



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 at Kota Permai Golf Country Club, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on Monday, 4 September 2023 at 10.30 a.m., 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 1,050,000 ORDINARY SHARES IN BIO ENECO SDN BHD (“BESB”), REPRESENTING 15.0% OF THE ISSUED SHARE CAPITAL OF BESB, AT THE PURCHASE CONSIDERATION OF RM52,500,000 TO BE SATISFIED VIA THE ISSUANCE OF 328,125,000 NEW ORDINARY SHARES IN MIKRO (“CONSIDERATION SHARES”) AT AN ISSUE PRICE OF RM0.16 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 1,050,000 ordinary shares in BESB, representing 15.0% of the issued share capital of BESB, at the purchase consideration of RM52,500,000 to be satisfied via the issuance of 328,125,000 Consideration Shares at an issue price of RM0.16 per Consideration Share, subject to and upon the terms and conditions as set out in the conditional share sale agreement dated 7 July 2023 entered into between Mikro and Yeo Hock Cheong (“**Mr. Yeo**”) in relation to the Proposed Acquisition.

THAT the Board be and is hereby authorised to issue the 328,125,000 Consideration Shares to Mr. Yeo 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;

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;

AND THAT pursuant to Section 85(1) of the Companies Act 2016 and Article 3 of the constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company on the Consideration Shares to be first offered which rank equally with the existing issued Mikro Shares, pursuant to the Proposed Acquisition.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF MIKRO AND ITS SUBSIDIARIES (“GROUP”) INTO THE BUSINESS OF MANUFACTURING AND TRADING OF BIOMASS FUEL PRODUCTS (“BIOMASS FUEL BUSINESS”) (“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 Biomass Fuel Business, as more particularly set out in Section 2.2 of the circular to the shareholders dated 18 August 2023 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
18 August 2023

Notes:-

1. 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 28 August 2023. Only a depositor whose name appears on the Record of Depositors as at 28 August 2023 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.
2. 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.
3. (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.
4. 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.
5. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited with the share registrar of the Company situated at Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) By electronic means
The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.



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FORM OF PROXY

(Before completing this form please refer to the notes below)

(1)

I/We.....I/C No./Co. No.....
(Full name in block letters)

of
(Full address)

being a member/members of MIKRO MSC BERHAD hereby appoint the following person(s):-

<u>Name of proxy, NRIC No. & Address</u>	<u>No. of shares to be represented by proxy</u>
1.
.....
2.
.....

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Kota Permai Golf Country Club, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on Monday, 4 September 2023 at 10.30 a.m. My/our proxy/proxies is/are to vote as indicated below:-

		<i>FIRST PROXY</i>		<i>SECOND PROXY</i>	
		<i>FOR</i>	<i>AGAINST</i>	<i>FOR</i>	<i>AGAINST</i>
Ordinary Resolution 1	Proposed Acquisition				
Ordinary Resolution 2	Proposed Diversification				

(Please indicate with a “√” or “X” in the space provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.)

Dated this.....day of.....2023

.....
Signature/Common Seal

Notes:-

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- 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.
- 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.
 - 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 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 appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting or adjourned Extraordinary General Meeting at which the person named in the appointment proposes to vote:
 - In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited with the share registrar of the Company situated at Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
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Fold this flap for sealing

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AFFIX
STAMP

MIKRO MSC BERHAD
(Registration No. 200601018418 (738171-M))
c/o Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A
Vertical Business Suites
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

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