

**MIKRO MSC BERHAD**Registration No.: 200601018418 (738171-M)
(Incorporated in Malaysia)**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**” or “**Meeting**”) of Mikro MSC Berhad (“**Mikro**” or “**Company**”) will be held on a fully virtual and entirely through live streaming and online remote voting using the Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via TIIH Online at <https://tiih.online>, from 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 10.30 a.m., or immediately upon the conclusion or adjournment of the 18th Annual General Meeting (“**18th AGM**”) of Mikro which will be held on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY MIKRO OF 100,000 ORDINARY SHARES IN TES PRODUCTIONS & PROJECTS PTE. LTD. (“TES”), REPRESENTING 100% OF THE ISSUED SHARE CAPITAL OF TES, FOR A PURCHASE CONSIDERATION OF RM30,000,000 TO BE SATISFIED VIA THE ISSUANCE OF 134,831,460 NEW ORDINARY SHARES IN MIKRO (“CONSIDERATION SHARES”) AT AN ISSUE PRICE OF APPROXIMATELY RM0.2225 PER CONSIDERATION SHARE (“PROPOSED ACQUISITION”)

“**THAT** subject to the passing of the Ordinary Resolution 2 and the approvals of all relevant authorities and/or parties, where relevant/required, being obtained for the Proposed Acquisition, approval be and is hereby given to the board of directors of Mikro (“**Board**”) to acquire 100,000 ordinary shares in TES, representing 100% of the issued share capital of TES, at the purchase consideration of RM30,000,000 to be satisfied via the issuance of 134,831,460 Consideration Shares at an issue price of approximately RM0.2225 per Consideration Share, subject to and upon the terms and conditions as set out in the conditional share sale agreement dated 11 September 2024 entered into between Mikro and Calida Group Pte. Ltd. (“**Calida**”) in relation to the Proposed Acquisition.

THAT the Board be and is hereby authorised to issue the 134,831,460 Consideration Shares to Calida pursuant to the Proposed Acquisition. The Consideration Shares, which will be listed and quoted on ACE Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), shall upon allotment and issuance, rank equally in all respects with the then existing Mikro shares, save and except that they shall not be entitled to any dividends, rights, allotment and/ or other forms of 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 and issuance of the Consideration Shares;

AND THAT the Board be and is hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Acquisition with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Acquisition and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Acquisition as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit and to do all such things as it may consider necessary, desirable, appropriate or expedient in the best interests of the Company;

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF MIKRO AND ITS SUBSIDIARIES (“GROUP”) INTO THE SIGNAGE AND INTERIOR FIT-OUT BUSINESSES (“PROPOSED DIVERSIFICATION”)

“**THAT**, subject to passing of the Ordinary Resolution 1 and the approvals of the relevant authorities and/or parties, where relevant/required, being obtained for the Proposed Diversification, approval be and is hereby given to the Company to diversify the existing business of the Group into the signage and interior fit-out businesses, as more particularly set out in Section 2.2 of the circular to the shareholders dated 5 November 2024 in relation to the Proposed Acquisition and Proposed Diversification;

AND THAT the Board be and is hereby authorised and empowered to implement, finalise and give effect to the Proposed Diversification with full power to effect or assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Diversification as the Board deems fit, necessary and/or expedient in the best interests of the Company or as may be required or imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to do all such acts, deed and things and execute and deliver all such transactions, arrangements, agreements and/or documents as it considers necessary or expedient to implement the Proposed Diversification.”

BY ORDER OF THE BOARD

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

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

Company Secretaries
Kuala Lumpur
5 November 2024

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 Chairman 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 EGM via the Remote Participation and Voting facilities (“**RPV**”) provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <https://tiih.online>. For further information, kindly refer to the Administrative Guide for the EGM.
- For the purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, 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. 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.
- Where a member of the Company is an authorised 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 authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
 - Where a member of the Company is an exempt authorised 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 authorised 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 authorised 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 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.
- 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 TIIH Online website at <https://tiih.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 EGM.
- 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 EGM must request his/her proxy/attorney/authorised representative to register himself/herself via TIIH Online website at <https://tiih.online>.

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ADMINISTRATIVE GUIDE FOR THE EGM

- Date & Time : Wednesday, 27 November 2024 at 10.30 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 EGM dated 5 November 2024.

- Mikro MSC Berhad (the “**Company**”) will conduct its EGM on Wednesday, 27 November 2024 at 10.30 a.m. on a virtual basis through remote participation and electronic voting (“**RPV**”) 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.

RPV

- Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the EGM 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 EGM or appoint proxy to participate and vote on his/her behalf.
- As the EGM is conducted in fully virtual basis, members who are unable to participate in this EGM 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 EGM remotely using the RPV are to follow the requirements and procedures as summarised below:

BEFORE THE EGM 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 5 November 2024 until the day of the EGM on Wednesday, 27 November 2024. Members/proxies/corporate representatives /attorneys are required to pre-register their attendance for the EGM to ascertain their eligibility to participate in the EGM using the RPV.• Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) MIKROMB EGM 2024”

		<ul style="list-style-type: none"> • 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 EGM remotely).</i>
ON THE DAY OF THE EGM		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the EGM at any time from 9.30 a.m. i.e. one (1) hour before the commencement of the EGM on Wednesday, 27 November 2024 at 10.30 a.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> • Select the corporate event: “(LIVE STREAM MEETING) MIKROMB EGM 2024” to engage in the proceedings of the EGM 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 EGM. 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 10.30 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 EGM 2024” 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 EGM.

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 EGM via RPV.
- In view that the EGM 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 EGM as proxy and indicate the voting instructions in the Proxy Form.
- If you wish to personally participate in the EGM yourself, please do not submit any Proxy Form. You will not be allowed to participate in the EGM 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 EGM 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 10.30 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 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.

(ii) By electronic form

All shareholders can have the option to submit proxy forms electronically via <https://tjih.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. <u>Steps for individual members</u>	
Register as a user with TIIH Online	<ul style="list-style-type: none"> • Using your computer, access to website at https://tjih.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 EGM 2024 – 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. • 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. <u>Steps for corporate or institutional members</u>	
Register as a user with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tjih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects the "Sign Up" button and followed by "Create

	<p>Account by Representative of Corporate Holder”.</p> <ul style="list-style-type: none"> • 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 EGM 2024 – 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 EGM will be conducted by poll in accordance with Paragraph 8.29A of the Listing Requirements. 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 **10.30 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 EGM, 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 EGM 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 at 10.30 a.m.** The Board will endeavor to answer the questions received at the EGM.

DOOR GIFT/FOOD VOUCHER

- There will be no distribution of door gifts or food vouchers for attending the EGM.
- 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