

**NOTICE IS HEREBY GIVEN** that the Fourteenth 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 Friday, 26 May 2017 at 10.00 a.m. to transact the following business:-

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. Ordinary Resolution 1
2. To approve the payment of Directors' fees of not exceeding RM168,000 for the financial year ending 31 December 2017. Ordinary Resolution 2
3. To approve the payment of Directors' benefits (excluding Directors' fees) of not exceeding RM 40,000 from 1 January 2017 until the next Annual General Meeting of the Company. Ordinary Resolution 2
4. To re-elect Mr. Na Chiang Seng, who retires in accordance with Article 84 of the Company's Constitution and who, being eligible, offer himself for re-election. Ordinary Resolution 3
5. To re-elect the following Directors who retire in accordance with Article 91 of the Company's Constitution and who, being eligible, offer themselves for re-election:-
  - (i) Mr. Chang Weng Hoe Ordinary Resolution 4
  - (ii) Mr. Edwin Silvester Das Ordinary Resolution 5
  - (iii) Mr. Robbie Hari Krishnan Tatparanandam Ordinary Resolution 6
  - (iv) Mr. Wong Ken Hong Ordinary Resolution 7
  - (v) Mr. Paulinus Mojjun Ordinary Resolution 8
6. To re-appoint Messrs. SJ Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 9

**SPECIAL BUSINESS:**

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

7. **AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 FOR THE DIRECTORS TO ISSUE SHARES**  
 "THAT, subject always to the Companies Act, 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 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 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 total number of issued shares 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 10
8. **PROPOSED 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 28 April 2017 ("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 ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
  - (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 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) 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 11
9. 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 : 28 April 2017

**Notes:-**

**Proxy**

1. A member of the Company entitled to attend and vote is entitled to appoint any person as his proxy to attend and vote in his stead. A proxy need not be an advocate, an approved company auditor or a person approved by the Registrar. There is no restriction as to the qualification of the proxy.
2. 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized 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 authorized.
4. 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.
5. 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.
6. 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**

7. Only a depositor whose name appears on the Record of Depositors of the Company as at 19 May 2017 shall be entitled to attend this Meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

**Special Business**

8. **Ordinary Resolution 1 - Proposed payment of Directors' fees of not exceeding RM168,000 for the financial year ending 31 December 2017**

The proposed Ordinary Resolution 1 is to facilitate the payment of Directors' fees on current year basis. In the event, the Directors' fees proposed is insufficient, the Board will sought the approval from the shareholders at the next Annual General Meeting for additional fees to meet the shortfall.

9. **Ordinary Resolution 2 - Proposed payment of Directors' benefits (excluding Directors' fees) of not exceeding RM40,000 from 1 January 2017 until the next AGM of the Company.**

The proposed Directors' benefits payable comprises allowances and other benefits.

The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board's and Board Committees'

meetings for the current financial year ending 31 December 2017 until the next Annual General Meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

**Special Business**

10. **Ordinary Resolution 10 - Authority Under Sections 75 And 76 Of The Companies Act, 2016 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.

This renewed general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

11. **Ordinary Resolution 11 - 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 by law) or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

Please refer to the Circular to Shareholders dated 28 April 2017 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.

**MEDIA**

NST/Star/Sun

**SIZE**

4col (12.9cm) X 33 cm

**INSERTION DATE**

28 April 2017