



## MACPIE BERHAD

(Registration No. 200501002315 (679361-D))  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Macpie Berhad ("**Macpie**" or the "**Company**") ("**EGM**") will be conducted entirely through live streaming from the Broadcast Venue at 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Friday, 5 February 2021 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

#### **ORDINARY RESOLUTION NO.1**

**PROPOSED PRIVATE PLACEMENT OF UP TO 129,614,800 NEW ORDINARY SHARES IN MACPIE ("MACPIE SHARES" OR "SHARES") ("PLACEMENT SHARES"), REPRESENTING UP TO APPROXIMATELY 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF MACPIE, TO INDEPENDENT THIRD PARTY INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")**

**"THAT** subject to the approval of all the relevant authorities and/or parties, approval be and is hereby given to the Board of Directors of the Company ("**Directors**") ("**Board**") to allot and issue up to 129,614,800 Placement Shares by way of private placement to independent third party investor(s) to be identified later in one (1) or more tranches at an issue price for each tranche to be determined at a later date by the Board ("**Price-Fixing Date**") upon such terms and conditions as disclosed in the circular to the shareholders of the Company ("**Shareholders**") dated 21 January 2021 ("**Circular**");

**THAT** the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the 5-market day volume weighted average market price of Macpie Shares up to and including the last trading day immediately prior to the Price-Fixing Date;

**THAT** the Directors be and are hereby authorised to use the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the use of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (*where required*) to the approval of the relevant authorities and in the best interest of the Company;

**THAT** such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

**AND THAT** the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement."

#### **ORDINARY RESOLUTION NO.2**

**PROPOSED SHARE SPLIT INVOLVING A SUBDIVISION OF EVERY 1 EXISTING MACPIE SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER INTO 2 SHARES ("SUBDIVIDED SHARES") ("PROPOSED SHARE SPLIT")**

**"THAT** subject to the approval of all the relevant authorities and/or parties, approval be and is hereby given to the Board to subdivide every 1 existing Macpie Share held by the Shareholders, 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 ("**Books Closure Date for Share Split**") into 2 Subdivided Shares;

**THAT** the Subdivided Shares shall rank equally in all respects with each other;

**AND THAT** the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Share Split and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Share Split."

#### **ORDINARY RESOLUTION NO.3**

**PROPOSED BONUS ISSUE OF UP TO 561,664,282 FREE WARRANTS IN MACPIE ("WARRANTS B") ON THE BASIS OF 1 WARRANT B FOR EVERY 2 SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")**

**"THAT** subject to the approval of all the relevant authorities and/or parties, approval be and is hereby given to the Board to allot and issue up to 561,664,282 free Warrants B in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants B ("**Deed Poll B**") by way of a bonus issue to all entitled Shareholders, 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 ("**Entitlement Date for Bonus Warrants**") on the basis of 1 free Warrant B for every 2 Shares held on the Entitlement Date for Bonus Warrants;

**THAT** the Board be and is hereby authorised to enter into and execute the Deed Poll B constituting the Warrants B and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll B (*including, without limitation, the affixing of the company seal, where necessary*);

**THAT** the Board be and is hereby authorised to allot and issue such appropriate number of additional Warrants B as may be required or permitted to be issued as a consequence of any adjustments under the provisions in the Deed Poll B ("**Additional Warrants B**") and to adjust from time to time the exercise price of the Warrants B and Additional Warrants B (*if any*) as a consequence of any adjustments under the provisions in the Deed Poll B and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant authorities or parties (*where required*);

**THAT** the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the exercise price of the Warrants B at a later date and that the Board be and is hereby authorised to allot and issue the new Shares arising from the exercise of the Warrants B by the holders of the Warrants B in accordance with the Deed Poll B, including such appropriate number of new Shares arising from the exercise of subscription rights represented by the Additional Warrants B;

**THAT** the Warrants B, Additional Warrants B (*if any*) as well as the new Shares to be issued arising from the exercise of the Warrants B and Additional Warrants B (*if any*) shall be listed on the ACE Market of Bursa Securities;

**THAT** the new Shares to be issued arising from the exercise of the Warrants B and Additional Warrants B (*if any*) shall, upon allotment, issuance and full payment of the exercise price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares;

**THAT** the Board be and is hereby authorised to disregard and/or deal with any fractional entitlements arising from the Proposed Bonus Issue of Warrants in respect of the Warrants B, if any, in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

**THAT** the proceeds arising from the exercise of the Warrants B, if any, be used for the purposes set out in the Circular in relation to the Proposed Bonus Issue of Warrants, and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

**AND THAT** the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Bonus Issue of Warrants and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Bonus Issue of Warrants."

By Order of the Board  
**MACPIE BERHAD**

**CHEN WEE SAM (LS 0009709) (SSM PC No. 202008002583)**

Company Secretary

Kuala Lumpur

21 January 2021

*Notes:-*

- (1) In view of the Covid-19 pandemic and as part of the Company's safety measures to curb the spread of Covid-19, the EGM will be held on a fully virtual basis through live streaming and online remote voting by using the Remote Participation and Voting ("RPV") facilities.
- (2) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman to be present at the main venue of the EGM.  
**No members/ proxies/ corporate representatives/ attorneys from the public shall be physically present at the Broadcast Venue on the day of the EGM.**
- (3) A member of the Company entitled to attend and vote shall be entitled to appoint a maximum of two (2) proxies to attend, participate (including to pose questions to the Board of Directors of the Company) and vote in his/her/their stead. Where a member appoints two (2) proxies to attend, participate and vote at the same meeting, he/she/they shall specify the proportions of his/her/their shareholdings to be represented by each proxy.  
Please read and follow the procedures as set out in the Administrative Guide of the EGM which can be downloaded from Company's announcement on Bursa Malaysia Berhad's website at [www.bursamalaysia.com](http://www.bursamalaysia.com) or Company's website at <https://macpie.asia/> in order to register, participate and vote remotely via the RPV facilities.
- (4) For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 29 January 2021. Only a depositor whose name appears on the Record of Depositors as at 29 January 2021 shall be entitled to attend the said meeting or appoint proxies to attend, participate and/or vote on his/her/its behalf.
- (5) A proxy may but need not be a member of the Company.
- (6) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the registered office of the Company, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof at which the person named in the instrument proposes to vote, and in the case of a poll, not less than 24 hours before the time appointed for taking of the poll, and in default, the instrument of proxy shall not be treated as valid. The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted.
- (7) Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omni-bus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omni-bus Account it holds.
- (8) 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 but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- (9) The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
- (10) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll.



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## **EXTRAORDINARY GENERAL MEETING**

### **ADMINISTRATIVE GUIDE**

<b><u>Date</u></b>	<b><u>Time</u></b>	<b><u>Broadcast Venue</u></b>
5 February 2021	10.00 a.m.	18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor

### **MODE OF MEETING**

In view of the Covid-19 outbreak and as part of the Company's safety measures, the Extraordinary General Meeting ("**EGM**") as detailed above will be conducted entirely through live streaming from the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and revised on 14 May 2020, 9 June 2020, 13 October 2020 and 12 January 2021, respectively.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman to be present at the main venue of the EGM.

All shareholders of the Company, whether individual shareholders, corporate shareholders, proxy holders, authorised nominees or exempt authorised nominees who wish to attend the EGM will have to register to attend remotely by using the Remote Participation and Voting ("**RPV**") Platform, the details of which is set out below. Hence, **NO SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES/ATTORNEYS** will be allowed to be physically present at the Broadcast Venue on the day of the EGM.

### **RPV**

1. The EGM will be conducted entirely through live streaming and online remote voting. Should you wish to attend the EGM, you will be required to do so by registering yourself using the RPV Platform in accordance with the instructions set out under Paragraph 4 below.

With the RPV Platform, you may exercise your rights as a Shareholder to participate (including to pose questions to the Board of Directors ("**Board**") and vote at the EGM.

2. If a shareholder is unable to attend the EGM, he/she/it is encouraged to appoint the Chairman of the EGM as his/her/its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
3. For proxies or corporate representatives/authorised nominees/exempt authorised nominees who wishes to use the RPV Platform at the EGM, please ensure the duly executed proxy forms or the original certificate of appointment of its corporate representative are submitted to ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur not later than 3 February 2021 at 10.00 a.m.

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4. The procedures for the RPV in respect of the live streaming and remote voting at the EGM are as follows:

Procedures		Action
<b>Before EGM</b>		
1.	Register as participant in Virtual EGM	<ul style="list-style-type: none"><li>Using your computer, access the registration website at <a href="https://rebrand.ly/MacpieEGM">https://rebrand.ly/MacpieEGM</a></li><li>Click on the <b>Register</b> link to register for the EGM session.</li><li>Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.</li><li>The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.</li></ul>
2.	Submit your online registration	<ul style="list-style-type: none"><li>Shareholders who wish to participate and vote remotely at the EGM via RPV facilities are required to register prior to the EGM. The registration will be open from 5.00 p.m. on 21 January 2021 and the registration will close at 10.00 a.m. on 4 February 2021.</li><li>Clicking on the link mentioned in item 1 will redirect you to the EGM event page. Click on the <b>Register</b> link for the online registration form.</li><li>Complete your particulars in the registration page. Your name <b>MUST</b> match with your CDS account name (not applicable for proxy).</li><li>Insert your CDS account number(s) and indicate the number of shares you hold.</li><li>Read and agree to the Terms &amp; Conditions and confirm the Declarations.</li><li>Please ensure all information given is accurate before you click <b>Submit</b> to register your remote participation. Failure to do so will result in your registration being rejected.</li><li>System will send an email to notify that your registration for remote participation is received and will be verified.</li><li>After verification of your registration against the General Meeting Record of Depositors of the Company as at <b>29 January 2021</b>, the system will send you an email to notify you if your registration is approved or rejected after 30 January 2021.</li><li>If your registration is rejected, you can contact the Company's Poll Administrator or the Company for clarifications or to appeal.</li></ul>
<b>On the day of EGM</b>		
3.	Attending Virtual EGM	<ul style="list-style-type: none"><li>Two reminder emails will be sent to your inbox. First is one day before the EGM day, while the 2<sup>nd</sup> will be sent 1 hour before the EGM session.</li><li>Click <b>Join Event</b> in the reminder email to participate the RPV.</li></ul>
4.	Participate with live video	<ul style="list-style-type: none"><li>You will be given a short brief about the system.</li><li>Your microphone is muted throughout the whole session.</li><li>If you have any questions for the Chairman/Board, you may use the <b>Q&amp;A panel</b> to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions received throughout the session which are not answered during the EGM due to time constraints will be replied later to your registered email.</li><li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li></ul>

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5.	Online Remote Voting	<ul style="list-style-type: none"><li>• The Chairman will announce the commencement of the Voting session and the duration allowed at the EGM.</li><li>• The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame.</li><li>• Click on the <b>Submit</b> button when you have completed.</li><li>• Votes cannot be changed once it is submitted.</li></ul>
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the EGM, the live session will end.

### **REVOCATION OF PROXY**

Please note that if a Shareholder has submitted his/her/its Form of Proxy prior to the EGM and subsequently decides to personally attend and participate in the EGM via RPV Platform, the Shareholder must contact ShareWorks Sdn Bhd to revoke the appointment of his/her/its proxy no later than 10.00 a.m. on 4 February 2021.

### **POLL VOTING**

The voting at the EGM will be conducted by poll in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"). The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Independent Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the EGM. The Independent Scrutineers appointed by the Company will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed or otherwise.

The results of the voting for all resolutions will be announced at the EGM and on Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com)

### **NO RECORDING OR PHOTOGRAPHY**

Strictly **NO** recording or photography of the proceedings of the EGM is allowed.

### **NO BREAKFAST/LUNCH PACKS, DOOR GIFTS OR FOOD VOUCHERS**

There will be no distribution of breakfast/lunch packs, door gifts or food vouchers.

### **ENQUIRY**

If you have any enquiry prior to the EGM, please contact the following officers during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

#### **For registration, logging in and system related:**

**Mlabs Research Sdn. Bhd.**

Name: Mr. Alvin Ng  
Telephone No: +6011 1303 3355  
Email: [enquiry@mlabs.com](mailto:enquiry@mlabs.com)

#### **For Proxy and other matters:**

**ShareWorks Sdn. Bhd.**

Name: Mr Kou / Mr Fong  
Telephone No: 03 6201 1120  
Email: [enquiry@shareworks.com.my](mailto:enquiry@shareworks.com.my)