



## MLABS SYSTEMS BERHAD

(Company No.: 653227-V)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting of the Company will be held at Level 4, Menara Lien Hoe, No. 8, Jalan Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on 27 September 2018 at 10.30 a.m. to transact the following businesses: -

#### AGENDA

- To lay the Audited Financial Statements of the Company for the financial year ended 31 March 2018 together with the Reports of Directors and Auditors thereon. **(Please refer to Note 1)**
- To approve the payment of Directors' fees of RM96,000 for the financial year ended 31 March 2018. **Ordinary Resolution 1**
- To approve the payment of Directors' fees of RM180,000 from 1 April 2018 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**
- To approve the payment of Directors' benefits (excluding Directors' fees) of up to RM18,000 to the Non-Executive Directors with effect from 1 October 2018 until the next Annual General Meeting of the Company. **Ordinary Resolution 3**
- To re-elect the following directors who retire pursuant to Article 133 of the Company's Constitution:-
  - General Tan Sri Dato' Sri Hj. Suleiman Bin Mahmud RMAF (Rtd) **Ordinary Resolution 4**
  - Mejar Dato' Ismail Bin Ahmad (Retired) **Ordinary Resolution 5**
- To re-elect Tan Sik Eek who retires pursuant to Article 137 of the Company's Constitution. **Ordinary Resolution 6**
- To re-appoint Messrs BDO as Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 7**
- Authority to Allot Shares **Ordinary Resolution 8**  
As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications: -

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be allotted pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."
- Proposed Retention of Independent Non-Executive Director **Ordinary Resolution 9**  
To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

"THAT subject to the passing of Ordinary Resolution 4, General Tan Sri Dato' Sri Hj. Suleiman Bin Mahmud RMAF (Rtd) be and is hereby retained as an Independent Non-Executive Director of the Company."
- To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

**SEOW FEI SAN**  
**LOH LAI LING**  
Secretaries

Petaling Jaya  
Date: 31 July 2018

#### NOTES:

- The shareholders' approval on the Audited Financial Statements are not required pursuant to Section 340(1) of the Companies Act 2016 ("Act"), hence, the matter will not be put for voting.
- Only depositors whose names appear in the Record of Depositors as at 21 September 2018 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and a member may appoint any persons to be his proxy. A proxy appointed to attend and vote at a meeting of a company shall be entitled to vote on any question at any general meeting and have the same rights as the member to speak at the meeting.
- A member shall be entitled to appoint more than two (2) proxies to attend and vote at the Annual General Meeting. Where a member appoints more than two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
- Where a Member 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 which holds ordinary share in the Company for multiple beneficial owners in one (1) 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 and the power of attorney or other authority (if any), which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time for holding the Annual General Meeting or any adjournment thereof.
- Explanatory Notes:

#### Ordinary Resolutions 1 & 2 & 3

Pursuant to Section 230(1) of the Act, 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 Fourteenth Annual General Meeting ("AGM") on the Directors' fees and benefits in three (3) separate resolutions as below:-

- Ordinary Resolution 1 on payment of Directors' fees for the financial year ended 31 March 2018; and
- Ordinary Resolution 2 on payment of Directors' fees in respect of the current financial year until the next AGM.
- Ordinary Resolution 3 on payment of Director's benefits (excluding Directors' fees) for period from 1 October 2018 until the next AGM.

The Directors' benefits payable to the Directors is essentially includes meeting allowance for Board/Board Committee meeting attended. The Directors' benefits from 1 October 2018 until the conclusion of the next AGM is estimated not to exceed RM18,000. The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' benefits is insufficient due to an increase in Board/Board Committee meetings and increase in Board size.

Details of the Directors' fees and benefits of the Non-Executive Directors for the financial year ended 31 March 2018 are disclosed in the Overview Statement on Corporate Governance in the Annual Report 2018.

#### Ordinary Resolution 8 : Authority to Allot Shares

The proposed Ordinary Resolution 8, if passed, will give the Directors of the Company, from the date of the Fourteenth AGM, authority to allot and issue shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of printing of the Annual Report, no new shares were issued by the Company pursuant to the authority granted to the Directors at the Thirteenth AGM held on 30 August 2017 and the said authority will lapse at the conclusion of the Fourteenth AGM.

This authority 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, repayment of bank borrowings, etc.

#### Ordinary Resolution 9 : Proposed Retention of Independent Non-Executive Director

The proposed Ordinary Resolution 9, if passed, will allow General Tan Sri Dato' Sri Hj. Suleiman Bin Mahmud RMAF (Rtd) to be retained and continue to act as Independent Non-Executive Director of the Company.

The Board through the Nominating Committee ("NC"), has determined that General Tan Sri Dato' Sri Hj. Suleiman Bin Mahmud RMAF (Rtd) has vast and diverse range of experiences and brings the right mix of skills to the Board. As Director, he continues to bring independent and objective judgements to Board deliberations and decision-making process as a whole. The Board therefore, endorsed the NC's recommendation for him to be retained as Independent Director.

The full details of the Board's justifications for the retention of General Tan Sri Dato' Sri Hj. Suleiman Bin Mahmud RMAF (Rtd) are set out in the Overview Statement on Corporate Governance in the Annual Report 2018.