

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth ("18th") Annual General Meeting ("AGM") of the Company will be conducted on a virtual basis at the Broadcast Venue at Leadership Room, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Wednesday, 27 November 2024 at 10.00 a.m. for the purpose of transacting the following businesses: -

AGENDA

- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2024 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' Fees, Benefits and Meeting Allowance of up to RM593,000.00 for the period from December 2024 until the next AGM in 2025. **(Ordinary Resolution 1)**
- To re-elect the following directors retiring pursuant to the Company's Constitution and being eligible, have offered themselves for re-election :-
3.1 Mr. Yim Yuen Wah (Clause 83) **(Ordinary Resolution 2)**
3.2 Encik Nor Azlan bin Zainal (Clause 83) **(Ordinary Resolution 3)**
- To appoint Messrs HLB LER LUM CHEW PLT as Auditors of the Company in place of the retiring Auditors, Messrs BDO PLT and authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution 4)**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions: -

- AUTHORITY TO ISSUE SHARES AND WAIVER OF PRE-EMPTIVE RIGHTS** **(Ordinary Resolution 5)**
"THAT pursuant to Section 75 and 76 of the Companies Act, 2016 ("the Act") and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.
AND THAT pursuant to Section 85 of the Act to be read together with Clause 3 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Sections 75 and 76 of the Act."
- To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

By Order of the Board,

LIM SECK WAH
(MAICSA 0799845)
SSM PC No. 202008000054

TANG CHI HOE (KEVIN)
(MAICSA NO. 7045754)
(SSM PC NO. 202008002054)

Company Secretaries

Dated: 30 October 2024
Selangor Darul Ehsan

Notes:-

- An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 if the online meeting platform in Malaysia and all meeting participants including Chairperson of the meeting, board members, key management and shareholders are to participate in the meeting online.
Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 18th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIH Online website at <https://tiah.online>.
For further information, kindly refer to the Administrative Guide for the 18th AGM.
- For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 20 November 2024. Only a depositor whose name appears on the Record of Depositors as at 20 November 2024 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.
- A member entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend in his/her stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. 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.
- (i) Where a member of the Company is an authorized nominee, as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorized nominee specifies the proportion of its shareholding to be represented by each proxy.
(ii) Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorized nominee specifies the proportion of its shareholding to be represented by each proxy.

- The instrument appointing a proxy, in the case of an individual, shall be signed by the appointor 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.
- The Form of Proxy shall be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or by electronic lodgement via TIH Online website at <https://tiah.online> not less than 48 hours before the time set for holding the meeting or any adjournment thereof. For further information on the electronic submission of Form of Proxy, kindly refer to the Administrative Guide for the 18th AGM.
- By submitting the duly executed Form of Proxy, a member and his/her proxy consent to the Company (and/or its agents/ service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for this meeting and any adjournment thereof.
- A member who has appointed a proxy or attorney or authorised representative to participate at the 18th AGM must request his/her proxy/attorney/authorised representative to register himself/herself via TIH Online website at <https://tiah.online>.
- Explanatory notes to the Agenda :-**

Item No. 1 of the Agenda**Audited Financial Statements**

This Agenda item is meant for discussion only as provision of Section 340(1)(a) of the Act does not require a formal approval of the members and hence, is not put forward for voting.

Item No. 2 of the Agenda - Ordinary Resolution 1**Approval of Directors' Fees and Benefits**

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of fees and benefits for the period commencing December 2024 up till the next AGM of the Company in 2025. The benefits comprise of meeting allowances payable to directors.

Item No. 3 of the Agenda - Ordinary Resolutions 2 and 3**Re-election of Directors**

Resolution 3 and Resolution 4 are to seek shareholders' approval at this AGM for the re-election of Directors who retire by rotation pursuant to Clause 83 of the Company's Constitution. Pursuant to Clause 83 of the Company's Constitution, one third (1/3) of the Directors shall retire from office at least once in every three (3) years at each AGM of the Company and the retiring Directors can offer themselves for re-election.

Mr. Michael Aw Ming Han is subject to retirement by rotation but he does not wish to continue in office. He will retire upon the conclusion of the 18th AGM.

For the purpose of determining the eligibility of Director to stand for re-election at this AGM of the Company, the Nomination Committee ("NC") had considered the performance and contribution of each of the retiring Directors. Based on the recommendation of the NC, the Board is satisfied with the performance and contribution of all the retiring Directors and supports their re-elections and recommended the re-election of the retiring Directors for approval by the shareholders at the forthcoming AGM. The profiles of the Directors who are standing for re-election as per Agenda item No. 3 are set out in the Board of Directors' profile of the Annual Report 2024

Item No. 4 of the Agenda - Ordinary Resolution 4**Re-appointment of Auditors**

Messrs BDO PLT do not wish to seek for re-appointment and will hold office until the conclusion of this 18th AGM of the Company. The Board of Directors and the Audit Committee of the Company after having considered the profile, adequacy of the experience and resources of Messrs HLB LER LUM CHEW PLT, are of the opinion that Messrs HLB LER LUM CHEW PLT will be able to meet the audit obligations of the Company in compliance with the Listing Requirements and provision of the Companies Act, 2016, be appointed as the Auditors of the Company to replace the retiring auditors.

10. Explanatory notes on Special Business**Item No. 5 of the Agenda - Ordinary Resolution 5****Authority To Issue Shares and Waiver of Pre-Emptive Rights**

The effect of the Ordinary Resolution if passed, will give the Directors of the Company, from the date of the 18th AGM, authority to allot and issue shares up to 10% of the total number of issued shares of the Company for such purposes as the Directors may deem fit and in the interest of the Company which is not limited to but including as direct consideration, either partially or fully, to finance the acquisition of assets, interests, securities and/or businesses. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

On 13 December 2023, the Company had obtained a general mandate from its shareholders at its 18th Annual General Meeting ("AGM") ("General Mandate"), authorised the Board to allot and issue new Mikro Shares at any time upon such terms and conditions and for such purposes as the Board may, in its absolute discretion, deem fit provided that the aggregate number of Mikro Shares to be issued pursuant to the General Mandate does not exceed ten percent (10%) of the total number of issued shares of the Company.
The Company did not utilize the aforesaid mandate.

On 7 July 2023, the Company announced to undertake the following proposals:-

- proposed acquisitions by Mikro of 1,050,000 ordinary shares in Bio Eneco Sdn Bhd ("BESB"), representing 15.0% of the issued share capital of BESB, for a purchase consideration of RM52,500,000 which was satisfied via the issuance of 328,125,000 new ordinary shares in Mikro at an issue price of RM0.16 per Share ("Proposed Acquisition"); and
- proposed diversification of the existing business of Mikro and its subsidiaries into the business of manufacturing and trading of biomass fuel products ("Proposed Diversification").

On 13 September 2023, the Company announced that 328,125,000 new ordinary shares in Mikro, which were issued pursuant to the Proposed Acquisition, have been successfully listed and quoted on the ACE Market of Bursa Securities on 13 September 2023, raising a total with total proceeds of RM52,500,000.



ADMINISTRATIVE GUIDE FOR THE 18TH ANNUAL GENERAL MEETING

- Date & Time : Wednesday, 27 November 2024 at 10.00 a.m.
- Broadcast Venue : Leadership Room, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
- Meeting Platform : TIIH Online website at <http://tiih.online>

MODE OF MEETING

Reference is made to the Notice of 18th Annual General Meeting dated 30 October 2024.

- Mikro MSC Berhad (“the Company”) will conduct its 18th AGM on Wednesday, 27 November 2024 on a virtual basis through remote participation and electronic voting from the Broadcast venue.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members/proxies/authorised representatives/attorneys WILL NOT BE ALLOWED to be physically present at the Broadcast Venue on the day of meeting.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

- Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 18th AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>. Please refer to Procedure for RPV.
- Only members whose names appear in the Record of Depositors as at **20 November 2024** shall be entitled to participate and vote remotely at the 18th AGM or appoint proxy to participate and vote on his/her behalf.
- As the 18th AGM is a fully virtual AGM, members who are unable to participate in this AGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form.

PROCEDURES FOR RPV

Members/proxies/corporate representatives/attorneys who wish to participate in the 18th AGM remotely using the RPV are to follow the requirements and procedures as summarized below:

BEFORE THE AGM DAY		
	Procedure	Action
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within (1) one working day and you will be notified via email. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your registration for RPV	<ul style="list-style-type: none"> Registration is open from 30 October 2024 until the day of the 18th AGM on Wednesday, 27 November 2024. Members/proxies/corporate representatives/attorneys are required to pre-register their attendance for the 18th AGM to ascertain their eligibility to participate in the 18th AGM using the RPV. Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) MIKROMB 18TH AGM” Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 20 November 2024, the system will send you an e-mail on or after 25 November 2024 to approve or reject your registration for remote participation. <i>(Note: Please ensure to allow sufficient time required for the approval as a new user of TIIH Online as well as the registration for RPV in order that you can login to TIIH Online and participate in the 18th AGM remotely).</i>
ON THE DAY OF THE AGM		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 18th AGM at any time from 9.00 a.m. i.e. one (1) hour before the commencement of the AGM on Wednesday, 27 November 2024 at 10.00 a.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) MIKROMB 18TH AGM” to engage in the proceedings of the 18th AGM remotely. If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will try to respond to questions submitted by remote participants during the 18th AGM. If there is time constraint, the

		responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> • Voting session commences from 10.00 a.m. on Wednesday, 27 November 2024 until a time when the Chairman announces the end of the voting session. • Select the corporate event: “(REMOTE VOTING) MIKROMB 18TH AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • The live streaming will end upon announcement by the Chairman on the closure of the 18th AGM.

Notes to users of the RPV facilities:

1. Should your registration for RPV be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@vistra.com for assistance.

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY/CORPORATE REPRESENTATIVE/ATTORNEY

- Only a member whose name appears on the Record of Depositors as at 20 November 2024 shall be entitled to attend and vote or appoint proxy/proxies to attend and vote on his/her behalf in the 18th AGM via RPV.
- In view that the 18th AGM will be conducted on a virtual basis, if you are unable to attend the meeting via RPV on 27 November 2024, you may appoint the Chairman of the 18th AGM as proxy and indicate the voting instructions in the Proxy Form.
- If you wish to personally participate in the 18th AGM yourself, please do not submit any Proxy Form. You will not be allowed to participate in the 18th AGM together with a proxy appointed by you.
- Accordingly, the Proxy Form and/or documents relating to the appointment of proxy or authorised representative or attorney for the 18th AGM whether in hard copy form or electronic means shall be deposited or submitted in the following manner not later than Monday, 25 November 2024 at 10.00 a.m.:

(i) In hard copy form

By hand or post to the office of the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia.

(ii) By electronic form

All shareholders can have the option to submit proxy forms electronically via TIIH Online and the steps to submit are summarised below:

PROCEDURE FOR ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via Tricor's TIIH Online website are summarised below:

Procedure	Action
i. Steps for individual members	
Register as a user with TIIH Online	<ul style="list-style-type: none"> • Using your computer, access to website at https://tiih.online. • Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of proxy form	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. • Select the corporate event: "MIKROMB 18TH AGM – SUBMISSION OF PROXY FORM". • Read and agree to the Terms and Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy to vote on your behalf. • Appoint your proxy and insert the required details of your proxy(s) or appoint the Chairman as your proxy.

	<ul style="list-style-type: none"> • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. • Review and confirm your proxy(s) appointment. • Print the proxy form for your record.
ii. Steps for corporate or institutional members	
Register as a user with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects the “Sign Up” button and followed by “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporate or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarifications on the user registration.)</i></p>
Proceed with submission of proxy form	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate event : “MIKROMB 18TH AGM – SUBMISSION OF PROXY FORM”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set out therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

POLL VOTING

- The voting at the 18th AGM will be conducted by poll. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).
- Members/proxies/corporate representatives/attorneys can proceed to vote on the resolutions at any time from **10.00 a.m. on Wednesday, 27 November 2024** but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>.
- Upon completion of the voting session for the 18th AGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

Members may submit questions to the Board in advance of the 18th AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Monday, 25 November 2024**. The Board will endeavor to answer the questions received at the 18th AGM.

DOOR GIFT/FOOD VOUCHER

- There will be no distribution of door gifts or food vouchers for attending the 18th AGM.
- The Company would like to thank all its shareholders for their kind co-operation and understanding in these challenging times.

ENQUIRY

If you have any enquiries on the above, please contact Tricor during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@vistra.com