MIKRO MSC BERHAD

Registration No. 200601018418 (738171 M)
Incorporated in Malaysia

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD 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 11.00A.M.

BOARD OF DIRECTORS	:	Datuk Aznam Bin Mansor	*(Datuk Chairman)*
		Mr Yim Yuen Wah	*Managing Director*
		Encik Syed Mohd Hafiz Bin Syed Mohd	*CEO*
		Ms Goh Yoke Chee	
		Ms Yang Shing Sing	*Via tele-conference*
		Encik Nor Azlan Bin Zainal	*Via tele-conference*
		Encik Wan Adli Ridzwan Bin Wan Hassan	*Via tele-conference*
		Prof. Wang Hong	*Via tele-conference*
		Encik Sindi, Mohammed Nabil M	*Via tele-conference*
IN ATTENDANCE	:	Ms Cindy Lim	*(CoSec)*
		Mr. Edward Yoon	*(CFO)*
BY INVITATION	:	Mr. Yap Chin Fatt	*(KAF Investment Bank Berhad)*
	:	Mr. Daniel Tan	*(Wyncorp Advisory Sdn Bhd)*
SHAREHOLDERS	:	As per attendance list	

1. CHAIRMAN

The Chairman, Datuk Aznam Bin Mansor ("Datuk Chairman") welcomed the members and proxyholders to the Extraordinary General Meeting of the Company.

2. QUORUM

Upon confirmation of the requisite quorum being present by the Company Secretary, the Chairman declared the meeting duly convened.

3. NOTICE

The Notice of the Meeting dated 5 November 2024 having been duly distributed to all the members within the requisite statutory period and there being no objection from the floor, was taken as read.

Datuk Chairman declared the EGM duly convened at 11.00a.m., immediately after conclusion of 17th AGM.

Datuk Chairman proceeded to brief the Meeting on the procedure to be followed in tabling and approving resolution at the Meeting.

The audio visual slides from TIIH guiding participants on how to vote online was played: The voting session is opened and shall remain open until Datuk Chairman announced on the closure of writing session towards that end of meeting.

4. BUSINESS OF MEETING

4.1 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;"

4.2 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."

5. QUESTIONS AND ANSWERS ("Q&A")

Datuk Chairman proceeded with the Q&A session.

There was no question received Dato' Chairman adjourned the meeting for 25 minutes for poll voting and votes verification.

6. POLL RESULTS

Upon receipt of the results from the independent scrutineers, Asia Securities Sdn Berhad, the Chairman resumed the meeting and declared the Ordinary Resolution CARRIED as detailed below :-

No.	RESOLUTION	VOTE FOR		VOTE AGAINST		RESULTS
		No. of Shares	%	No. of Shares	%	
1.	Proposed Acquisition	773,620,901	99.9924	58,766	0.0076	CARRIED
2.	Proposed Diversification	773,620,833	99.9924	58,834	0.0076	CARRIED

7. TERMINATION

There being no other business, the Chairman declared the Meeting duly concluded at 11.30 a.m. with a vote of thanks to the Chair.

CONFIRMED TRUE RECORD

- SIGNED-

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DATUK AZNAM BIN MANSOR
CHAIRMAN