

**NOTICE IS HEREBY GIVEN** the Sixteenth Annual General Meeting ("16th AGM") of the Company will be held at the MQ's Conference Room, Plot 86-B, Lintang Bayan Lepas 9, Bayan Lepas Industrial Park 4, 11900 Bayan Lepas, Penang on Tuesday, 25 June 2019 at 10.30am to transact the following business:-

**ORDINARY BUSINESS**

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.                                  | <b>Please refer to Note B</b> |
| 2. | To approve the payment of Directors' fees of not exceeding RM250,000.00 for the financial year ended 31 December 2019.  | <b>Resolution 1</b>           |
| 3. | To approve the payment of Directors' benefits (excluding Directors' Fees) of not exceeding RM60,000.00 from 25 June 2019 until the next Annual General Meeting of the Company.              | <b>Resolution 2</b>           |
| 4. | To re-elect Encik Mohd Anuar Bin Mohd Hanadzlah who retires in accordance with Article 84 of the Company's Articles of Association and being eligible, has offered himself for re-election. | <b>Resolution 3</b>           |
| 5. | To re-elect Mr Tong Sian Shyen who retires in accordance with Article 91 of the Company's Articles of Association and being eligible, have offer themselves for re-election.                | <b>Resolution 4</b>           |
| 6. | To appoint Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.   | <b>Resolution 5</b>           |

Notice of Nomination from a member pursuant to Sections 280(2)(b)(ii) and 322 of the Companies Act, 2016, a copy of which is annexed hereto and marked "Annexure A" was received by the Company for the nomination of Messrs PKF Kuala Lumpur, for appointment as Auditors and of the intention to propose the following Ordinary Resolution:-

"THAT subject to their consent to act, Messrs PKF Kuala Lumpur be and are hereby appointed as Auditors of the Company in place of the outgoing Auditors, Messrs. Moore Stephens Associates PLT and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors."

**SPECIAL BUSINESS:**

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| 7. | To consider and, if thought fit, to pass with or without modifications, the following Resolutions:- | <b>Resolution 6</b> |
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**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 Memorandum and Articles of Association 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."

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| 8. | <b>PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")</b> | <b>Resolution 7</b> |
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"THAT, subject to the provisions of the Memorandum and Articles of Association of the Company and 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 Part A of the Circular to Shareholders dated 30 April 2019 ("Circular") which has been dispatched to the Shareholders of the Company, 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 by law to be held (but shall not extend to such extension as may be allowed by law); 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."

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| 9. | <b>PROPOSED ADOPTION OF NEW CONSTITUTION</b> | <b>Special Resolution</b> |
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"THAT the existing Memorandum and Articles of Association of the Company be revoked and that the new Constitution as set out in Appendix I of Part B of the Circular to Shareholders dated 30 April 2019 despatched together with the Company's 2018 Annual Report be replaced thereof and adopted as the new Constitution of the Company with immediate effect. **AND THAT** the Directors of the Company be authorised to do all acts and things and take all such steps that may be necessary and/or expedient to give effect to the Proposed Adoption of New Constitution with full power to assent to any modification, variation and/or amendment as may be required by the relevant authorities."

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| 10. | To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Memorandum and Articles of Association and the Companies Act, 2016. |  |
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By Order of the Board

**MQ TECHNOLOGY BERHAD**

**WONG YOUN KIM (MAICSA 7018778)**

Company Secretary

Kuala Lumpur

30 APRIL 2019

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. 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 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, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur 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/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).

**General Meeting Record of Depositors**

7. Only a depositor whose name appears on the Record of Depositors of the Company as at Tuesday, 18 June 2019 shall be entitled to attend this Meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

**B. Audited Financial Statements for the Financial Year ended 31 December 2018**

The Audited Financial Statements under Agenda 1 are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only as the approval of shareholders is not required. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

**EXPLANATORY NOTES ON SPECIAL BUSINESS**

**Ordinary Resolution 6- 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.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting which will lapse at the conclusion of the Fifteenth Annual General Meeting.

**Ordinary Resolution 7 - 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 Part A of the Circular to Shareholders dated 30 April 2019 for further information.

**Special Resolution 8-Proposed Adoption of New Constitution**

The Special Resolution, if passed, will align the Constitution of the Company with the Companies Act 2016 ("CA 2016") which came into force on 31 January 2017, the updated provisions of the ACE Market Listing Requirements ("ACELR") of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that arise from the CA 2016 and ACELR. Please refer to Part B of the Circular to Shareholders dated 30 April 2019 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.