



## MIKRO MSC BERHAD

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Mikro MSC Berhad ("Mikro" or the "Company") ("EGM") will be held at No. 1, Jalan TP 7/7, Sime UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan on Tuesday, 9 July 2019 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

#### ORDINARY RESOLUTION

**PROPOSED ACQUISITION BY MIKRO OF 100% EQUITY INTEREST IN EPE BUSWAY SDN BHD ("BUSWAY") AND MITTRIC SYSTEMS SDN BHD ("MITTRIC") (COLLECTIVELY, THE "TARGET COMPANIES") FOR A TOTAL PURCHASE CONSIDERATION OF RM38.0 MILLION TO BE SATISFIED ENTIRELY VIA ISSUANCE OF NEW ORDINARY SHARES IN THE COMPANY ("PROPOSED ACQUISITION")**

**"THAT** subject to the approvals of all relevant parties and/or authorities being obtained (where required) for the Proposed Acquisition, approval be and is hereby given to the Company to acquire:

- (i) 100% equity interest in Busway from Low Khek Heng, Liu Marn Cole, Kok Weng Fong, Michael Aw Ming Han, Tang Yeng Cheong, Tan Hock Huat, Long Yin Feai and Toh Yew Boon (collectively, the "Busway Vendors") for a total purchase consideration of RM19.0 million to be satisfied entirely via the issuance of 79,166,666 new ordinary shares in the Company ("Mikro Shares") at an issue price of RM0.24 per Mikro Share, upon such terms and conditions set out in the share sale agreement dated 30 April 2019 entered into between Mikro and the Busway Vendors ("Busway SSA"); and
- (ii) 100% equity interest in Mittric from Low Khek Heng, Michael Aw Ming Han, and Toh Yew Boon (collectively, the "Mittric Vendors") for a total purchase consideration of RM19.0 million to be satisfied entirely via the issuance of 79,166,666 new Mikro Shares at an issue price of RM0.24 per Mikro Share, upon such terms and conditions set out in the share sale agreement dated 30 April 2019 entered into between Mikro and the Mittric Vendors ("Mittric SSA");

**THAT** the Board of Directors of the Company ("Board") be and is hereby authorised to issue an aggregate of 158,333,332 Mikro Shares to the Busway Vendors and Mittric Vendors for the satisfaction of the consideration in relation to the Proposed Acquisition ("Consideration Shares"), in accordance with the terms of the Busway SSA and Mittric SSA;

**THAT** the Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with each other and with the then existing Mikro Shares, save and except that the holders of the Consideration Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid to the shareholders of Mikro, the entitlement date of which is prior to the date of allotment of the Consideration Shares;

**THAT** authority be and is hereby given to the Board to assent to any modifications to the Busway SSA and Mittric SSA and to sign and execute any other ancillary agreements and documents in relation thereto, for and on behalf of the Company;

**AND THAT** in order to implement, complete and give full effect to the Proposed Acquisition, authority be and is hereby given to the Board to give full effect to the Proposed Acquisition, the Busway SSA, Mittric SSA and all other agreements arising therefrom with full powers to do or procure to be done all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and take all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company and to take all such steps and to execute or enter into the Busway SSA, Mittric SSA and all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Acquisition under the terms and conditions of the Busway SSA and Mittric SSA with full powers to negotiate, approve, agree and/or assent to any conditions, modifications, variations and/or amendments thereto as the Board may deem fit and/or as may be imposed by any relevant authorities, including to enter into any supplemental agreement(s) in connection with the Proposed Acquisition, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient or in the best interest of the Company."

#### BY ORDER OF THE BOARD MIKRO MSC BERHAD

**M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO. 0781031)**

**LIM SECK WAH (MAICSA NO. 0799845)**

Company Secretaries

Selangor Darul Ehsan

21 June 2019

#### Notes:-

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Extraordinary General Meeting, the Company shall be requesting the Record of Depositors as at 3 July 2019. Only a depositor whose name appears on the Record of Depositors as at 3 July 2019 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 appointment up to two (2) proxies to attend in his/her stead. 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. A proxy may but does not need to be a member of the Company. Notwithstanding this, a member entitled to attend and vote at the meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
4. (i) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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.  
(ii) 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.
5. 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.
6. 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 Share Registrar's Office of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suites, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.