

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of mTouche Technology Berhad (“mTouche” or the “Company”) (“EGM”) will be conducted entirely through live streaming/virtual meeting from the Broadcast Venue at Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Monday, 14 September 2020 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 resolution:-

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF MTOUCHE (“PROPOSED PRIVATE PLACEMENT”)

“THAT subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of the Company (“Board”) to allot and issue up to 300,941,967 new ordinary shares in mTouche (“mTouche Share(s)”) (“Placement Share(s)”), representing up to 30% of the issued shares of mTouche, by way of private placement to independent third party investor(s) to be identified later in one (1) or more tranches at an issue price for each tranche to be determined at a later date by the Board (“Price Fixing Date”) upon such terms and conditions as disclosed in the Circular to the shareholders of the Company dated 29 August 2020 (“Circular”).

THAT approval be and is hereby given to the Board to determine the issue price for the Placement Shares at a later date based on not more than 20% discount to the five-day volume weighted average market price (“VWAP”) of the mTouche Shares immediately preceding the Price Fixing Date.

THAT the Placement Shares will, upon allotment and issuance and full payment of the issue price, rank equally and carry the same rights with the current existing mTouche Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Placement Shares.

THAT the proceeds of the Proposed Private Placement be utilised for the purpose as set out in the Circular, and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board deem fit, necessary and/ or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities. Pursuant to Rule 9.19(33) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) (“Bursa Securities”), the Company will make an immediate announcement to Bursa Securities should there be any deviation by 5% or more from the original utilisation of proceeds as set out in the Circular. Further, pursuant to Rule 8.24 of the Listing Requirements, in the event that the deviation from the original utilisation of proceeds is deemed as a material variation, the Company will seek its shareholders’ approval for the variation at an extraordinary general meeting to be convened.

THAT the Placement Shares shall be listed on the ACE Market of Bursa Securities.

AND 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 Private Placement 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 to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement.”

By Order of the Board

NG SALLY (MAICSA 7060343 & PC No. 202008002702)
TEO MEE HUI (MAICSA 7050642 & PC No. 202008001081)
Company Secretaries

Kuala Lumpur
29 August 2020

Notes:

1. A member shall be entitled to appoint up to three (3) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy must 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 at hand of an officer or attorney duly authorised.
2. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
3. The instrument of appointing a proxy shall be deposited at the Company’s Share Registrar’s Office at Shareworks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjourned meeting as the case may be.
4. Form of Proxy sent through facsimile transmission shall not be accepted.
5. The EGM will be conducted virtually at the Broadcast Venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.
6. GENERAL MEETING RECORD OF DEPOSITORS

For the purposes of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 62 of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 7 September 2020. Only the Company’s members whose names appear on such Record of Depositors shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on their behalf.