



TECHNOLOGY BERHAD

MQ TECHNOLOGY BERHAD

(Company No.: 635804-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of MQ Technology Berhad ("MQ" or the "Company") will be held at Conference Room, Plot 86-B, Lintang Bayan Lepas 9, Bayan Lepas Industrial Park 4, 11900 Bayan Lepas, Penang on Wednesday, 16 May 2018 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF MQ AND ITS SUBSIDIARIES TO INCLUDE MARKETING SERVICES FOR GAMING RELATED BUSINESSES ("PROPOSED DIVERSIFICATION")

"**THAT**, subject to and conditional upon the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Company and its subsidiaries to diversify its existing core business to include marketing services for gaming related business;

AND THAT the Board of Directors of MQ ("**Board**") be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Diversification with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

ORDINARY RESOLUTION 2

PROPOSED PRIVATE PLACEMENT OF 82,953,024 ORDINARY SHARES IN MQ ("PLACEMENT SHARE(S)") AT AN ISSUE PRICE OF RM0.05 PER PLACEMENT SHARE ("PROPOSED PRIVATE PLACEMENT")

"**THAT**, subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to allot and issue an aggregate of 82,953,024 new ordinary shares of MQ ("**Placement Share(s)**") at an issue price of RM0.05 per Placement Share, after taking into consideration the prevailing market price and the future prospects of the Company.

THAT the proceeds of the Proposed Private Placement be utilised for the purposes as set out in the circular to shareholders of the Company dated 24 April 2018, and the Directors be authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities, where required.

THAT such Placement Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing MQ Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the said Placement Shares.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF 41,476,512 PLACEMENT SHARES TO WONG KEN HONG AT AN ISSUE PRICE OF RM0.05 PER PLACEMENT SHARE ("PROPOSED ALLOCATION")

"**THAT**, subject to the passing of Ordinary Resolution 2, and approvals of all relevant authorities being obtained, approval be and is hereby given to the Board at any time and from time to time to allot and issue 41,476,512 Placement Shares to Wong Ken Hong at an issue price of RM0.05 per Placement Share."

By Order of the Board

Datuk Tan Leh Kiah (MAICSA 719692)

Ooi Yoong Yoong (MAICSA 7020753)

Secretaries

Penang

24 April 2018

Notes:-

1. A member of the Company entitled to attend, participate, speak and vote is entitled to appoint any person as his proxy to attend, participate, speak and vote in his stead. There is no restriction as to the qualification of the proxy.
2. A member entitled to attend, participate, speak and vote is entitled to appoint two (2) or more proxies to attend, participate, speak 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 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.
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 Proxy Form but does not name any proxy, such Member(s) shall be deemed to have appointed the Chairman of the meeting as his/her 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).
7. Only a depositor whose name appears on the Record of Depositors of the Company as at 14 May 2018 shall be entitled to attend this meeting or appoint proxies to attend, participate, speak and/or vote on his/her behalf.