



wireless

**M N C WIRELESS BERHAD**

Registration No. 200301033463 (635864-T)  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of M N C Wireless Berhad ("MNC" or the "Company") ("EGM") will be held on a fully virtual basis and entirely via remote participation and voting from the Broadcast Venue at Conference Room of M N C Wireless Berhad, 100-3.011, 129 Offices, Jaya One, No. 72A, Jalan Profesor Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan on Friday, 9 April 2021 at 10:30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

### ORDINARY RESOLUTION 1

**PROPOSED PRIVATE PLACEMENT OF UP TO 527,642,000 NEW ORDINARY SHARES IN THE COMPANY, REPRESENTING 30% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED AND AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")**

"THAT subject to the approval of all the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board of Directors of the Company ("Board" or "Directors") to allot and issue up to 527,642,000 new ordinary shares in the Company ("MNC Shares" or "Shares") ("Placement Shares"), representing 30% of the existing total number of issued shares of the Company, by way of private placement to independent third-party investor(s) to be identified later in one or more tranches at an issue price for each tranche to be determined at a later date by the Board ("Price-Fixing Date") upon such terms and conditions as disclosed in the circular to the shareholders of the Company ("Shareholders'") dated 25 March 2021 ("Circular");

THAT the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the 5-day volume-weighted average market price of MNC Shares up to and including the Price-Fixing Date;

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company;

THAT such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

AND THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement."

### ORDINARY RESOLUTION 2

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS" OR "SCHEME") INVOLVING UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF MNC AND ITS SUBSIDIARIES ("MNC GROUP") ("PROPOSED ESOS")**

"THAT subject to the approvals of all relevant authorities/parties, where relevant/required being obtained, approval is given to the Board of Directors ("Board") to undertake the proposed establishment of an ESOS involving up to 30% of the total number of issued shares of MNC (excluding treasury shares, if any) to enable the granting of new ordinary shares in MNC ("MNC Shares") at any point in time to the eligible Directors and employees of MNC Group (excluding subsidiary companies which are dormant, if any) in accordance with the by-laws governing the ESOS ("By-laws") as set out in Appendix II of the circular to shareholders dated 25 March 2021, and to adopt and approve the By-laws and to do all such acts, as may be necessary or expedient in order to give full effect to the Proposed ESOS;

THAT the Board be and is hereby authorised to issue and allot from time to time such number of new MNC Shares as may be required pursuant to the exercise of the options under the Proposed ESOS ("Options"), provided that the aggregate number of new Shares to be issued and allotted and/or transferred shall not exceed 30% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS and such new Shares shall, upon allotment and issuance, rank equally in all respects with the existing issued shares of the Company, except that the new Shares so issued and allotted will not be entitled to any dividends, rights, allotments and/or other forms of distribution, for which the entitlement date is prior to the date of allotment and issuance of such new Shares;

THAT the Board be and is hereby authorised to extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Malaysia Securities Berhad ("Bursa Securities") or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting;

THAT the Board be and is hereby authorised to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed ESOS and the terms of the By-laws;

AND THAT the Board be and is hereby authorised to add, modify and/or amend the Proposed ESOS, By-laws and all rules, regulations and administration relating to the Proposed ESOS and/or administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed ESOS, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-laws."

### PROPOSED GRANTING OF OPTIONS TO THE DIRECTORS OF MNC AND PERSON CONNECTED WITH THEM

"THAT subject to the passing of Ordinary Resolution 2 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board at any time and from time to time during the duration of the Proposed ESOS, to offer and grant options to each of the Directors and persons connected with them as named therein below:-

#### ORDINARY RESOLUTION 3

**WONG KOK SEONG**  
(Senior Independent Non-Executive Director)

#### ORDINARY RESOLUTION 4

**DATUK TAN CHOR HOW CHRISTOPHER**  
(Chief Executive Officer cum Executive Director)

#### ORDINARY RESOLUTION 5

**PANG SIAW SIAN**  
(Non-Independent Non-Executive Director)

#### ORDINARY RESOLUTION 6

**THU SOON SHIEN**  
(Independent Non-Executive Director)

#### ORDINARY RESOLUTION 7

**DATO' KUA KHAI SHYUAN**  
(Independent Non-Executive Director)

#### ORDINARY RESOLUTION 8

**DATO' MUHAMMAD SHUIB BIN MD HASHIM**  
(Independent Non-Executive Director)

to subscribe for such number of Shares to be issued under the Proposed ESOS subject always to the following provisions:-

- (i) he/she must not participate in the deliberation or discussion of his/her own allocation of new Shares to be issued under the Proposed ESOS;
- (ii) not more than 70% of the total number of new Shares to be issued under the Proposed ESOS shall be allocated in aggregate to the Directors and senior management personnel of MNC Group;
- (iii) not more than 10% of the total number of new Shares to be issued under the Proposed ESOS shall be allocated to him/her, if he/she either singly or collectively through persons connected with him/her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any); and also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, ACE Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time;

AND THAT the Board be further authorised to issue, allot and/or transfer such number of new Shares arising from the exercise of the Options that may be granted to him/her under the Proposed ESOS."

By Order of the Board  
**M N C WIRELESS BERHAD**

**TEA SOR HUA (MACS 01324) (SSM PC No. 201908001272)**  
Company Secretary

Petaling Jaya, Selangor Darul Ehsan  
25 March 2021

#### Notes:-

1. A member of the Company who is entitled to attend, participate, speak and vote at the EGM is entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the EGM in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend, participate, speak and vote at the EGM shall have the same rights as the member to speak at the EGM.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
4. 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
5. 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 seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company situated at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, or submitted electronically via Securities Services e-Portal at <https://www.sshsb.net.my/>, not less than forty-eight (48) hours before the time for holding the EGM or adjourned meeting.
7. For the purpose of determining a member who shall be entitled to attend the EGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 67(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 2 April 2021. Only members whose names appear in the General Meeting Record of Depositors as at 2 April 2021 shall be entitled to attend the EGM and to participate, speak and vote thereat.
8. All the resolutions set out in this Notice of the EGM will be put to vote by poll.
9. The members are advised to refer to the Administrative Notes on the registration and voting process for the EGM.
10. In view of the constant evolving COVID-19 situation in Malaysia, the Company may be required to change the arrangements of the EGM at short notice. Kindly check Bursa Securities' website and the Company's website at [www.mncwireless.com.my](http://www.mncwireless.com.my) for the latest updates on the status of the EGM.



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200301033463 (635884-T)  
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**ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL  
EXTRAORDINARY GENERAL MEETING (“EGM”)**

Day/Date : Friday, 9 April 2021  
Time : 10:30 a.m.  
Broadcast : Conference Room of M N C Wireless Berhad,  
Venue : 100-3.011, 129 Offices, Jaya One, No.72A, Jalan Profesor Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan

**REMOTE PARTICIPATION AND VOTING (“RPV”) PROCEDURES AT THE FULLY VIRTUAL EGM OF M N C WIRELESS BERHAD (“MNC” OR THE “COMPANY”)**

No shareholder should be physically present at the Broadcast Venue. Shareholders who wish to attend the fully virtual EGM will have to register and attend remotely.

Kindly refer to the following information on RPV procedures for remote participation in the EGM through live streaming and online remote voting:

<b>BEFORE THE EGM</b>	
<b>(A) Sign up for a user account at Securities Services e-Portal</b>	
Step 1 Visit <a href="https://sshbs.net.my/login.aspx">https://sshbs.net.my/login.aspx</a> Step 2 Sign up for a user account Step 3 Wait for a notification email that will be sent within one (1) working day Step 4 Verify your user account within seven (7) days of the notification email and log in	<ul style="list-style-type: none"> <li>The e-Portal requires one (1) working day to process all user sign-ups. If you do not have a user account with the e-Portal, you will need to sign up for a user account by the deadlines stipulated below.</li> <li>Your registered email address is your User ID.</li> <li>Please proceed to either (B) or (C) below once you are a registered user.</li> </ul>
<b>ALL SHAREHOLDERS MUST REGISTER AS A USER BY 5 APRIL 2021</b>	
<b>(B) Register for Remote Participation</b>	
<b>Meeting Date and Time</b>	<b>Registration for Remote Participation Closing Date and Time</b>
Friday, 9 April 2021 at 10:30 a.m.	Wednesday, 7 April 2021 at 10:30 a.m.
<ul style="list-style-type: none"> <li>➤ Log in to <a href="https://sshbs.net.my/login.aspx">https://sshbs.net.my/login.aspx</a> with your registered email and password</li> <li>➤ Look for <b>M N C Wireless Berhad</b> under Company Name and <b>EGM on Friday, 9 April 2021 at 10:30 a.m. – Registration for Remote Participation</b> under Corporate Exercise / Event and click “&gt;” to register for remote participation at the EGM.</li> </ul>	

Step 1 Check if you are attending as –

- Individual shareholder
- Corporate or authorised representative of a body corporate

*For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to the Share Registrar, Securities Services (Holdings) Sdn. Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the registration closing date and time above.*

Step 2 Submit your registration.

- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to all the **CDS account(s)** of each individual shareholder / body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the EGM will be conducted on a fully virtual basis and only the Chairman and other essential individuals will be present at the broadcast venue, we highly encourage all shareholders to remotely participate and vote at the EGM, failing which, please appoint the Chairman of the EGM as proxy or your own proxy(ies) to represent you.

### (C) Submit e-Proxy Form

Meeting Date and Time	Proxy Form Submission Closing Date and Time
Friday, 9 April 2021 at 10:30 a.m.	Wednesday, 7 April 2021 at 10:30 a.m.

- Log in to <https://sshsb.net.my/login.aspx> with your registered email and password
- Look for **M N C Wireless Berhad** under Company Name and **EGM on Friday, 9 April 2021 at 10:30 a.m. – Submission of Proxy Form** under Corporate Exercise / Event and click ">" to submit your proxy forms online for the EGM by the submission closing date and time above.

Step 1 Check if you are submitting the proxy form as –

- Individual shareholder
- Corporate or authorised representative of a body corporate

*For body corporates, the appointed corporate/authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to the Share Registrar, Securities Services (Holdings) Sdn. Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the proxy form submission closing date and time above .*

Step 2 Enter your CDS account number or the body corporate's CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies).

**You are strongly encouraged to appoint the Chairman of the EGM as your proxy where you are not able to participate remotely.**

Step 3 Proceed to indicate how your votes are to be casted against each resolution.

Step 4 Review and confirm your proxy form details before submission.

- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
- Kindly submit your e-Proxy Form for **every CDS account(s)** you have or represent.

## PROXIES

All appointed proxies need not register for remote participation under (B) above but if they are not registered Users of the e-Portal, they will need to register as Users of the e-Portal under (A) above by **5 April 2021**. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the EGM to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the EGM as the EGM will be conducted on a fully virtual basis.

## ON THE DAY OF THE EGM

Log in to <https://sshsb.net.my/login.aspx> with your registered email and password

### (D) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Friday, 9 April 2021 at 10:30 a.m.	Friday, 9 April 2021 at 10:00 a.m.
<p>➤ Look for <b>M N C Wireless Berhad</b> under Company Name and <b>EGM on Friday, 9 April 2021 at 10:30 a.m. – Live Stream Meeting</b> under Corporate Exercise / Event and click “&gt;” to join the EGM.</p>	
<ul style="list-style-type: none"><li>• The access to the live stream meeting will open on the abovementioned date and time.</li><li>• If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/Management/relevant adviser(s) will endeavour to broadcast your question and their answer during the EGM. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.</li></ul>	
(E) Vote Online Remotely during the Meeting (eVoting)	
Meeting Date and Time	eVoting Access Date and Time
Friday, 9 April 2021 at 10:30 a.m.	Friday, 9 April 2021 at 10:30 a.m.
<p>➤ If you are already accessing the Live Stream Meeting, click <b>Proceed to Vote</b> under the live stream player. OR</p> <p>➤ If are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look <b>M N C Wireless Berhad</b> under Company Name and <b>EGM on Friday, 9 April 2021 at 10:30 a.m. – Remote Voting</b> under Corporate Exercise / Event and click “&gt;” to remotely cast and submit the votes online for the resolutions tabled at the EGM.</p>	
<p>Step 1 Cast your votes by clicking on the radio buttons against each resolution. Step 2 Review your casted votes and confirm and submit the votes.</p>	
<ul style="list-style-type: none"><li>• The access to eVoting will open on the abovementioned date and time.</li><li>• Your votes casted will apply throughout <u>all</u> the CDS accounts you represent as an individual shareholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.</li><li>• The access to eVoting will close when the Chairman announces the closing of all voting at the EGM.</li><li>• A copy of your submitted eVoting can be accessed via <b>My Records</b> (refer to the left navigation panel).</li></ul>	

## **RECORD OF DEPOSITORS FOR THE EGM**

The date of Record of Depositors for the EGM is 2 April 2021. As such, only members whose name appears in the Record of Depositors of MNC as at 2 April 2021 shall be entitled to attend the EGM and to participate, speak and vote thereat.

## **POLL VOTING**

The voting at the EGM will be conducted by poll in accordance with Rule 8.31A of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed SS E Solutions Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting and Commercial Quest Sdn. Bhd. as Scrutineers to verify the poll results.

The voting module has been made accessible to all shareholders and proxies to submit your votes from the commencement of the meeting and shall close upon the closure of the voting session to be announced by the Chairman of the meeting. Upon completion of the voting session for the meeting, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

## **RECORDING OR PHOTOGRAPHY**

**STRICTLY NO** unauthorised recording or photography of the EGM proceedings is allowed. MNC reserves the rights to take appropriate legal actions against anyone who violates this rule.

## **ENQUIRY**

If you have any general queries prior to the EGM, please contact the Poll Administrator during office hours from 8:30 a.m. to 5:30 p.m. (Monday to Friday):

### **SS E Solutions Sdn. Bhd.**

Contact Person : Mr. Wong Piang Yoong / Mr. Jerry Tan Hor Seng / Ms. Lee Pei Yeng / Ms. Rachel Ou

Tel No : (603) 2084 9000 (General Line)  
(603) 2084 9168 (DID)  
(603) 2084 9165 (DID)  
(603) 2084 9169 (DID)  
(603) 2084 9161 (DID)

Email : [eservices@sshb.com.my](mailto:eservices@sshb.com.my)