



MQ TECHNOLOGY BERHAD
Registration No. 200301033383 (Company No.635804-H)
(Incorporated in Malaysia)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting (“17th AGM”) of the Company will be conducted fully virtual at the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 16 December 2020 at 10.30 a.m. to transact the following business:-

AGENDA

Ordinary Business

- | | |
|---|--|
| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon. | Please refer to Note B |
| 2. To approve the payment of Directors’ fees and benefits of not exceeding RM222,894.00 for the period from 1 January 2019 to 30 June 2020. | Resolution 1 |
| 3. To approve the payment of Directors’ fees and benefits of not exceeding RM216,000.00 from 1 July 2020 until the next Annual General Meeting of the Company to be held in 2021. | Resolution 2 |
| 4. To re-elect Mr. Paulinus Mojiun who retires in accordance with Clause 97 of the Company’s Constitution and being eligible, has offered himself for re-election. | Resolution 3 |
| 5. To re-elect the following Directors who retire in accordance with Clause 104 of the Company’s Constitution and being eligible, have offer themselves for re-election:-

a) Mr. Hong Eng Kwee @ Hong Eng Hwe

b) Mr. Terence Cheah Eu Lee | Resolution 4

Resolution 5 |
| 6. To re-appoint Messrs. Jamal, Amin & Partners as Auditors of the Company and authorise the Directors to fix their remuneration. | Resolution 6 |

Special Business

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

7. **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** **Special Resolution**

“THAT the Proposed Amendments to the Constitution of the Company as set out in “Appendix A” be and are hereby approved and adopted.

AND THAT the Directors of the Company be and are hereby 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 Amendments to the Constitution of the Company will full power to assent to any modification, variation and/or amendment as may be required by the relevant authorities.”

8. **AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** **Resolution 7**

“THAT subject to the passing of Special Resolution, pursuant to Sections 75 and 76 of the Companies Act, 2016 (“the Act”), and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorized pursuant to Sections 75 and 76 of the Act to issue and allot shares in the company at any time the Constitution 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 issue and allot 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 20% 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.”

9. **ENHANCED GENERAL MANDATE FOR RIGHTS ISSUE ON PRO RATA BASIS (“ENHANCED RIGHTS ISSUE MANDATE”)** **Resolution 8**

“THAT subject to the approvals of the relevant governmental/regulatory authorities and compliance with the relevant applicable legal requirements including the Constitution of the Company, and any other constituent documents (if any), the

Directors be and are hereby empowered to undertake an Enhanced Rights Issue Exercise from the date of the Annual General Meeting up to 31 December 2021, **PROVIDED ALWAYS THAT:**

- (i) The Enhanced Rights Issue Mandate can only be exercised for rights issue of Ordinary Shares;
- (ii) The new shares to be issued in line with the Enhanced Rights Issue Mandate must not exceed 50% of the total number of issued shares (excluding Treasury Shares);
- (iii) The price of the Rights Shares to be issued are not priced at more than 30% discount to the theoretical ex-rights price;
- (iv) An irrevocable letter(s) of undertaking from the existing controlling shareholders to subscribe for their full entitlements is procured; and
- (v) The Company continues to comply with all the other requirements for new issue of securities under the Listing Requirements of Bursa Malaysia Securities Berhad, including the obligation to announce the rights issue with information as prescribed in the Listing Requirements.

THAT the Board be and is hereby authorised to disregard and deal with any fractional entitlements of the Rights Shares arising from the Rights Issue of Shares, if any, in such manner as the Board, in their absolute discretion deems fit, expedient, and to be in the best interest of the Company.

THAT the rights shares which are not taken up or validly taken up shall be made available for excess applications by the Entitled Shareholders and/ or their renouncee(s), if any, the Board be and is hereby authorised to allocate such excess rights shares on a basis as the Board shall at its absolute discretion, deem fit, expedient, and to be in the best interest of the Company.

THAT the proceeds from the Enhanced Rights Issue be utilised in such manner as the Board, may at its absolute discretion, deem fit, expedient and to be in the best interest of the Company, subject to the approval of the relevant authorities, where required.

THAT the rights shares shall, upon allotment and issuance, rank pari passu in all respects with the existing Shares, save and except that the rights shares will not be entitled to any dividends, rights, allotments and/ or any other form of distributions where the entitlement date of such dividends, rights, allotments and/ or any other form of distributions precedes the relevant date of allotment and issuance of the rights shares.

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Enhanced Rights Issue with full power to assent to any condition, modification, variation and/ or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in

order to implement, finalise and give full effect to the Enhanced Rights Issue."

10. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By Order of the Board
MQ TECHNOLOGY BERHAD

WONG YOUN KIM (MAICSA 7018778)
(SSM Practising Certificate No.: 201908000410)
Company Secretary

Kuala Lumpur
30 October 2020

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 security 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 twenty-four (24) 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/their 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 9 December 2020 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 30 June 2020

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

Special Resolution - Proposed Amendments to the Constitution of the Company

The Special Resolution proposed under item 7 is in line with Bursa Malaysia Securities Berhad's letter dated 16 April 2020 to allow a listed corporation to seek a higher mandate under Rule 6.03 of the ACE Market Listing Requirements of not more than twenty percent (20%) of the total number of issued shares for issue of new securities and the prevailing statutory and regulatory requirements, as well as to provide clarity and consistency. The Proposed Amendments to the Constitution of the Company are set out in the "Appendix A" accompanying the Notice of the AGM dated 30 October 2020.

This Special Resolution needs a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.

Ordinary Resolution 7- Authority for Directors to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The Proposed Ordinary Resolution 7, if passed, is to give the Directors of the Company flexibility to issue and allot shares up to an amount not exceeding twenty per centum (20%) of the Company's total number of issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions.

The Board is of the opinion that the issue and allot shares up to an amount not exceeding twenty per centum (20%) is in the best interest of the Company.

This authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM 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, a total of 64,228,336 Placement Shares has\ld been issued and allotted during the period from 17 January 2020 to 4 June 2020 in two (2) tranches. The status of the utilisation of proceed raised from the Proposed Private Placement is as follows:-

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Intended Timeframe for Utilisation (from listing date)
Payment for Working Capital	696	696	Within 12 months
Payment for Working Capital	540	540	Within 12 months
	<u>1,236</u>	<u>1,236</u>	

Ordinary Resolution 8 - Enhanced General Mandate for Rights Issue on Pro Rata Basis

The Enhanced Rights Issue Mandate is a temporary relief measure allowing eligible listed issuers to obtain mandated shareholder approval at a general meeting to undertake rights issue exercises.

This temporary flexibility will allow expedited right issue exercises by the Company via an enhanced rights issue framework, which allows the Company to issue new rights shares on a pro rata basis, up to 50% of the total number of issued shares.

Under this expedited process, the Company will be granted greater flexibilities to manage market uncertainties while making capital calls, and fast track secondary fundraising, subject to certain safeguards.

The Board is of the opinion that the Enhance Rights Issue Mandate in the best interest of the Company and its shareholders.

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.