



TECHNOLOGY BERHAD

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of MQ Technology Berhad (“MQ Tech” or “Company”) will be held at Plot 86-B, Lintang Bayan Lepas 9, Bayan Lepas Industrial Park 4, 11900 Bayan Lepas, Penang on Friday, 25 November 2022 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A NEW SHARE ISSUANCE SCHEME (“SIS”) OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN MQ TECH (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE SIS FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF MQ TECH AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES, IF ANY) (“PROPOSED SIS”)

“THAT, subject to all approvals of the relevant authorities and/or parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the new ordinary shares in MQ Tech (“MQ Tech Shares”) to be issued pursuant to the exercise of the SIS Options (as defined herein) granted under the Proposed SIS having been obtained, approval be and is hereby given to the Board of Directors of the Company (“Board”) to establish the Proposed SIS from time to time for the eligible directors and employees of MQ Tech and its subsidiaries (“Group”) (excluding dormant subsidiaries, if any), who fulfil the criteria of eligibility for participation in the Proposed SIS (“Eligible Person(s)”) under which options will be granted to the Eligible Persons to subscribe for new MQ Tech Shares (“SIS Options”) in accordance with the draft by-laws governing the Proposed SIS as set out in Appendix I of the circular to the shareholders of the Company dated 8 November 2022 (“By-Laws”), and to adopt and approve the By-Laws, and the Board be and is hereby authorised to:

- (i) implement and administer the Proposed SIS in accordance with the By-Laws, and to give full effect to the Proposed SIS with full powers to assent to any conditions, variations, modifications and/or amendments as may be imposed or required by the relevant authorities and/or parties or deemed necessary by the Board in the best interest of the Company;
- (ii) make the necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Securities for the listing of and quotation for the new MQ Tech Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the SIS Options under the Proposed SIS;
- (iii) allot and issue from time to time such number of new MQ Tech Shares as may be required to be issued pursuant to the exercise of the SIS Options granted under the Proposed SIS, provided that the aggregate number of new MQ Tech Shares to be allotted and issued shall not exceed 30% of the total number of issued shares of MQ Tech (excluding treasury shares, if any) at any one time during the duration of the Proposed SIS and such new MQ Tech Shares shall, upon allotment and issuance, rank equally in all respects with the existing MQ Tech Shares, save and except that such new MQ Tech Shares will not be entitled to any dividends, rights, allotments and/or any other form of distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of such new MQ Tech Shares;
- (iv) amend and/or modify the Proposed SIS from time to time as may be required/permitted by the relevant authorities or deemed to be necessary by the Board, provided that such amendments and/or modifications are effected in accordance with the provisions of the By-Laws relating to amendments and/or modifications, and to do all such acts, deeds and things, and to execute all such documents and to enter into all such transactions, arrangements, agreements, deeds and undertakings with any party or parties as the Board may deem fit, necessary or expedient or appropriate and to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed SIS and the provisions of the By-Laws; and
- (v) extend the duration of the Proposed SIS, provided always that the initial period and such extension of the Proposed SIS made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years from the effective date of the Proposed SIS as determined in accordance with the ACE Market Listing Requirements of Bursa Securities (“Listing Requirements”) and the provisions of the By-Laws (or such other period as may be permitted by 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;

AND THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new MQ Tech Shares which rank equally to the existing MQ Tech Shares **AND THAT** the Board is exempted from the obligation to offer such new MQ Tech Shares first to the existing shareholders of the Company in respect of the allotment and issuance of new MQ Tech Shares to the Eligible Persons pursuant to the Proposed SIS.”

ORDINARY RESOLUTIONS 2 TO 8

PROPOSED ALLOCATION OF SIS OPTIONS TO THE DIRECTORS OF THE COMPANY (“PROPOSED ALLOCATIONS”)

“THAT, subject to the passing of Ordinary Resolution 1 above and all approvals from the relevant authorities and/or parties being obtained (if required), the Board (including the committee to be appointed and authorised by the Board to implement and administer the Proposed SIS) be and is hereby authorised, at any time and from time to time during the duration of the Proposed SIS, to offer and grant such number of SIS Options (as adjusted or modified from time to time pursuant to the By-Laws) under the Proposed SIS to each of the following Directors of the Company:

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| DATO’ LIM CHAR BOO <i>(Senior Independent Non-Executive Chairman)</i> | ORDINARY RESOLUTION 2 |
| DATO’ NURULHIDAYAH BINTI AHMAD ZAHID <i>(Independent Non-Executive Vice Chairman)</i> | ORDINARY RESOLUTION 3 |
| TONG SIAN SHYEN <i>(Managing Director)</i> | ORDINARY RESOLUTION 4 |
| TERENCE CHEAH EU LEE <i>(Executive Director)</i> | ORDINARY RESOLUTION 5 |
| GERALD NICHOLAS TAN ENG HOE <i>(Non-Independent Non-Executive Director)</i> | ORDINARY RESOLUTION 6 |
| PAULINUS MOJIUN <i>(Independent Non-Executive Director)</i> | ORDINARY RESOLUTION 7 |
| DR. KOAY BOON HOOI <i>(Independent Non-Executive Director)</i> | ORDINARY RESOLUTION 8 |

PROVIDED ALWAYS THAT:

- (i) the abovementioned Directors must not participate in the deliberation or discussion in respect of their own allocation of the SIS Options and the allocation(s) to any persons connected with them under the Proposed SIS;
- (ii) not more than 80% of the SIS Options shall be allocated, in aggregate, to the abovementioned Directors and senior management personnel of the Group (excluding dormant subsidiaries, if any); and
- (iii) not more than 10% of the total number of new MQ Tech Shares to be allotted or issued upon the exercise of the SIS Options under the Proposed SIS shall be allocated to any one of the abovementioned Directors who, either singly or collectively through persons connected with him/her, holds 20% or more of the total number of MQ Tech Shares (excluding treasury shares, if any).

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements and/or any prevailing guidelines, rules and/or regulations issued by Bursa Securities or any other relevant authorities, as amended from time to time.

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new MQ Tech Shares which rank equally to the existing MQ Tech Shares **AND THAT** the Board is exempted from the obligation to offer such new MQ Tech Shares first to the existing shareholders of the Company in respect of the allotment and issuance of new MQ Tech Shares to the directors of the Company pursuant to the Proposed SIS.

AND THAT the Board be and is hereby authorised to allot and issue from time to time such number of new MQ Tech Shares to the abovementioned Directors as may be required pursuant to the exercise of the SIS Options at any one time during the duration of the Proposed SIS and to take such steps as are necessary or expedient to implement, finalise or give full effect to the Proposed Allocations, with full powers to assent to any conditions, variations, modifications and/or amendments as may be imposed or required by the relevant authorities and/or parties or deemed necessary by the Board in the best interest of the Company, and to do all such acts, deeds and things, and to execute all such documents and to enter into all such transactions, arrangements, agreements, deeds and undertakings with any party or parties as the Board may deem fit, necessary or expedient or appropriate to give full effect to the Proposed Allocations.”

BY ORDER OF THE BOARD

Wong Youn Kim (MAICSA 7018778) (SSM PC No.: 201908000410)

Company Secretary

Kuala Lumpur

8 November 2022

Notes:

- (i) For the purpose of determining who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 18 November 2022. Only a member whose name appears on this Record of Depositors shall be entitled to attend the EGM or appoint a proxy to attend, speak or vote at the EGM on his/her behalf.
- (ii) A member entitled to attend and vote at the EGM is entitled to appoint proxy/proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company.
- (iii) A member may appoint not more than two (2) proxies to attend the same EGM. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be represented by each proxy.
- (iv) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- (v) 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.
- (vi) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (vii) The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a notarially certified copy of that power of authority, shall be deposited at the Company’s registered office at Level 5, Tower 2, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than 24 hours before the time set for holding the EGM or at any adjournment thereof.

Explanatory Notes to Ordinary Resolutions 1 to 8

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company’s Constitution, the existing shareholders of the Company have a statutory pre-emptive right to be offered any new shares which rank equally to existing shares issued by the Company. By you voting in favour of the proposed Ordinary Resolutions 1 to 8, you will be waiving your statutory pre-emptive right and the proposed Ordinary Resolutions 1 to 8, if passed, will exclude your statutory pre-emptive right to be offered any new shares to be allotted and issued by the Company pursuant to the Proposed SIS, which will result in a dilution to your shareholding in the Company.

The details of the Proposed SIS are set out in the circular to shareholders dated 8 November 2022, which is available on the Company’s website at www.mqtech.com.my.