



MACPIE BERHAD

(Formerly known as Sterling Progress Berhad)
Registration No. 200501002315 (679361-D)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Macpie Berhad (“MACPIE” or “the Company”) will be held at the Greens III, Sport Wing, Level 1, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 29 November 2019 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 14th Annual General Meeting (“AGM”) of the Company which will be held at the same venue on the same day at 10.30 a.m. whichever is later 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 NEW AND RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

“That, subject always to the provisions of the Companies Act, 2016 (“CA 2016”), the Company’s Constitution, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and/or any other regulatory authorities, the authority be and is hereby given for Macpie Pro Sdn Bhd, a wholly-owned subsidiary of the Company and Level Up Plus Sdn Bhd (Formerly known as Macpie Pro Capital Intelligence Sdn Bhd), a 51% owned subsidiary of the Company to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 of the circular to shareholders in relation to the Proposed Shareholders’ Mandate provided that such transactions are in the ordinary course of business which are necessary for the day-to-day operations on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders and that such authority shall continue to be in force until :

- (a) the conclusion of the next AGM of the Company following the EGM at which the ordinary resolution for the Proposed Shareholders’ Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- (b) The expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or
- (c) revoked or varied at any time by an ordinary resolution passed by the shareholders in a general meeting before the next AGM, whichever is the earlier;

and that, authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Shareholders’ Mandate and such transactions as authorised by this resolution.”

By Order of the Board

Lee Peng Loon (MACS 01258)
P’ng Chiew Keem (MAICSA 7026443)
Company Secretaries

Penang
31 October 2019

Notes:

- (1) A proxy may but need not be a member of the Company.
- (2) A member shall be entitled to appoint more than one proxy to attend and to vote at the same meeting. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be presented by each proxy.
- (3) Where a member 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.
- (4) For a proxy to be valid, the proxy form duly completed, must be deposited at the registered office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof and in the case of a poll, not less than 24 hours before the time for taking of the poll.
- (5) In the case of corporate member, the proxy form must be executed under the corporation’s common seal or under the hand of its officer or attorney duly authorised in which, it must be supported by a certified true copy of the resolution appointing the officer or certified true copy of the power of attorney.
- (6) For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 21 November 2019. Only depositors whose name appears on the Record of Depositors as at 21 November 2019 shall be entitled to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.
- (7) Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, the resolution set out in this notice will be put to vote by poll.