



M N C WIRELESS BERHAD
(Registration No. 200301033463 (635884-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”) will be held on a fully virtual basis and entirely via remote participation and voting through an online meeting platform hosted on Securities Services e-Portal at <https://sshsb.net.my/> (MYNIC Domain Registration Number D4A004360) provided by SS E Solutions Sdn Bhd on Friday, 21 October 2022 at 11.30 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 CONSOLIDATION OF EVERY 10 EXISTING ORDINARY SHARES IN MNC (“MNC SHARES” OR “SHARES”) INTO 1 MNC SHARE (“CONSOLIDATED SHARE”) (“PROPOSED SHARE CONSOLIDATION”)

“THAT subject to the approvals of all the relevant regulatory authorities having been obtained, where required, approval be and is hereby given to the Company to give effect to the Proposed Share Consolidation;

THAT the Consolidated Shares shall, upon allotment and issuance, rank equally in all respects with one another AND THAT the fractional entitlements arising from the Proposed Share Consolidation shall be disregarded and dealt with by the Board of Directors of the Company (“Board”) in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised with full power to do all such acts, deeds and things and to execute and deliver on behalf of the Company all such documents and/or agreements as the Board may deem fit, necessary or expedient or appropriate in the best interest of the Company, in order to finalise, implement and/or give effect to the Proposed Share Consolidation with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or required by the relevant authorities.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 94,734,940 NEW WARRANTS IN MNC (“WARRANTS C”) ON THE BASIS OF 3 WARRANTS C FOR EVERY 8 CONSOLIDATED SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

“THAT subject to the approvals of all relevant regulatory authorities or parties having been obtained, where required, the Board be and is hereby authorised to issue and allot up to 94,734,940 Warrants C in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants C (“Deed Poll C”), by way of bonus to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the entitlement date to be determined and announced later by the Board (“Entitlement Date”), on the basis of 3 Warrants C for every 8 Consolidated Shares held on the Entitlement Date;

THAT the Board be and is hereby authorised to fix the exercise price of the Warrants C at a later date and that the Board be and is hereby authorised to issue and allot the new MNC Shares arising from the exercise of the Warrants C by the holders of the Warrants C in accordance with the Deed Poll C and such new MNC Shares shall, upon allotment and issuance, rank equally in all aspects with the existing Shares, save and except that the new MNC Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new MNC Shares;

THAT all fractional entitlements arising from the Proposed Bonus Issue of Warrants, if any, shall be disregarded and the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants C that may arise from the Proposed Bonus Issue of Warrants, if any, in such manner as the Board shall in its absolute discretion deem fit and expedient and in the best interests of the Company;

THAT the proceeds arising from the exercise of the Warrants C, if any, be utilised for the purposes set out in the Circular in relation to the Proposed Bonus Issue of Warrants, and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

THAT approval be and is hereby given to the Board to issue and allot such appropriate number of Warrants C in accordance with the provisions of the Deed Poll C, including any additional Warrants C as may be required or permitted to be issued as a consequence of any adjustments in accordance with the terms and conditions of the Deed Poll C and to adjust from time to time the exercise price and/or number of the Warrants C to which the holders of the Warrants C are entitled to be issued as a consequence of the adjustments under the provisions of the Deed Poll C and to issue and allot further new Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants C;

THAT the Board be and is hereby authorised to finalise, enter into, execute and deliver for and on behalf of the Company the Deed Poll C with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or as may be deemed necessary by the Board, and to take all steps as the Board may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll C (including, without limitation, the affixing of the Company’s common seal, where necessary);

THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and to do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants;

AND THAT this Ordinary Resolution 2 constitutes a specific approval for the issuance of securities of the Company as contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Warrants C, additional Warrants C (if any) and new Shares to be issued pursuant to or in connection with the Proposed Bonus Issue of Warrants have been duly allotted and issued in accordance with the terms of the Proposed Bonus Issue of Warrants.”

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
30 September 2022

Notes:

- A member of the Company who is entitled to attend, participate, speak and vote at the EGM shall be 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.
- 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.
- 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.
- 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.
- 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.
- To be valid, the instrument appointing a proxy may be made in a hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the EGM or adjourned meeting at which the person named in the appointment proposes to vote:
 - In Hardcopy Form**
In the case of an appointment made in hard copy form, the Form of Proxy must be deposited with the Share Registrar’s office, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan.
 - By Electronic Means**
The Form of Proxy can be electronically lodged via Securities Services e-Portal’s platform at <https://sshsb.net.my/> or by fax to +603-2094 9940 or by email to gservices@sshsb.com.my. Kindly refer to the Administrative Notes on the procedures for electronic lodgement of Form of Proxy.
- 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 12 October 2022. Only members whose names appear in the General Meeting Record of Depositors as at 12 October 2022 shall be regarded as members and entitled to attend, speak and vote at the EGM.
- All the resolutions set out in this Notice of the EGM will be put to vote by poll.
- The members are advised to refer to the Administrative Notes on the registration and voting process for the EGM.
- Given the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our EGM at short notice. Kindly check Bursa Malaysia Securities Berhad’s website and the Company’s website at www.mnc.com.my for the latest updates on the status of the EGM.



M N C WIRELESS BERHAD

200301033463 (635884-T)
(Incorporated in Malaysia)

ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL EXTRAORDINARY GENERAL MEETING

Day/Date : Friday, 21 October 2022
Time : 11:30 a.m.
Venue : Fully virtual basis and entirely via remote participation and voting through an online meeting platform hosted on Securities Services e-Portal at <https://sshbs.net.my/> (MYNIC Domain Registration Number D4A004360) provided by SS E Solutions Sdn. Bhd.

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

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:

BEFORE THE EGM	
(A) Sign up for a user account at Securities Services e-Portal	
Step 1 Visit https://sshbs.net.my/ 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">• 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.• Your registered email address is your User ID.• Please proceed to either (B) or (C) below once you are a registered user.
ALL SHAREHOLDERS MUST REGISTER AS A USER BY <u>17 OCTOBER 2022</u>	
(B) Register for Remote Participation	
Meeting Date and Time	Registration for Remote Participation Closing Date and Time
Friday, 21 October 2022 at 11:30 a.m.	Wednesday, 19 October 2022 at 11:30 a.m.
<ul style="list-style-type: none">➤ Log in to https://sshbs.net.my/ with your registered email and password➤ Look for M N C Wireless Berhad under Company Name and <u>EGM on 21 October 2022 at 11:30 a.m.- Registration for Remote Participation</u> under Corporate Exercise / Event and click “>” to register for remote participation at the EGM.	

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.
- We highly encourage all shareholders to remotely participate and vote at the EGM, failing which, please appoint the Chairman of the meeting 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, 21 October 2022 at 11:30 a.m.	Wednesday, 19 October 2022 at 11:30 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password.
- Look for **M N C Wireless Berhad** under Company Name and **EGM on 21 October 2022 at 11:30 a.m. – Submission of Proxy Form** under Corporate Exercise / Event and click “>” to submit your proxy forms online for the meeting 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 may 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 **17 OCTOBER 2022**. 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/> with your registered email and password

(D) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Friday, 21 October 2022 at 11:30 a.m.	Friday, 21 October 2022 at 11:00 a.m.

➤ Look for **M N C Wireless Berhad** under Company Name and **EGM on 21 October 2022 at 11:30 a.m. – Live Stream Meeting** under Corporate Exercise / Event and click “>” to join the EGM.

- The access to the live stream meeting will open on the abovementioned date and time.
- 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.

(E) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
Friday, 21 October 2022 at 11:30 a.m.	Friday, 21 October 2022 at 11:30 a.m.

➤ If you are already accessing the Live Stream Meeting, click **Proceed to Vote** under the live stream player.
OR

➤ If are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look **M N C Wireless Berhad** under Company Name and **EGM on 21 October 2022 at 11:30 a.m. – Remote Voting** under Corporate Exercise / Event and click “>” to remotely cast and submit the votes online for the resolutions tabled at the EGM.

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.

- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all 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.
- The access to eVoting will close when the Chairman announces the closing of all voting at the EGM.
- A copy of your submitted eVoting can be accessed via **My Records** (refer to the left navigation panel).

RECORD OF DEPOSITORS FOR THE EGM

The date of Record of Depositors for the EGM is 12 October 2022. As such, only members whose name appears in the Record of Depositors of MNC as at 12 October 2022 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 12:15 p.m. and from 1:15 p.m. to 5:30 p.m. (Monday to Friday):

SS E Solutions Sdn. Bhd.

Contact Person : Mr. Wong Piang Yoong / Ms. Lee Pei Yeng / Ms. Rachel Ou

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

Email : eservices@sshbs.com.my