



**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 being 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:

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. 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 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:
  - (i) **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 Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan.
  - (ii) **By Electronic Means**  
The Form of Proxy can be electronically lodged via Securities Services e-Portal's platform at <https://sshbs.net.my/> or by fax to +603-2094 9940 or by email to [eservices@sshbs.com.my](mailto:eservices@sshbs.com.my). Kindly refer to the Administrative Notes on the procedures for electronic lodgement of Form of Proxy.
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 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.
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. 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](http://www.mnc.com.my) for the latest updates on the status of the EGM.