



M-Mode Berhad (635759-U)
(Incorporated in Malaysia)

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of the Company will be held at Lily Room, The Zon All Suites Residences On The Park, 161-D Jalan Ampang, 50450 Kuala Lumpur on Thursday, 15 November 2018 at 2.00 p.m. to transact the following businesses:-

Ordinary Business

- AGENDA**
- To receive the Audited Financial Statements for the financial year ended 31 May 2018 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1 on Ordinary Business)
 - To re-elect Ir. Yap Nam Fee who retires pursuant to Article 132 of the Company's Articles of Association. (Resolution 1)
 - To approve the payment of Directors' fees of up to RM144,000 for the financial year ending 31 May 2019. (Resolution 2)
 - To re-appoint Messrs Morison Anuarul Azizan Chew as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 3)

Special Business

To consider and, if thought fit, to pass, with or without modifications, the following Ordinary/Special Resolutions:-

- ORDINARY RESOLUTION I
Authority To Allot And Issue Shares** (Resolution 4)
"THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, 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 issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- ORDINARY RESOLUTION II
Continuing in Office as Independent Non-Executive Director** (Resolution 5)
"THAT approval be and is hereby given to Mohd Zaini Bin Noordin who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company."
- SPECIAL RESOLUTION
Proposed Change Of Company's Name** (Resolution 6)
"THAT the name of the Company be changed from "M-Mode Berhad" to "Ecobuilt Holdings Berhad" with effect from the date of the Notice of Registration of New Name issued by the Companies Commission of Malaysia and that the Memorandum and Articles of Association of the Company be hereby amended accordingly, wherever the name of the Company appears.
AND THAT the Directors and/or Secretary of the Company be and are hereby authorised to give effect to the Proposed Change of Name with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities."
AND THAT the Directors and/or Secretary of the Company be and are hereby authorised to give effect to the Proposed Change of Name with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

JOANNE TOH JOO ANN [LS 0008574]
SIA EE CHIN [MAICSA 7062413]
Company Secretaries
Kuala Lumpur
28 September 2018

NOTES:-

- A Member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies and vote in his/her stead. A proxy need not be a member of the Company.
- A member may appoint up to two (2) proxies to attend on the same occasion.
- Where a Member is a authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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 shares 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- If more than one (1) proxy is appointed, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney duly authorized.
- A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- The Depositors whose name appear in the Record of Depositors as at 8 November 2018 shall be eligible to attend, vote and speak at the meeting or appoint proxies to attend, vote and speak on their behalf.
- The Form of Proxy must be deposited at the Registered Office of the Company at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.

EXPLANATORY NOTE ON ORDINARY BUSINESS

1. Audited Financial Statements For The Financial Year Ended 31 May 2018

The item is meant for discussion only as the provision of Section 340(1) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting

2. Re-election of Directors

Ir. Yap Nam Fee is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at the Annual General Meeting.

Abdul Razak Bin Dato' Haji Ipap and Thong Kooi Pin who are retiring pursuant to Article 127 of the Company's Articles of Association as Directors of the Company at the forthcoming Fourteenth Annual General Meeting, have indicated to the Company that they would not be seeking re-election at the Fourteenth Annual General Meeting. Therefore, Abdul Razak Bin Dato' Haji Ipap and Thong Kooi Pin shall retire as Directors at the conclusion of the Fourteenth Annual General Meeting.

3. Payment of Directors' Fees and Benefits

Pursuant to Section 230(1) of the Companies Act, 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.

The Proposed Resolution 2 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Ordinary Resolution I : Authority to Directors to Allot and Issue Shares

The Ordinary Resolution proposed under Resolution 4 is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

The Ordinary Resolution proposed under Resolution 4, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without having to convene a 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.

2. Ordinary Resolution II : Continuing in Office as Independent Non-Executive Director

Pursuant to the Malaysian Code on Corporate Governance, the Board has via the Nomination Committee assessed the independence of Mohd Zaini Bin Noordin who had served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue act as Independent Non-Executive Director of the Company based on the following justifications:-

- he has fulfilled the criteria under the definition of Independent Directors as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he will be able to function as a check and balance, bringing an element of objectivity to the Board;
- he has vast experience in a diverse range of businesses and therefore will be able to provide constructive opinion; he exercises independent judgement and has the ability to act in the best interest of the Company;
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- he has continued to exercise his independence and due care during his tenure as Independent Non-Executive Directors of the Company and carried out his professional duties in the best interest of the Company and shareholders.

The Ordinary Resolution proposed under Resolution 5 if passed, will enable Mohd Zaini Bin Noordin to continue to act as Independent Non-Executive Director of the Company.

3. Special Resolution : Proposed Change of Company's Name

On 13 September 2018, the Company had announced to Bursa Malaysia Securities Berhad that the Board had proposed to change the Company's name from "M-Mode Berhad" to "Ecobuilt Holdings Berhad". The Proposed Change of Company's name to Ecobuilt Holdings Berhad is to rebrand as the Group had venture into Construction.

The approval of Companies Commission of Malaysia ("CCM") for the use of proposed name "Ecobuilt Holdings Berhad" which was obtained via CCM's email dated 13 September 2018 and the reservation of name is valid for a period of 30 days from 13 September 2018 ("Validity Period"). Subsequently, the Validity Period was extended by CCM to 11 January 2019 (which may be further extended by CCM). The Proposed Change of Company's name is subject to the approval of shareholders of the Company by way of a Special Resolution which requires a majority of not less than three fourth of such members of the Company as being entitled so to do vote in person or by proxy at the forthcoming Fourteenth Annual General Meeting to be convened on 15 November 2018.

The Special Resolution proposed under Resolution 6 if passed, would change the Company's name to "Ecobuilt Holdings Berhad" upon issuance of Notice of Registration of new name by the CCM.