



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of MQ Technology Berhad (“**MQ Tech**” or “**Company**”) will be held at Unit 310, Block C, Damansara Intan, No. 1, Jalan SS20/27, 47400 Petaling Jaya, Selangor Darul Ehsan on Monday, 9 September 2024 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:

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF MQ TECHNOLOGY BERHAD (“MQ TECH” OR “COMPANY”) OF RM50.00 MILLION PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“**THAT**, subject to all approvals of all relevant approvals being obtained from all relevant authorities and/or parties including but not limited to the confirmation by the High Court of Malaya pursuant to Section 116 of the Act, our Board of Directors of our Company (“**Board**”) be and is hereby given the authority and approval to reduce the share capital of our Company via the cancellation of the issue share capital of RM50.00 million and that the credit arising from such share capital reduction to be utilised to reduce the accumulated losses of our Company;

THAT, the surplus after the elimination of our Company’s accumulated losses pursuant to the Proposed Share Capital Reduction, if any, shall be credited to the retained earnings account of our Company, which may be utilised in such manner as our Board deems fit and in the best interest of our Company, as permitted by the relevant and applicable laws and the Constitution of our Company as well as the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”);

AND THAT our Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, enter into, sign and deliver on behalf of our Company, all such documents and/or arrangements (including without limitation, the affixing of our Company’s common seal) as our Board may deem necessary, expedient and/or appropriate to implement, to finalise, to give full effect to and to complete the Proposed Share Capital Reduction, with full powers to assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments as our Board may in their absolute discretion deem fit, necessary, expedient and/or in the best interest of our Company and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Share Capital Reduction.”

SPECIAL RESOLUTION 2

PROPOSED CONSOLIDATION OF EVERY 10 EXISTING ORDINARY SHARES IN MQ TECH (“MQ TECH SHARES” OR “SHARES”) INTO 1 MQ TECH SHARE (“CONSOLIDATED SHARE(S)”) (“PROPOSED SHARE CONSOLIDATION”)

“**THAT** subject to the approvals being obtained from the relevant authorities, approval be and is hereby given to our Company to give effect to the consolidation of every 10 existing Shares held by the entitled shareholders of our Company whose name appear on the Record of Depositors of our Company as at the close of business on an entitlement date to be determined by our Board and announced later by our Company (“**Entitlement Date**”) into 1 Consolidated Share;

THAT the Consolidated Shares shall, upon allotment and issuance, rank equally in all respects with one another;

THAT the fractional entitlements arising from the Proposed Share Consolidation shall be disregarded and / or dealt with by our Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of our Company;

AND THAT our Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Share Consolidation with full power to assent to any conditions, modifications, variations and / or amendments 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 our Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Share Consolidation.”

ORDINARY RESOLUTION

PROPOSED ISSUANCE OF REDEEMABLE CONVERTIBLE BONDS (“BONDS”) WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO RM150.00 MILLION (“PROPOSED ISSUANCE OF BONDS”)

“**THAT**, subject to passing the Special Resolution 2 and all approvals of all relevant approvals being obtained from all relevant authorities and/or parties, approval be and is hereby given to our Company to:

- (i) issue up to RM150.00 million nominal value of Bonds, convertible into MQ Tech Shares at a conversion price to be determined in accordance with the terms and conditions of the subscription agreement dated 7 June 2024 entered into between our Company and Triton Capital Fund VCC as a subscriber in relation to the Proposed Issuance of Bonds (“**Subscription Agreement**”); and
- (ii) allot and issue such number of new MQ Tech Shares pursuant to the conversion of the Bonds, from time to time during the tenure of the Bonds, credited as fully paid-up in accordance with the terms and conditions of the Subscription Agreement.

THAT such new MQ Tech Shares to be issued arising from the conversion of the Bonds, shall, upon allotment and issuance, be listed on the ACE Market of Bursa Securities and rank equally in all respects with the then existing MQ Tech Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the relevant date of allotment of the MQ Tech Shares.

THAT pursuant to Section 85(1) of the Act to be read together with Clause 54 of the Constitution of our Company, should the resolution on Proposed Issuance of Bonds be passed by the shareholders of our Company, such resolution shall have the effect that the shareholders of our Company having agreed to irrevocably waive their pre-emptive rights to be offered in proportion to their shareholdings in our Company new MQ Tech Shares to be allotted and issued by our Company pursuant to conversion of the Bonds.

AND THAT our Board be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to do all acts and things, as our Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Issuance of Bonds with full powers to sign and execute all documents, make applications to authorities and regulatory bodies for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things in any manner as they may deem necessary or expedient and/or appropriate to implement, finalise and give full effect to the Proposed Issuance of Bonds.”

BY ORDER OF THE BOARD

LIM LI HEONG (MAICSA 7054716) (SSM PC No.: 202008001981)
WONG MEE KIAT (MAICSA 7058813) (SSM PC No.: 202008001958)
Company Secretaries

Kuala Lumpur
16 August 2024

Notes:

- (i) *For the purpose of determining who shall be entitled to attend the EGM, our Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to our Company, a Record of Depositors as at 2 September 2024. 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 our 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 our 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 our Company standing to the credit of the said securities account.*
- (v) *Where a member of our Company is an exempt authorised nominee which holds ordinary shares in our 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 our Company’s registered office at Level 5, Tower 8, 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 Resolution

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

The details of the Proposals are set out in this Circular to shareholders dated 16 August 2024.