



M N C Wireless Berhad
(Company No. 635884-T)
(Incorporated in Malaysia)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting (“14th AGM”) of **M N C Wireless Berhad** will be held at Kayangan Suites, Pulau Pavilion, Pulau Spring Resort, 20KM, Jalan Pontian Lama, 81110 Pulau, Johor on Friday, 22 June 2018 at 10.30 a.m., for the purpose of considering the following businesses:

AGENDA

ORDINARY BUSINESS

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| 1. To lay before the Meeting the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and the Auditors thereon. | <i>Please refer to Explanatory Note 1</i> |
| 2. To re-elect Thu Soon Shien who retire by rotation in accordance with Article 92 of the Constitution of the Company and being eligible, offer himself for election. | Ordinary Resolution 1 |
| 3. To re-elect Kua Khai Shyuan who retire by rotation in accordance with Article 92 of the Constitution of the Company and being eligible, offer himself for election. | Ordinary Resolution 2 |
| 4. To approve the payment of Directors’ remuneration payable to the Board of the Company amounting to RM194,000.00 for the period from 1 June 2018 to 31 May 2019. | Ordinary Resolution 3 |
| 5. To re-appoint Messrs. Siew Boon Yeong & Associates, as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 4 |

SPECIAL BUSINESS

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| 6. To consider and if thought fit, pass the following Ordinary Resolution, with or without modification: | Ordinary Resolution 5 |
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Authority to Issue and Allot Shares

“**THAT** subject always to the Companies Act, 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Companies Act, 2016 to issue and allot not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Companies Act, 2016 and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.”

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| 7. To transact any other ordinary business of which due notice shall have been given. | |
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BY ORDER OF THE BOARD

TEO MEE HUI (MAICSA 7050642)
ANNA LEE AI LENG (LS 0009729)
Company Secretaries

Kuala Lumpur
Dated this **30th** day of **April, 2018**

NOTES:

- For the purpose of determining a member who shall be entitled to attend this 14th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 51(6) of the Company’s Constitution to issue a General Meeting Record of Depositors as at **18 June 2018**. Only a depositor whose name appears on the Record of Depositors as at **18 June 2018** shall be entitled to attend the said meeting and to speak or vote thereat.
- 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.
- 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.
- 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.
- 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.
- The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially 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.

EXPLANATORY NOTE

- Item 1 of the Agenda- Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of Directors and Auditors thereon.

The Audited Financial Statements under this agenda item is meant for discussion only as the provisions of Section 248 and Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence this item is not put forward for voting.

- Ordinary Resolution 3

Section 230(1) of the Companies Act, 2016 provides amongst others, that “the fees” of the directors and “any benefits” payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders’ approval shall be sought at the 14th AGM on the Directors’ remuneration in Resolution 3 on payment of Directors’ remuneration for the period from 1 June 2018 until 31 May 2019 (“Relevant Period”).

The Directors’ remuneration comprises the Directors’ fee and meeting allowances payable to the Board of the Company for the Relevant Period is set out as follows:

	Executive Directors RM	Non-Executive Directors RM
Director Fee	–	186,000.00*
Meeting allowance	–	8,000.00
Total	–	194,000.00

* Including directors’ fee payable to Ms Pang Siaw Sian since the re-designation of Ms Pang Siaw Sian to Non-Executive Director in October 2017.

In determining the estimated total amount of the Directors’ remuneration, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved.

Payment of Directors’ remuneration will be made by the Company on a monthly basis and/or as and when incurred if the proposed Resolution 3 has been passed at the 14th AGM. The Board is of the view that it is just and equitable for the Directors to be paid such payment on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the period as stated herein.

- Ordinary Resolution 5
Authority to Issue and Allot Shares

The proposed resolution, if passed, will give flexibility to the Directors to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of next Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting (“the previous mandate”). The previous mandate had been utilised for the proposed private placement of up to 10% of the total number of issued shares of the Company (excluding treasury shares) as announced to Bursa Malaysia Securities Berhad on 25 May 2017. For further information, please refer the Statement Accompanying Notice of Annual General Meeting on page 8 in the Annual Report 2017.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.