

MIKRO MSC BERHAD
(Company No: 738171 M)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Ninth (“9th”) Annual General Meeting ("AGM") of the Company will be held at Horizon 2, e. City Hotel, Sky Park @ One City, Jalan USJ 25/1, 47650 Subang Jaya, Selangor Darul Ehsan on Monday, 30 November 2015 at 2.30 p.m. for the purpose of transacting the following businesses:-

AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2015 together with the Directors’ and Auditors’ Reports thereon.
2. To approve the payment of a final single tier dividend of 5% per ordinary share of RM0.10 each for the financial year ended 30 June 2015. **Ordinary Resolution 1**
3. To approve the payment of Directors’ fees for the financial year ended 30 June 2015. **Ordinary Resolution 2**
4. To re-elect the following Directors retiring in accordance with Article 83 of the Company’s Articles of Association and being eligible, have offered themselves for re-election:-
 - (a) Woon Yeow Thong **Ordinary Resolution 3**
 - (b) Dr. Tou Teck Yong **Ordinary Resolution 4**
5. To re-appoint Messrs BDO as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolution:-

6. **PROPOSED RENEWAL OF AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **Ordinary Resolution 6**

“THAT pursuant to Section 132D of the Companies Act, 1965 (“Act”) and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company thereat AND THAT the Directors be and are hereby also authorised to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation of the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM.”

7. **PROPOSED GRANT OF EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OPTIONS TO A DIRECTOR/PERSON**

"THAT approval be and is hereby given for the Company to offer and to grant to the following Director/Employee of the Company:-

(a) Mr Woon Yeow Thong, Independent Non- Executive Director of 240,000 ESOS options

Ordinary Resolution 7

(b) Mr Yim Kien Wai, an employee and son of the Managing Director of the Company, Mr Yim Yuen Wah of 300,000 ESOS options

Ordinary Resolution 8

to subscribe for new ordinary shares of RM0.10 each in the Company under the Company's ESOS, provided always that:

(i) The allocation of options, in aggregate, to directors and senior management of the Company and/or its subsidiaries does not exceed 50% of the shares available under the ESOS; and

(ii) The allocation of options to a director who either singly or collectively through persons connected with the director, hold 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the shares available under ESOS;

AND subject always to such terms and conditions of the ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the ESOS".

8. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of the shareholders, a final single tier dividend of 5% per ordinary share of RM0.10 each for the financial year ended 30 June 2015 will be paid on 18 December 2015 to Depositors registered in the Record of Depositors at the close of business at 5.00 p.m. on 23 November 2015.

A depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 23 November 2015 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO. 0781031)
GOH YOKE CHEE (MIA 20583)
Company Secretaries

Dated: 6 November 2015
Selangor Darul Ehsan

Notes:-

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 24 November 2015. Only a depositor whose name appears on the Record of Depositors as at 24 November 2015 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.
2. A member entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend in his/her stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) & (b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
3.
 - (i) Where a member of the Company is an authorized nominee, as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorized nominee specifies the proportion of its shareholding to be represented by each proxy.
 - (ii) Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorized nominee specifies the proportion of its shareholding to be represented by each proxy.
4. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
5. The instrument appointing the proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of attorney, must be deposited at the Registered Office of the Company at No. 1, Jalan TP 7/7, Sime UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

6. Explanatory notes on Special Business

Ordinary Resolution 6

The proposed Ordinary Resolution 6 is to seek renewal of the mandate from shareholders. The resolution if duly passed, is primarily to give the flexibility and authority to the Directors of the Company, from the date of the forthcoming 9th AGM, to issue and allot new shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company thereat excluding the number of ordinary shares arising from the exercise of the Employees' Shares Option Scheme ("ESOS"), for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, the Board would like to renew the mandate to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion. This authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.

No shares have been issued and allotted by the Company pursuant to Section 132D of the Companies Act, 1965 since obtaining the said authority from its shareholders at the last AGM held on 28 November 2014.