



# MIECO CHIPBOARD BERHAD

(Registration No. 197201001235 [12849-K])

(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting ("EGM") of Mico Chipboard Berhad ("MIECO" or the "Company") will be conducted entirely through live streaming from the broadcast venue at Board Room, No. 1, Block C, Jalan Indah 2/6, Taman Indah, Batu 11, 43200 Cheras, Selangor on Tuesday, 14 December 2021, at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

### ORDINARY RESOLUTION 1

**PROPOSED PRIVATE PLACEMENT OF UP TO 167,999,993 NEW ORDINARY SHARES IN MIECO, REPRESENTING APPROXIMATELY 20% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES OF MIECO, TO INDEPENDENT THIRD PARTY INVESTOR(S), WHO QUALIFY UNDER SCHEDULES 6 AND 7 OF THE CAPITAL MARKETS AND SERVICES ACT, 2007, TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED PRIVATE PLACEMENT")**

"**THAT** subject to the passing of Ordinary Resolution 2 and subject to all approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Board of Directors of MIECO ("Board") to issue and allot up to 167,999,993 new ordinary shares in the Company ("MIECO Shares" or "Shares") representing up to 20% of the total number of issued shares of MIECO (excluding treasury shares) ("Placement Shares") to third party investor(s) to be identified later at an issue price to be determined later by the Board ("Price Fixing Date") upon such terms and conditions as disclosed in the circular to the shareholders of the Company dated 29 November 2021 ("Circular").

**THAT** the issue price of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day immediately preceding the Price-Fixing Date.

**THAT** the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

**THAT** such Placement Shares will, upon allotment and issuance, rank equally in all respects with the existing MIECO Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the Placement Shares.

**THAT** the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the best interest of the Company and to take such steps as they may deem appropriate, necessary and/or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.

**AND THAT** this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement."

### ORDINARY RESOLUTION 2

**PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN SENG YIP FURNITURE SDN BHD ("SYFSB"), A WHOLLY-OWNED SUBSIDIARY OF SYF RESOURCES BERHAD ("SYF"), FOR A PURCHASE CONSIDERATION OF RM50,000,000 TO BE SATISFIED ENTIRELY VIA CASH ("PROPOSED ACQUISITION")**

"**THAT** subject to the passing of Ordinary Resolution 1, and subject to all approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to MIECO to acquire SYFSB for a purchase consideration of RM50,000,000 to be satisfied entirely via cash and upon the terms and conditions contained in the conditional share sale agreement dated 6 October 2021 ("SSA") entered into between MIECO and SYF (including any amendment and/or extension thereof as mutually agreed).

**AND THAT** the Board be and is hereby authorised and empowered to give full effect to the Proposed Acquisition with full power to deal with all matters incidental, ancillary to and/or relating thereto and take all such steps and to execute and deliver and/or caused to be executed and delivered all the necessary documents, including the SSA and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all acts, deeds and things as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

### By Order of the Board

**NG GEOK LIAN (LS 0007155)**  
SSM Practicing Certificate No. 201908002080  
Company Secretary

Selangor  
29 November 2021

### NOTES:-

- (1) The EGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting facilities ("RPV") which are available on website at [www.metramanagement.com.my](http://www.metramanagement.com.my). Please follow the procedures provided in the Administrative Details of EGM in order to register, participate and vote remotely via the RPV.
- (2) The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be at the main venue of the meeting. No shareholders/ proxies from the public should be physically present at the Broadcast Venue on the day of the EGM.
- (3) Members may submit questions to the Board of Directors prior to the EGM to [elaine@mieco.com.my](mailto:elaine@mieco.com.my) no later than 10:00 a.m. on Wednesday, 8 December 2021 or to use the Question and Answer platform to transmit questions to Board of Directors via RPV during live streaming.
- (4) Since the EGM will be conducted via a virtual meeting, a member entitled to attend and vote at the meeting may appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- (5) A proxy may but need not be a member of the Company and a member shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholding to be represented by each proxy.
- (6) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (7) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owner in one (1) 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 its holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- (8) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, the Form of Proxy must be executed under the corporation's seal or under the hand of an officer or attorney duly authorised.
- (9) The instrument appointing a proxy must be deposited at the Company's Share Registrar, Metra Management Sdn Bhd at 35th Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur ("Share Registrar Office") not less than 48 hours before the time for holding the EGM or at any adjournment thereof, either by hand or post to the Share Registrar Office or email to [corporate@mweh.com.my](mailto:corporate@mweh.com.my). In the case where the instrument appointing a proxy is delivered by email, the original instrument appointing a proxy shall also be deposited at the Share Registrar Office, either by hand or post not less than 48 hours before the time for holding the EGM or at any adjournment thereof.
- (10) For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors ("ROD") as at 6 December 2021 and only a Depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/ her behalf.
- (11) Pursuant to Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of EGM will be put to vote on a poll.

**Personal Data Privacy** By lodging of a completed Proxy Form to the Company and the Share Registrar (as the case maybe) for appointing a proxy(ies) and/or representative(s) to attend and/or in person at the EGM and any adjournment therefore, a shareholder of the Company and the Share Registrar is hereby: i. consenting to the collection, use and disclosure of the member's personal data by the Company and to Share Registrar (as the case maybe) for the purpose of the processing and administration by the Company and the Share Registrar (as the case maybe) of proxy(ies) and representative(s) appointed for the EGM (including any adjournment thereof), and in order for the Company and the Share Registrar (as the case maybe) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively the "Purpose"); ii. warranting that where the member discloses the personal data of shareholder's proxy(ies) and/or representative(s) to the Company and the Share Registrar (as the case maybe), the shareholder has obtained prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company and the Share Registrar (as the case maybe) of the personal data of such proxy(ies) and/or representative(s) for the purpose ("Warranty"); and iii. agreeing that the member will indemnify the Company and the Share Registrar (as the case maybe) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of Warranty.

For the purpose of the paragraph, "personal data" shall have the same meaning given in section 4 of Personal Data Protection Act 2010.

## ADMINISTRATIVE DETAILS

### EXTRAORDINARY GENERAL MEETING OF MIECO CHIPBOARD BERHAD

- Date : Tuesday, 14 December 2021
- Time : 10:00 a.m.
- Meeting Platform : [www.metramanagement.com.my](http://www.metramanagement.com.my)
- Mode of communication : Shareholders may submit questions to the Board of Directors (“Board”) prior to the Extraordinary General Meeting (“EGM”) to [elaine@mieco.com.my](mailto:elaine@mieco.com.my) no later than 10:00 a.m. on Wednesday, 8 December 2021 or to use the Question and Answer (“Q&A”) Platform to transmit questions to the Board via Remote Participation and Voting (“RPV”) facilities during live streaming.
- Broadcast Venue : Board Room, No. 1, Block C, Jalan Indah 2/6, Taman Indah, Batu 11, 43200 Cheras, Selangor.

#### MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the EGM will be conducted entirely through live streaming from the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and revised on 16 July 2021.

We strongly encourage you to use the RPV facilities to participate in the EGM as a way for us to jointly share the responsibility to minimise the risk of COVID-19 infections. Hence, **No Shareholder/Proxy** from the public will be allowed to be physically present at the Broadcast Venue on the day of the EGM.

#### REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

- Please note that the RPV Facilities is available to:
  - (i) Individual members;
  - (ii) Proxy holders;
  - (iii) Corporate shareholders;
  - (iv) Authorised Nominees; and
  - (v) Exempt Authorised Nominees } (“The Participant(s)”)
- The EGM will be conducted through live streaming and online remote voting. The Participant(s) is/are encouraged to attend the EGM by using the RPV Facilities provided by Metra Management Sdn. Bhd. (“Metra Management”). With the RPV Facilities, you may exercise your rights as a shareholder of the Company to participate (including to pose questions to the Board) and vote remotely at the EGM.
- Shareholders who are not able to participate in the EGM are encouraged to appoint the Chairman of the Meeting to vote on your behalf at the EGM by completing and indicating the voting instruction in the Form of Proxy which is available at [www.metramanagement.com.my](http://www.metramanagement.com.my).
- Proxies or Corporate representatives/Authorised Nominees/Exempt Authorised Nominees who wishes to use the RPV Facilities at the EGM, please ensure the duly executed form of proxy or the original certificate of appointment of its corporate representative are to be submitted to Metra Management Sdn Bhd not later than Sunday, 12 December 2021 at 10:00 a.m.

5. The Participant(s) is/are encouraged to send in their questions before the meeting to [elaine@mieco.com.my](mailto:elaine@mieco.com.my) in relation to the agenda items for the EGM.
6. The Participant(s) is/are to read and follow the procedures for the RPV Facilities as summarised below:-

	Procedure	Action
<b>Before the day of the EGM</b>		
(i)	Register as a user	<ul style="list-style-type: none"> <li>• Access website <a href="http://www.metramanagement.com.my">www.metramanagement.com.my</a></li> <li>• Click &lt;Login&gt; followed by &lt;Register New User&gt; to sign up as a user.</li> <li>• Complete the registration by filling up the information required and upload a clear copy of your MyKAD (front and back) or Passport.</li> <li>• Read and agree to the terms &amp; condition and thereafter submit your registration.</li> <li>• Please enter a valid email address in order for you to receive the verification email from Metra Management.</li> <li>• Your registration will be verified and approved by Metra Management. Once approved, an email notification will be sent to you.</li> <li>• If you are already a user with Metra Management, you are not required to register again.</li> </ul>
<b>On the day of EGM</b>		
(ii)	Login to <a href="http://www.metramanagement.com.my">www.metramanagement.com.my</a>	<ul style="list-style-type: none"> <li>• Login with your user ID and password for remote participation at the EGM at any time from 9:30 a.m. i.e. 30 minutes before the commencement of EGM on Monday, 13 December 2021 at 10.00 a.m.</li> <li>• If you have forgotten your password, you can reset it by clicking “Forget Password”.</li> </ul>
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>• Select “Virtual Meeting” under main menu.</li> <li>• Click “Join Meeting” in order to join the live video streaming.</li> <li>• If you have any question(s) during the EGM, you may use the Q&amp;A platform in Zoom Cloud Meetings App to submit your question(s). The Chairman/Board/Management will try to respond to all relevant questions submitted during the EGM. If there is time constraint in answering the questions during the EGM, the responses will be emailed to you at the earliest possible time after the end of the EGM.</li> <li>• If you are using a smartphone to participate in the EGM, please download Zoom Cloud Meetings App from the Google Play Store or App Store before the EGM.</li> <li>• Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li> </ul>
(iv)	Online remote voting	<ul style="list-style-type: none"> <li>• Please select the “Voting” option located next to “Join Meeting” to indicate your votes for the resolutions that are tabled for voting.</li> </ul>

		<ul style="list-style-type: none"> <li>• Voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman.</li> <li>• Please cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.</li> </ul>
(v)	End of RPV facilities	<ul style="list-style-type: none"> <li>• The RPV Facilities will end and the Q&amp;A platform will be disabled the moment the Chairman announces the closure of the EGM.</li> </ul>

#### **NO BREAKFAST/LUNCH PACK & DOOR GIFT**

- There will be **NO DISTRIBUTION** of food packs or door gifts during the EGM as the meeting will be conducted on fully virtual basis.

#### **GENERAL MEETING RECORD OF DEPOSITORS**

- 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 in accordance with Clause 69 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 6 December 2021. Only a depositor whose name appears on the Record of Depositors as at 6 December 2021 shall be entitled to attend the said meeting remotely or appoint proxies to attend and vote on his/her behalf.

#### **PROXY**

- Since the EGM will be conducted via a virtual meeting, a Shareholder can appoint the Chairman of the Meeting as proxy to vote on your behalf at the EGM by completing and indicating the voting instruction in the form of proxy which is available at [www.metramanagement.com.my](http://www.metramanagement.com.my).
- You may submit your Form of Proxy to the Share Registrar, Metra Management Sdn. Bhd. by fax at 03-26980313 or e-mail to [corporate@mweh.com.my](mailto:corporate@mweh.com.my). However, please ensure that the Original Form of Proxy is deposited at Share Registrar's office at 35<sup>th</sup> Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof, otherwise the Form of Proxy shall not be treated as valid.

#### **POLL VOTING**

- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the EGM of the Company shall be put to vote by way of a poll. The Company has appointed Metra Management Sdn Bhd as Poll Administrator to conduct the poll by way of electronic means and Symphony Corporate Services Sdn Bhd as Independent Scrutineers to verify the poll results.
- Shareholders can proceed to vote on the resolution before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (iv) of the above Procedures section for guidance on how to vote remotely from Metra Management's website ([www.metramanagement.com.my](http://www.metramanagement.com.my)).
- The Independent Scrutineers will verify the poll results followed by the Chairman's announcement and declaration on whether the resolution is duly passed.

#### **RESULTS OF THE VOTING**

- The results of the voting for all resolutions will be announced at the EGM and on Bursa Malaysia website at [www.bursamalaysia.com](http://www.bursamalaysia.com)

**RECORDING OR PHOTOGRAPHY**

- Strictly **NO** unauthorised recording or photography of the proceedings of the EGM is allowed.

**ENQUIRY**

- If you have any enquiry prior to the virtual meeting, please contact our Share Registrar during office hours:

Metra Management Sdn Bhd  
35<sup>th</sup> Floor, Menara Multi-Purpose, Capital Square,  
No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur.  
Telephone Number : 03-2698 3232  
Fax Number : 03-2698 0313  
Email : [corporate@mweh.com.my](mailto:corporate@mweh.com.my)