



MQ TECHNOLOGY

MQ TECHNOLOGY BERHAD
(635804-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of MQ Technology Berhad ("the Company") will be held at the Conference Room of the Company, Plot 86-B, Lintang Bayan Lepas 9, Bayan Lepas Industrial Park 4, 11900 Bayan Lepas, Penang on Monday, 16 May 2016 at 10.00 a.m. to transact the following business:-

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. Ordinary Resolution 1
- To approve the payment of Directors' fees of not exceeding RM300,000 for the financial year ending 31 December 2016. Ordinary Resolution 2
- To re-elect the following Directors who retires in accordance with Article 84 of the Company's Articles of Association: Ordinary Resolution 2
 (i) Mr. Teh Eng Huat Ordinary Resolution 3
 (ii) Mr. Na Chiang Seng
- To re-elect the following Directors who were appointed to the Board during the year and retire in accordance with Article 91 of the Company's Articles of Association:- Ordinary Resolution 4
 (i) Dato Lim Char Boo Ordinary Resolution 5
 (ii) Encik Mohd Anuar Bin Mohd Hanadzlah
- To re-appoint Messrs. SJ Grant Thornton as Auditors of the Company until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration. Ordinary Resolution 6

SPECIAL BUSINESS:

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

- AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ISSUE SHARES**
 "That, subject to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders of the Company in general meeting whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued." Ordinary Resolution 7
- PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**
 "That, subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into and to give effect to the recurrent related party transactions of a revenue or trading nature with the related party as stated in Section 2.4 of the Circular to Shareholders dated 22 April 2016 ("Circular") provided that such transactions are undertaken in the ordinary course of business, on arm's length basis, on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not to the detriment of the Company's minority shareholders.
 That such approval shall continue to be in force until:-
 (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next annual general meeting; or
 (ii) the expiration of the period within which the next annual general meeting of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but will not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 (iii) revoked or varied by resolution passed by the shareholders in general meeting;
 whichever is the earlier.
 And That, the Directors of the Company be authorised to complete and 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 Proposed Shareholders' Mandate." Ordinary Resolution 8
- 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

DATUK TAN LEH KIAH (MAICSA 719692)
OOI YOONG YOONG (MAICSA 7020753)
Secretaries

Penang
Date : 22 April 2016

Notes:-

Proxy

- There is no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b)&(c) of the Companies Act, 1965 shall not apply to the Company.
- A member entitled to attend and vote is entitled to appoint two (2) or more proxies to attend and vote in his stead. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 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, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- Where a Member of the Company 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.
- Where a Member of the Company is an exempt authorised nominee as defined under the Central Depositories Act, 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.
- For a proxy to be valid, the instrument appointing a proxy shall be deposited at the Registered Office, 39 Salween Road, 10050 Penang not less than forty-eight hours before the time for holding the meeting and any adjournments thereof. In the event the Member(s) duly executes the form of proxy but does not name any proxy, such Member(s) shall be deemed to have appointed the Chairman of the meeting as his/his proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member(s).

General Meeting Record of Depositors

- Only a depositor whose name appears on the Record of Depositors of the Company as at 9 May 2016 shall be entitled to attend this Meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

Special Business

- Ordinary Resolution 7 - Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares**

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The proposed resolution, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time as the Directors may deem fit, without having to convene a general meeting.

This authority shall continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

As at the date of this notice and pursuant to the general mandate granted to the Directors at the 12th Annual General Meeting held on 22 June 2015, the Company had on 28 September 2015 issued 25,361,800 ordinary shares of RM0.10 each for cash. The proceeds totalling RM2,536,180 arising from the issuance of the said new ordinary shares have been utilised for utilised for working capital purposes as well as to defray expenses relating to the placement of shares.

9. Ordinary Resolution 8 - Proposed Shareholders' Mandate

The proposed resolution, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

This authority shall continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held (but will not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965) or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

Please refer to the Circular to Shareholders dated 22 April 2016 for further information.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.