



MPIRE GLOBAL BERHAD

MPIRE GLOBAL BERHAD

(Registration No.: 199501010609 (339810-A))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of **MPIRE GLOBAL BERHAD** (“**Mpire**” or “**Company**”) will be held on a virtual basis from the broadcast venue at D-19-6 & D-19-7, Menara Suezcap 1, KL Gateway, No. 2, Jalan Kerinchi, Gerbang Kerinchi Lestari, 59200 Kuala Lumpur, Wilayah Persekutuan through live streaming and online remote voting using Remote Participation and Voting facilities at <https://mpire-egm.digerati.com.my> (Domain Registration No. D1A119533) provided by Digerati Technologies Sdn Bhd in Malaysia on Monday, 21 October 2024 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 DIVERSIFICATION OF THE BUSINESSES OF MPIRE AND ITS SUBSIDIARIES (“MPIRE GROUP”) TO INCLUDE THE PROVISION OF FINANCING SERVICES (“PROPOSED DIVERSIFICATION INTO FINANCING SERVICES BUSINESS”)

“THAT approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to implement the Proposed Diversification into Financing Services Business;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign and deliver or cause to be delivered for and on behalf of the Company, all such documents as it may consider necessary and/or expedient and in the best interest of the Company in order to give full effect to the Proposed Diversification into Financing Services Business with full power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as the Board may deem necessary and/or expedient and in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE BUSINESSES OF MPIRE GROUP TO INCLUDE THE PROVISION OF FLEET MANAGEMENT SERVICES WHICH INCLUDE TRADING AND LEASING OF MOTOR VEHICLES; TRADING AND INSTALLATION OF SPARE PARTS, ACCESSORIES, NAVIGATION TOOLS, VEHICLE TRACKING SOFTWARE AND FLEET MANAGEMENT SOLUTIONS; AND PROVISION OF REPAIR, MAINTENANCE, EXTENDED WARRANTY AND OTHER RELATED AFTER-SALES SERVICES FOR MOTOR VEHICLES (“PROPOSED DIVERSIFICATION INTO FLEET MANAGEMENT BUSINESS”)

“THAT approval be and is hereby given to the Board to implement the Proposed Diversification into Fleet Management Business;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign and deliver or cause to be delivered for and on behalf of the Company, all such documents as it may consider necessary and/or expedient and in the best interest of the Company in order to give full effect to the Proposed Diversification into Fleet Management Business with full power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as the Board may deem necessary and/or expedient and in the best interest of the Company.”

SPECIAL RESOLUTION 1

PROPOSED CONSOLIDATION OF EVERY 2 ORDINARY SHARES IN MPIRE (“SHARE(S)”) INTO 1 SHARE (“CONSOLIDATED SHARE(S)”) (“PROPOSED SHARE CONSOLIDATION”)

“THAT subject to the approvals of all relevant authorities and/or parties being obtained, where required, approval be and is hereby granted to the Company to consolidate every 2 Shares held by the shareholders of Mpire whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, into 1 Consolidated Share;

THAT any fractional entitlements arising from the Proposed Share Consolidation, if any, shall be disregarded and/or dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

THAT the Consolidated Shares shall rank equally in all respects with one another and the rights of the Consolidated Shares shall remain unchanged from the rights of the existing Shares;

AND THAT the Board be and is hereby authorised to do all acts, deed and things as are necessary to give full effect to the Proposed Share Consolidation with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Share Consolidation.”

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482/ SSM PC NO. 202208000250)

TAN LAY KHOON (MAICSA 7077867/ SSM PC NO. 202208000544)

Company Secretaries

Kuala Lumpur

Date: 24 September 2024

Notes:-

1. For the purpose of determining a member who shall be entitled to attend and vote at the Extraordinary General Meeting (“EGM”), the Company shall be requesting the Record of Depositors as at 11 October 2024. Only a depositor whose name appears on the Record of Depositors as at 11 October 2024 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
2. A member entitled to attend, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak and vote in his/her stead. If a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
3. 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.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the multiple beneficial owners 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 it holds.
5. Where a member or the authorised nominee or an exempt authorised nominee appoints two (2) or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
6. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the share registrar of the Company, Aldpro Corporate Services Sdn Bhd, at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
7. If the appointer is a corporation, the Form of Proxy shall be executed under its common seal or under the hand of its officer or attorney duly authorised.
8. If the Form of Proxy is signed under the hands of an officer duly authorised, it should be accompanied by a statement reading “signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received”. If the Form of Proxy is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading “signed under power of attorney which is still in force, no notice of revocation having been received”. A copy of the Authorisation Document or the power of attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in the Form of Proxy.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.