ASIA) BERHAD ("M3Tech" or "the Company") will be held at Eugenia Room, Ground Floor, Sime Darby Convention Centre, No. 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on 10 December 2015 at 9.30 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business :

1. To receive the Audited Financial Statements for the financial year ended 30 June 2015 together with the Reports of the Directors and Auditors thereon. **Please refer to Note i**
2. To approve the payment of Directors' fees for the financial year ended 30 June 2015. **Resolution 1**
3. To re-elect the following Directors who retire in accordance with Article 104 of the Company's Articles of Association:-
 - i. Mr. Lim Seng Boon **Resolution 2**
 - ii. Mr. Chin Chee Wing **Resolution 3**
4. To re-elect the following Directors who retire in accordance with Article 110 of the Company's Articles of Association:-
 - i. Ms. Lim Kooi Siang **Resolution 4**
 - ii. Mr. Choong Eng Choon **Resolution 5**
 - iii. Mr. Yeoh Boon Hock **Resolution 6**
 - iv. Dato' Woo Hon Kong **Resolution 7**
5. To re-appoint Messrs. Ecovis AHL PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 8**

As Special Business :

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

6. **ORDINARY RESOLUTION**
GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 **Resolution 9**
"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."
 7. 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
Date : 18 November 2015

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. 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.
- iii. 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.
- iv. 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.
- v. 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.
- vi. 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.
- vii. 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.
- viii. The depositors whose names appear in the Record of Depositors as at 3 December 2015 shall be regarded as members and entitled to attend, speak and vote at the 16th AGM.

EXPLANATORY NOTES TO SPECIAL BUSINESS

1. The Ordinary Resolution proposed under item 6 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).

Pursuant to the mandate granted to the Directors at the Fifteenth AGM held on 4 December 2014, which will lapse at the conclusion of the 16th AGM, the following new ordinary shares of RM0.10 each ("M3Tech Shares") were issued by the Company via a private placement exercise:-

- i) 6,000,000 new M3Tech Shares at an issue price of RM0.13 per share ("1st tranche"); and
- ii) 11,705,700 new M3Tech Shares at an issue price of RM0.105 per share ("2nd and Final tranche")

The utilisation of gross proceeds of RM780,000.00 raised from the 1st tranche by the Company has been fully utilised for repayment to suppliers. While the proceeds of RM1,229,098.50 from the 2nd and Final tranche has yet to be utilised.