



**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 virtual basis through live streaming and remote participation and voting via an online meeting platform at [www.swsb.com.my](http://www.swsb.com.my) provided by ShareWorks Sdn. Bhd. from the Broadcast Venue at 100-3.011, Block J, 129 Offices, Jaya One, No. 72A, Jalan Profesor Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan on Friday, 27 December 2024 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 RENOUNCEABLE RIGHTS ISSUE OF UP TO 998,490,198 NEW ORDINARY SHARES IN MNC (“MNC SHARES” OR “SHARES”) (“RIGHTS SHARES”) TOGETHER WITH UP TO 332,830,066 FREE DETACHABLE WARRANTS IN MNC (“WARRANTS D”) ON THE BASIS OF 3 RIGHTS SHARES TOGETHER WITH 1 FREE WARRANT D FOR EVERY 1 EXISTING SHARE HELD BY THE ENTITLED SHAREHOLDERS OF MNC ON AN ENTITLEMENT DATE TO BE DETERMINED (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)**

“THAT subject to the approvals of all relevant parties and/or authorities being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation of the Rights Shares and Warrants D to be issued pursuant to the Proposed Rights Issue with Warrants and the new Shares to be issued pursuant to the exercise of the Warrants D, the Board of Directors of the Company (“Board”) be and is hereby authorised:

- (i) to provisionally allot and issue by way of a renounceable rights issue of up to 998,490,198 Rights Shares together with up to 332,830,066 Warrants D to the shareholders of MNC (“Entitled Shareholders”) whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined by the Board (“Entitlement Date”) and/or their renounee(s), on the basis of 3 Rights Shares together with 1 free Warrant D for every 1 existing Share held on the Entitlement date at an issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;
- (ii) to enter into and execute the deed poll constituting the Warrants D (“Deed Poll D”) and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll D (including, without limitation, the affixing of the Company’s common seal, where necessary);
- (iii) to allot and issue the Warrants D in registered form to the Entitled Shareholders (and/or their renounee(s), as the case may be) and the Excess Applicants (as defined below), if any, who subscribe for and are allotted Rights Shares, each Warrant D conferring the right to subscribe for 1 new Share at an exercise price to be determined by the Board on the Entitlement Date, subject to the provisions for adjustment to the subscription rights attached to the Warrants D in accordance with the provisions of the Deed Poll D;
- (iv) to allot and issue such number of additional Warrants D pursuant to adjustments as provided for under the Deed Poll D (“Additional Warrants D”) and to adjust from time to time the exercise price of the Warrants D as a consequence of the adjustments under the provisions of the Deed Poll D and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (where required); and
- (v) to allot and issue such number of new Shares credited as fully paid-up to the holders of the Warrants D upon their exercise of the relevant Warrants D to subscribe for new Shares during the tenure of the Warrants D, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants D and such adjustments in accordance with the provisions of the Deed Poll D;

THAT the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the issue price of the Rights Shares and the exercise price of the Warrants D to be issued in connection with the Proposed Rights Issue with Warrants;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons (“Excess Applicants”) as the Board shall determine at its absolute discretion;

THAT the Rights Shares, Warrants D and the new Shares to be issued pursuant to the exercise of the Warrants D and Additional Warrants D (if any) shall be listed on the ACE Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in Section 4 of the circular to shareholders of the Company dated 5 December 2024 (“Circular”) and the Board be and is hereby authorised with full powers 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 or in the best interests of the Company, subject to the approval of the relevant authorities (where required);

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

THAT the new Shares to be issued pursuant to the exercise of the Warrants D (including the Additional Warrants D, if any) shall, upon allotment, issuance and full payment of the exercise price of the Warrants D (or the Additional Warrants D, if any), rank equally in all respects with the existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares to be issued pursuant to the exercise of the Warrants D (including the Additional Warrants D, if any);

THAT the Board be and is hereby entitled to deal with all or any of the fractional entitlements of the Rights Shares and the Warrants D arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner and to such persons as the Board may in its absolute discretion deem fit and in the best interest of the Company (including without limitation to disregard such fractional entitlements altogether);

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants in order to implement and give full effect to the Proposed Rights Issue with Warrants;

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

### ORDINARY RESOLUTION 2

**PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS PREVIOUSLY RAISED FROM A PRIVATE PLACEMENT EXERCISE UNDERTAKEN BY THE COMPANY (“PROPOSED VARIATION”)**

“THAT subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Company to vary the utilisation of proceeds previously raised from the Company’s previous private placement of 527,642,000 Shares, representing 30% of the total number of issued Shares which was completed on 11 March 2022, in the manner and extent as set out in Sections 3 and 4 of the Circular;

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 Variation 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 Variation.”

By Order of the Board  
M N C WIRELESS BERHAD

TEA SOR HUA (MACS 01324) (SSM PC No. 201908001272)  
WINNIE GOH KAH MUN (MAICSA 7068836) (SSM PC No. 202308000205)  
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
5 December 2024

### Notes:

1. 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.
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. 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.
4. 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.
5. 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.
6. The instrument appointing a proxy or proxies must be deposited at the office of the Company’s Share Registrar situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or lodged electronically via email to [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof.
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 19 December 2024. Only members whose names appear in the General Meeting Record of Depositors as at 19 December 2024 shall be regarded as members and entitled to attend, speak and vote at the EGM.
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. Kindly check Bursa Malaysia Berhad’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com) and the Company’s website at [www.mnc.com.my](http://www.mnc.com.my) for the latest updates on the status of the EGM.



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**ADMINISTRATIVE NOTES**  
**FOR THE VIRTUAL EXTRAORDINARY GENERAL MEETING (“EGM”) OF**  
**M N C WIRELESS BERHAD (“THE COMPANY”)**

<b>Day/Date</b>	<b>:</b>	<b>Friday, 27 December 2024</b>
<b>Time</b>	<b>:</b>	<b>10:30 a.m.</b>
<b>Online Meeting Platform</b>	<b>:</b>	<b><a href="http://www.swsb.com.my">www.swsb.com.my</a></b>
<b>Broadcast Venue</b>	<b>:</b>	<b>Virtual basis through live streaming and remote participation and voting (“RPV”) from the Broadcast Venue at 100-3.011, Block J, 129 Offices, Jaya One, No. 72A, Jalan Profesor Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan</b>

#### **Mode Of Meeting**

- The Company will hold and conduct its EGM on a virtual basis through live streaming and online remote voting using RPV facilities.
- Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the EGM as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.
- The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the EGM to be present at the main venue of the EGM.
- **NO** members or proxy(ies)/corporate representative(ies)/attorney(s) from the public shall be physically present at the Broadcast Venue on the day of the EGM.
- Kindly check the latest updates via announcements on Bursa Malaysia Berhad's website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

#### **RPV Facility**

1. Should you wish to attend the EGM, you are required to register yourself by using the RPV facilities in accordance with the instructions as set out under paragraph 6 below.

If a member is unable to participate in the online EGM, he/she/it is encouraged to appoint the Chairman of the EGM as his/her/its proxy(ies) and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

## ADMINISTRATIVE NOTES FOR THE VIRTUAL EGM (Cont'd)

A member who wishes to appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote at the EGM via the RPV facilities must request his/her/its proxy(ies)/corporate representative(s)/attorney(s) to register himself/herself/themselves for the RPV facilities.

With the RPV facilities, you may exercise your rights as a member to attend, participate (including to pose questions (in the form of real-time submission of typed texts) to the Board of the Company) and vote remotely at the EGM.

2. **Individual Members** are strongly encouraged to take advantage of the RPV facilities to attend, participate and vote remotely at the EGM. Please refer to the details as set out below for information.
3. **Corporate Members** (through Corporate Representative(s) or appointed proxy(ies)) who wish to participate and vote remotely at the EGM must contact the poll administrator, ShareWorks with the details set out below for assistance and will be required to provide the following documents to the Company **no later than 25 December 2024 at 10:30 a.m.:**
  - a. Certificate of Appointment of its Corporate Representative or Form of Proxy under the seal of the corporation or signed by its attorneys or in accordance with the provision of its constitution or by an authorised officer duly authorised on behalf of the corporation. If the Form of Proxy is not executed under the seal of the corporation, please attach a copy of that corporation's constitution for verification;
  - b. Copy of the Corporate Representative's or proxy's identity card (MyKad) (front and back)/ Passport; and
  - c. Corporate Representative's or proxy's email address and mobile phone number.
4. **Nominee Company Members** who wish to attend, participate and vote remotely at the EGM can request their Nominee Companies to appoint their proxy(ies) to attend, participate and vote remotely at the EGM. Please contact the poll administrator, ShareWorks with the details set out below for assistance and will be required to provide the following documents to the Company **no later than 25 December 2024 at 10:30 a.m.:**
  - a. Form of Proxy under the seal of the Nominee Company or signed by its attorneys or in accordance with the provision of its constitution or by an authorised officer duly authorised on behalf of the corporation. If the Form of Proxy is not executed under the seal of the corporation, please attach a copy of that corporation's constitution for verification;
  - b. Copy of the proxy's identity card (MyKad) (front and back)/ Passport; and
  - c. Proxy's email address and mobile phone number.
5. Member who is appointing attorney(s) instead of proxy(ies) to participate and vote remotely at the EGM must contact the poll administrator, ShareWorks with the details set out below for assistance and will be required to provide the following documents to the Company **no later than 25 December 2024 at 10:30 a.m.:**
  - a. Power of Attorney which is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed;

## ADMINISTRATIVE NOTES FOR THE VIRTUAL EGM (Cont'd)

- b. Copy of the attorney's identity card (MyKad) (front and back)/ Passport; and
  - c. Attorney's email address and mobile phone number.
6. The procedures for the RPV in respect of the live streaming and remote voting at the EGM are as follows:

Procedures		Action
<b>Before the EGM</b>		
(i)	Register as a user	<ul style="list-style-type: none"> <li>• If you have already registered an account at the website, you are not required to register again.</li> <li>• Access website <a href="http://www.swsb.com.my">www.swsb.com.my</a></li> <li>• Click "<b>Login</b>" and click "<b>Register</b>" to sign up as a user. The registration will be open from <b>10:30 a.m. on 6 December 2024</b> and close at <b>10:30 a.m. on 26 December 2024</b>.</li> <li>• Complete the registration process and upload softcopy of MyKad (front and back) (for Malaysian members) or Passport (for non-Malaysian members).</li> <li>• Read and agree to the terms and conditions and thereafter submit your request.</li> <li>• Upon submission, kindly login to the valid email address and verify your user ID within one (1) hour.</li> <li>• Upon verification of the user ID, <b>ShareWorks</b> will send an email notification to approve you as a user.</li> <li>• After verification of your registration against the General Meeting Record of Depositors of the Company as at <b>19 December 2024</b>, the system will send you an email to notify you if your registration is approved or rejected after <b>19 December 2024</b>.</li> <li>• If your registration is rejected, you can contact <b>ShareWorks</b> for clarifications or to appeal.</li> </ul>
<b>On the day of EGM</b>		
(ii)	Login to <a href="http://www.swsb.com.my">www.swsb.com.my</a>	<ul style="list-style-type: none"> <li>• Login with your user ID and password for remote participation at the EGM at any time from <b>10:00 a.m. (30 minutes before the commencement of the EGM on 27 December 2024 at 10:30 a.m.)</b></li> </ul>
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>• Select the "<b>Virtual Meeting</b>" from main menu.</li> <li>• Click the "<b>Join Meeting</b>" located next to the event. You are required to provide your full name as per CDS records and your user registered email address.</li> <li>• Kindly click the video link and insert the password given to you in your email</li> </ul>

## ADMINISTRATIVE NOTES FOR THE VIRTUAL EGM (Cont'd)

		<p>notification in order to join the live video streaming.</p> <ul style="list-style-type: none"><li>• If you have any question for the Board, you may use the Q&amp;A platform to transmit your question. The Board will try to respond to all questions submitted by remote participants during the EGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the EGM ended.</li><li>• Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.</li></ul>
<b>After the EGM</b>		
(iv)	Online remote voting	<ul style="list-style-type: none"><li>• Select “<b>Voting</b>” located next to the “<b>Join Meeting</b>” and indicate your votes for the resolutions that are tabled for voting.</li><li>• Voting session will commence once the Chairman of the EGM declare that the voting platform is activated and will end once the Chairman announces the completion of the voting session.</li></ul>

### Appointment of Proxy

Only a member whose name appears on the Record of Depositors on 19 December 2024 shall be eligible to attend, participate and vote at the EGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her/its behalf.

If a member appoints his/her/its proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote at the EGM, please ensure the duly executed Form of Proxy/Certificate of Appointment of its Corporate Representative/Power of Attorney are submitted to the Share Registrar, **ShareWorks** as follows **not later than 25 December 2024 at 10:30 a.m.**:

- (a) In hardcopy form  
The proxy form shall be deposited at the Share Registrar's office, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan; or
- (b) By electronic means  
The proxy form can be electronically lodged via email to [ir@shareworks.com.my](mailto:ir@shareworks.com.my).

### Revocation of Proxy

Please note that if an Individual Member has submitted his/her Form of Proxy prior to the EGM and subsequently decides to personally attend and participate in the EGM via RPV facilities, the Individual Member shall proceed to contact **ShareWorks** to revoke the appointment of his/her/its proxy **no later than 26 December 2024 at 10:30 a.m.**

## ADMINISTRATIVE NOTES FOR THE VIRTUAL EGM (Cont'd)

### Poll Voting

Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the EGM of the Company shall be put to vote by way of a poll. The Company has appointed **ShareWorks** as Poll Administrator to conduct the poll by way of electronic means and **SharePoll Sdn. Bhd.** as Independent Scrutineers to verify the poll results.

The Independent Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

### No Recording or Photography

Strictly **NO recording or photography** of the proceedings of the EGM is allowed. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

### Enquiry

If you have any enquiry prior to the virtual meeting, please contact **Mr. Kou Si Qiang / Mr. Chan Wai Kien** during office hours from 8.30 a.m. to 5.30 p.m. on Mondays to Fridays (except public holidays):

#### **ShareWorks Sdn. Bhd.**

No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan

Telephone Number : 03-6201 1120  
Email : [ir@shareworks.com.my](mailto:ir@shareworks.com.my)