



# Mieco Chipboard Berhad

(12849-K) (Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** Mieco Chipboard Berhad ("MIECO" or the "Company") will be held at Garden Ballroom, Level 1, Putrajaya Marriott Hotel, IOI Resort City, 62502 Sepang Utara, Malaysia on Tuesday, 19 December 2017 at 10:00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

### ORDINARY RESOLUTION

**PROPOSED ACQUISITION BY MIECO CHIPBOARD BERHAD OF THE ENTIRE ISSUED SHARE CAPITAL OF GREAT PLATFORM SDN BHD ("GREAT PLATFORM"), A WHOLLY-OWNED SUBSIDIARY OF SYF RESOURCES BERHAD ("SYF"), COMPRISING 5,000,000 ORDINARY SHARES FROM SYF FOR A PURCHASE CONSIDERATION OF RM7,063,341 ("PROPOSED ACQUISITION") AND THE PROPOSED ASSUMPTION OF LIABILITIES OWING BY GREAT PLATFORM TO SYF OF RM51,528,809 ("PROPOSED ASSUMPTION OF LIABILITIES"), TO BE SATISFIED ENTIRELY VIA CASH**

**(PROPOSED ACQUISITION AND PROPOSED ASSUMPTION OF LIABILITIES ARE COLLECTIVELY REFERRED TO AS THE "PROPOSED TRANSACTION")**

"**THAT**, subject to the approval of the relevant authority and/ or parties being obtained, the Board of Directors of MIECO ("**Board**") be and is hereby authorised to acquire 5,000,000 ordinary shares, representing 100.0% equity interest in Great Platform, a wholly-owned subsidiary of SYF for a total purchase consideration of RM58,592,150, comprising a purchase consideration for the Proposed Acquisition of RM7,063,341 and the Proposed Assumption of Liabilities of RM51,528,809, to be satisfied entirely via cash, in accordance with the terms and conditions of the conditional share sale agreement dated 26 July 2017 entered into between MIECO and SYF.

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Transaction 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 in any manner as they may deem necessary or expedient in the best interest of the Company."

**By Order of the Board**  
**NG GEOK LIAN (LS07155)**  
Company Secretary

Selangor  
30 November 2017

### Notes:-

- (1) Only a depositor whose name appears on the Record of Depositors as at 12 December 2017 shall be entitled to attend, participate, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend, participate, speak and vote on his/ her stead.*
- (2) Pursuant to Paragraph 8.29(A)(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice shall be put to vote by poll.*
- (3) A member shall be entitled to appoint up to two (2) proxies to attend, participate, speak and vote at the same meeting in his/ her stead. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company and there shall be no restrictions as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.*
- (4) Where a member of the Company is an Exempt Authorised Nominee (as defined under Paragraph 7.21(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) which hold ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account ("**Omnibus Account**"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.*
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney. Any alteration to the proxy form must be initialled.*
- (6) All original proxy forms must be deposited at the office of the Company's Share Registrar namely, Metra Management Sdn Bhd at 30.02, 30th Floor, Menara Multi Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia, not less than 24 hours before the time approved for holding the meeting or adjournment thereof. The original proxy form can also be deposited in the ballot box provided at 30.02, 30th Floor, Menara Multi Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia.*