

MIKRO MSC BERHAD

(Company No: 738171-M) (Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Mikro MSC Berhad ("MMSC" or "Company") will be held at Summit Hotel, Pahlawan 5, Level 5 Persiaran Kewajipan USJ 1, 47600 UEP Subang Jaya, Selangor on Friday, 28 November 2014 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Eighth (8th) Annual General Meeting of the Company which will be held at the same date at the same venue at 10.00 a.m., whichever is later, 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 BONUS ISSUE OF 93,943,100 NEW ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY ("MMSC SHARES" OR "SHARES") ("BONUS SHARES"), TO BE CREDITED AS FULLY PAID-UP AT PAR, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY WHOSE NAMES APPEAR ON THE RECORD OF DEPOSITORS OF THE COMPANY ("ENTITLED SHAREHOLDERS") ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")

"THAT subject to the passing of Ordinary Resolution 3 and Special Resolution 1 and the approvals of all relevant authorities/parties, where required, having been obtained, the Board of Directors of MMSC ("Board") be and is hereby authorised to capitalise a total sum of up to RM9.4 million out firstly from the Company's share premium account and the remaining amount from the retained earnings accounts of the Company for the purpose of the Proposed Bonus Issue;

THAT the Board be and is hereby authorised to apply such capitalisation sum to allot and issue up to 93,943,100 Bonus Shares, to be credited as fully paid-up at par to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date, on the basis of one (1) Bonus Share for every two (2) existing Shares held in the Company on the Entitlement Date;

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the Bonus Shares that may arise from the Proposed Bonus Issue in such manner as the Board shall in its absolute discretion deem fit, expedient and in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing MMSC Shares except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to the shareholders of MMSC, the entitlement date of which is prior to the date of allotment of the Bonus Shares;

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 and to complete the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or deemed necessary by the Board and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as he may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES SHARE OPTION SCHEME ("ESOS") OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF MMSC ("PROPOSED ESOS" OR "SCHEME")

"THAT subject to the passing of Ordinary Resolution 3 and Special Resolution 1 and the approvals from the relevant authorities/parties, where required, having been obtained, the Board be and is hereby authorised and empowered:-

- (i) to establish, implement and administer the Scheme for the benefit of the eligible employees and Directors of the Company and its subsidiaries which are not dormant who are eligible to participate in the Scheme, to subscribe for new MMSC Shares at a predetermined price ("**Exercise Price**") ("**Options**"), in accordance with the draft by-laws governing the Proposed ESOS ("**By-Laws**"), as set out in Appendix I of the Circular to Shareholders dated 6 November 2014 ("**Circular**"), the salient terms of which are set out in the Circular, and to give full effect to the Scheme with full power to assent to any condition, variation, modification and/or amendment as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities;
- (ii) to offer and grant Options under the Scheme and to allot and issue from time to time such number of new MMSC Shares as may be required to be issued pursuant to the exercise of the Options under the Scheme provided that the total number of new MMSC Shares to be issued under the Scheme shall not exceed 15% of the total issued and paid-up share capital (excluding treasury shares) of the Company at any point of time throughout the duration of the Scheme and that such new MMSC Shares will, upon allotment and issuance, rank pari passu in all respects with the existing MMSC Shares, save and except that the holders of the new MMSC Shares will not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid, prior to the date of allotment of the new MMSC Shares and will be subject to all the provisions of Articles of Association of the Company relating to the transfer, transmission and otherwise of the MMSC Shares;
- (iii) to do all things necessary and make the necessary application at the appropriate time or times to Bursa Malaysia Securities Berhad for the listing of and quotation for the new MMSC Shares which may from time to time be allotted and issued pursuant to the Scheme;
- (iv) to modify and/or amend the By-Laws of the Scheme from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements, deeds or undertakings, to deliver and/or cause to be delivered all such documents and to make such rules or regulations, and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Scheme; and
- (v) to extend the Scheme for a further period of up to five (5) years without having to obtain the further approvals of the shareholders of the Company in a general meeting (unless otherwise required by law or the relevant authorities) or the relevant regulatory authorities and to consent to and to adopt, if the Board so deems fit and expedient, such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in respect of the Scheme.

THAT the Board be and is hereby authorised to give effect to the Scheme with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion;

AND THAT the By-Laws of the Scheme, as set out in Appendix I of the Circular, be and is hereby approved and adopted."

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM25,000,000 COMPRISING 250,000,000 MMSC SHARES TO RM100,000,000 COMPRISING 1,000,000,000 MMSC SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT subject to the passing of the Special Resolution 1 and the approvals of the relevant authorities/parties (where required) being obtained, the authorised share capital of the Company be and is hereby increased from RM25,000,000 comprising 250,000,000 MMSC Shares to RM100,000,000 comprising 1,000,000,000 MMSC Shares by the creation of an additional 750,000,000 MMSC Shares;

AND THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed Increase In Authorised Share Capital with full powers to assent to any modifications and/or amendments as may be required by the law, the relevant authorities or deemed necessary by the Board and to take all steps as they may deem fit, necessary and/or expedient or in the best interests of the Company in order to implement, finalise and give full effect to the Proposed Increase In Authorised Share Capital."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION ("M&A") OF MMSC ("PROPOSED M&A AMENDMENTS")

THAT, subject to the passing of Ordinary Resolution 3 above and the approvals of the relevant authorities (where required) being obtained, approval be and is hereby given for the M&A of the Company to be altered, modified, varied and deleted in the following manner and that the Board be and is hereby authorised to give effect to the Proposed M&A Amendments and to take all steps and do all acts and things in any manner as they may deem necessary to complete, finalise, implement and give full effect to the Proposed M&A Amendments:-

Existing clause of the Memorandum of Association	Proposed new clause of the Memorandum of Association
Clause 6 The share capital of the company is RM25,000,000 divided into 250,000,000 ordinary shares of RM0.10 each.	Clause 6 The share capital of the company is RM100,000,000 divided into 1,000,000,000 ordinary shares of RM0.10 each.

By Order of the Board
MIKRO MSC BERHAD

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO. 0781031)
GOH YOKE CHEE (MIA 20583)
Company Secretaries, Kuala Lumpur
6 November 2014

Attn : Ms Goh
From : Ayu
(Go ads Creation)

Media : NST
Size : 28cm x 3cols
Rate : RM 39.00
Cost : RM 3472.56 Per Insertion
(Including 6% GT)
Insertion : 6/11/2014

Media : STAR
Size : 28cm x 3cols
Rate : RM 45.00
Cost : RM 4006.80 Per Insertion
(Including 6% GT)
Insertion : 6/11/2014

FOR YOUR APPROVAL

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Date Company's
Stamp