



MEXTER

MEXTER TECHNOLOGY BERHAD (647673-A)

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth 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, 16 June 2016 at 9.00 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the year ended 31 December 2015 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 RM133,500 for the financial period ending 31 March 2017. **(Resolution 1)**
(Please refer to Note B)
- 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:-
 - Ivan Sia Teck Fatt Article 98(1) **(Resolution 2)**
 - Yee Teck Fah 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 Independent Non-Executive Director(s)
 - "That authority be and is hereby given to Andrew Su Meng Kit who has served as Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as Senior Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012." **(Resolution 5)**
 - "That authority be and is hereby given to Dato' Hj Mohammad Mokhtar Bin Hj Hasan who has served as an Independent Non-Executive Chairman of the Company to continue to serve as Independent Non-Executive Chairman of the Company upon expiry of his tenure of nine years as Independent Non-Executive Chairman with effect from 1 March 2017 in accordance with the Malaysian Code on Corporate Governance 2012." **(Resolution 6)**
 - 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 7)**
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 7050778)

Secretaries

Kuala Lumpur

Date : 29 April 2016

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.
- Upon the change of financial period end (FPE) of the Company from 31 December 2016 to 31 March 2017 which was announced on 15 March 2016, it is thus appropriate for the Company to seek a formal approval of the shareholders for such payment of Directors' fee under the new FPE. Such proposed Fee has been reduced and proposed for 15 months as compared to the amount approved for previous Financial Year Ended 31 December 2015.

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 9 June 2016. Only a depositor whose name appears on the Record of Depositors as at 9 June 2016 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 later 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, the Senior Independent Non-Executive Director of the Company has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. After having assessed the independence of Mr. Andrew Su and also the assessment by the Nomination Committee (NC), 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 NC, recommend Mr. Andrew Su to continue to serve as Senior Independent Non-Executive Director of the Company.

The proposed Resolution 5, if passed, enable Mr. Andrew Su to continue to act as Senior Independent Non-Executive Director of the Company. Otherwise, he will be re-designated as a Non-Independent Non-Executive Director and relinquish his position as the Senior Independent Non-Executive Director of the Company upon the conclusion of the 12th Annual General Meeting.
- Resolution 6 - Continue in Office as the Independent Non-Executive Chairman**

Dato' Hj Mohammad Mokhtar Bin Hj Hasan is the Independent Non-Executive Chairman of the Company who has served on the Board since 1 March 2008. His term of office as an Independent Non-Executive Director will be 9 years cumulatively by 28 February 2017, which is before the AGM to be held in year 2017. 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. 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 Dato' Hj Mohammad Mokhtar and also the assessment by the NC, regards him to be independent based amongst others, he has demonstrated throughout the terms of his office to be independent by exercising independent judgment when a matter is put before him for decision. Thus, he would be able to function as check and balance, provide broader view and brings an element of objectivity to the Board. To that, the Board with the recommendation of the NC, recommend Dato' Hj Mohammad Mokhtar to continue to serve as Independent Non-Executive Chairman of the Company.

The proposed Resolution 6, if passed, enable Dato' Hj Mohammad Mokhtar to continue to act as the Independent Non-Executive Chairman of the Company. Otherwise, he will be re-designated as a Non-Independent Non-Executive Chairman of the Company with effect from 1 March 2017.
- Resolution 7 - Authority to issue Shares**

The proposed Resolution No. 7, if passed, will grant a renewed general mandate (Mandate 2016) 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 2016 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited for 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 11th 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.