



M N C WIRELESS BERHAD
(Company No. 635884-T)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of M N C Wireless Berhad ("MNC" or the "Company") will be held at the Pendeta 1, 2 & 3, Le Grandeur Palm Resort Johor, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor Darul Takzim on Monday, 21 December 2015 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 311,762,550 NEW ORDINARY SHARES OF RM0.10 EACH IN MNC ("MNC SHARES") ("RIGHTS SHARES") TOGETHER WITH UP TO 207,841,700 FREE DETACHABLE WARRANTS ("WARRANTS") AT AN INDICATIVE ISSUE PRICE OF RM0.15 PER RIGHTS SHARE ON THE BASIS OF THREE (3) RIGHTS SHARES TOGETHER WITH TWO (2) WARRANTS FOR EVERY ONE (1) EXISTING MNC SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") BASED ON A MINIMUM SUBSCRIPTION LEVEL OF 33,000,000 RIGHTS SHARES TOGETHER WITH 22,000,000 WARRANTS ("MINIMUM SUBSCRIPTION LEVEL") ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT, subject to the passing of Ordinary Resolution 3 and Special Resolution 1 and the approvals of all relevant authorities including the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the admission of the Warrants to the Official List of the ACE Market of Bursa Securities and the listing of and quotation for the Rights Shares, the Warrants and the new MNC Shares to be issued arising from the exercise of the Warrants on the ACE Market of Bursa Securities, approval be and is hereby given to the Directors of the Company to:

- (i) provisionally allot and issue by way of renounceable rights issue of up to 311,762,550 Rights Shares together with up to 207,841,700 Warrants at an issue price to be determined at the Board's discretion and announced later on the basis of three (3) Rights Shares for every one (1) existing MNC Share held on the Entitlement Date together with two (2) Warrants for every three (3) Rights Shares subscribed;
- (ii) deal with fractional entitlements under the Proposed Rights Issue with Warrants arising from any reason whatsoever as the Board of Directors of the Company ("Board") may at its absolute discretion deem fit and expedient and in the best interest of the Company;
- (iii) deal with the excess Rights Shares not subscribed by the other entitled shareholders of MNC in the manner as detailed in Section 2.1.1 of the Circular to Shareholders of MNC dated 26 November 2015 ("Circular");
- (iv) utilise the proceeds to be derived from the Proposed Rights Issue with Warrants in the manner as set out in Section 2.1.6 of the Circular and the Directors of the Company be and are hereby authorised to revise the manner and purpose of utilisation of proceeds as they may deem fit and expedient in the best interest of the Company subject (where required) to the approval of the relevant authorities;
- (v) create and issue the free Warrants based on the indicative principal terms as set out in Appendix I of the Circular and the terms and conditions of a Deed Poll to be executed by the Company constituting the Warrants ("Deed Poll"), wherein each Warrant will carry the right to subscribe, subject to any adjustment in accordance with the Deed Poll, at anytime during the exercise period, for one (1) new MNC Share at an exercise price to be determined at the Board's discretion and announced later;
- (vi) allot and issue such further free Warrants as may be required or permitted to be issued as a result of any adjustments under the provisions of the Deed Poll;
- (vii) allot and issue the new MNC Shares arising from the exercise of the Warrants (including further free Warrants arising from any adjustments under the provisions of the Deed Poll); and
- (viii) enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as the Directors of the Company may deem fit or expedient in order to finalise, implement and to give effect to the Deed Poll;

THAT the Rights Shares and the new MNC Shares arising from the exercise of the Warrants so allotted and issued shall rank *pari passu* in all respects with the existing issued ordinary shares of the Company except that these securities will not be entitled to any dividends, rights, allotments and/or other distributions, that may be declared, made or paid prior to the date of allotment of the Rights Shares or the new MNC Shares to be issued arising from the exercise of the Warrants;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all such acts and things, take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to finalise, implement and/or give full effect to the Proposed Rights Issue with Warrants with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant authority or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEE SHARE OPTION SCHEME ("ESOS" OR "SCHEME") OF UP TO THIRTY PER CENT (30%) OF THE PREVAILING ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) FOR THE ELIGIBLE EMPLOYEES (INCLUDING DIRECTORS, EITHER AN EXECUTIVE DIRECTOR OR A NON-EXECUTIVE DIRECTOR) OF THE COMPANY AND ITS SUBSIDIARIES ("GROUP") (EXCLUDING DORMANT SUBSIDIARIES), AFTER THE PROPOSED RIGHTS ISSUE WITH WARRANTS, WHO MEET THE CRITERIA OF ELIGIBILITY FOR PARTICIPATION IN THE ESOS ("ELIGIBLE EMPLOYEE(S)") AS SET OUT IN THE BY-LAWS CONTAINING THE RULES, TERMS AND CONDITIONS OF THE ESOS ("BY-LAWS") ("PROPOSED ESOS")

"THAT, subject to the passing of Ordinary Resolution 3 and Special Resolution 1 and the approvals of all relevant authorities including the approval of Bursa Securities for the listing of and quotation for the new MNC Shares to be issued arising from the exercise of the options granted under the Scheme ("Option(s)") on the ACE Market of Bursa Securities, approval be and is hereby given to the Directors of the Company to:

- (i) establish, implement and administer a Scheme for the benefit of the Eligible Employees, and to grant Options in accordance with the terms set out in the By-Laws, referred to Appendix II of the Circular, for a period of five (5) years from the date of the Scheme comes into force, which may be extended or renewed (as the case may be) for a further period of up to five (5) years, at the sole and absolute discretion of the Board, PROVIDED that the total period of the Scheme shall not exceed ten (10) years;
- (ii) make such applications as may be necessary at the appropriate time or times to Bursa Securities and any other relevant authorities upon which the new MNC Shares may, for the time being, be listed, for permission to deal in and for quotation of any new MNC Shares in the capital of the Company which may hereafter from time to time be allotted and issued pursuant to the exercise of the Options;
- (iii) allot and issue from time to time such number of new MNC Shares in the capital of the Company as may be required pursuant to the exercise of the Options provided that the total number of new MNC Shares to be issued under the Scheme shall not in aggregate exceed thirty per cent (30%) of the prevailing issue and paid-up share capital (excluding treasury shares) of the Company at any point in time throughout the duration of the Scheme; and
- (iv) modify and/or amend the Scheme from time to time as may be required, permitted or deemed necessary by the authorities and/or the Board provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Scheme;

THAT the proposed By-Laws, as set out in Appendix II of the Circular, which is in compliance with the ACE Market Listing Requirements of Bursa Securities ("ACE LR"), be and is hereby approved and adopted;

THAT the new MNC Shares arising from the exercise of the Options so allotted and issued shall rank *pari passu* in all respects with the existing issued ordinary shares of the Company except that these securities will not be entitled to any dividends, rights, allotments and/or other distributions, that may be declared, made or paid prior to the date of allotment of the new MNC Shares to be issued arising from the exercise of the Options;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all such acts and things, take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant authority or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company."

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF MNC FROM RM25,000,000 COMPRISING 250,000,000 MNC SHARES TO RM100,000,000 COMPRISING 1,000,000,000 MNC SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to the passing of Special Resolution 1, approval be and is hereby given to the Board to increase the authorised share capital of the Company from RM25,000,000 comprising 250,000,000 ordinary shares of RM0.10 each to RM100,000,000 comprising 1,000,000,000 ordinary shares of RM0.10 each;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements the Directors may deem necessary and/or expedient to finalise, implement and give full effect to complete the Proposed Increase in Authorised Share Capital including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF MNC ("MOA") TO FACILITATE THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL ("PROPOSED MOA AMENDMENTS")

Memorandum of Association	Existing provision	Revised provision
Clause 6	The capital of the Company is RM25,000,000.00 divided into 250,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The capital of the Company is RM100,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all such acts and things, take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to finalise, implement and/or give full effect to the Proposed MOA Amendments with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant authority or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company."

By Order of the Board of
M N C WIRELESS BERHAD

Lim Lee Kuan (MAICSA 7017753)
Teo Mee Hui (MAICSA 7050642)
Company Secretaries

Kuala Lumpur
26 November 2015

Notes:

1. For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 51(6) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 7 December 2015. Only a depositor whose name appears on the Record of Depositors as at 7 December 2015 shall be entitled to attend the said meeting and to speak or vote thereat.
2. Every member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote for him/her. The member may attend and vote in person at the meeting after lodging the proxy form but however such attendance shall not automatically revoke the proxy's authority unless an intimation in writing has been made to the Company at the Registered Office at 10th Floor, Menara Hap Seng, No. 1 & 3 Jalan P. Ramlee, 50250 Kuala Lumpur. A proxy may but need not be a member of the Company. If the proxy is not a member of the Company, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
3. A member shall be entitled to appoint at least one (1) and up to two (2) proxies to attend at the meeting. Where a member appoints more than one (1) proxy, the proxies shall not be valid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
4. 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.
5. The instrument appointing a proxy shall be in writing (in common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notially certified copy of that power or authority shall be deposited at the Registered Office of the Company at 10th Floor, Menara Hap Seng, No. 1 & 3 Jalan P. Ramlee, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.