

MPIRE GLOBAL BERHAD
[Registration No. 199501010609 (339810-A)]
(Incorporated in Malaysia)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF MPIRE GLOBAL BERHAD ON A VIRTUAL BASIS AT THE BROADCAST VENUE D-19-6 & D-19-7, MENARA SUEZCAP 1, KL GATEWAY, NO. 2 JALAN KERINCHI, GERBANG KERINCHI LESTARI, 59200 KUALA LUMPUR, WILAYAH PERSEKUTUAN THROUGH LIVE STREAMING AND ONLINE REMOTE VOTING USING REMOTE PARTICIPATION AND VOTING FACILITIES AT [HTTPS://MPIRE-EGM.DIGERATI.COM.MY](https://MPIRE-EGM.DIGERATI.COM.MY) (DOMAIN REGISTRATION NO. D1A119533) PROVIDED BY DIGERATI TECHNOLOGIES SDN BHD IN MALAYSIA ON THURSDAY, 27 FEBRUARY 2025 AT 10:00 A.M.

Directors' attendance

1. Dato' Goh Soo Wee (Executive Chairman) – Chairman
2. Mr Song Peng Wei (Executive Director)
3. Mr Teh Kok Liang (Non-Independent Non-Executive Director)
4. Dato' Sri Yeong Joo Hock (Non-Independent Non-Executive Director)
5. Mr Kong June Hon (Independent Non-Executive Director)
6. Dato' Chong Mun Phing (Independent Non-Executive Director)
7. Madam Cheong Yee Peng (Independent Non-Executive Director)

Company Secretary

1. Mr Tan Tong Lang

By Invitation

1. Ms Tham Choi Kuen (Group Financial Manager)
2. Mr Wong Chan Han (Representative of TA Securities Holdings Berhad)
3. Ms Chan Yoke Chin (Representative of TA Securities Holdings Berhad)
4. Mr Tio Shin Young (Representative of Messrs UHY Malaysia PLT)

Shareholders/ Proxies

As per the Attendance List

1.0 CONVENING OF MEETING

- 1.1 Dato' Goh Soo Wee ("Dato' Goh" or "Chairman") chaired the meeting and welcomed the shareholders and proxies ("Members") who participated in the meeting remotely from various locations through live streaming, to the Extraordinary General Meeting ("EGM" or "Meeting") of the Company.
- 1.2 There being a quorum present at EGM, the Chairman declared the meeting duly convened at 10:00 a.m.
- 1.3 The Chairman introduced the Directors, Company Secretary, the group finance manager of the Company, the Advisers and Auditors present, and explain how a resolution is determined including manner of asking questions, and poll voting, which would be conducted during the deliberations of all agendas in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). The Members were informed that Aldpro Corporate Services Sdn Bhd was appointed as the Poll Administrator to conduct the polling process, whilst CSC Securities Services Sdn. Bhd. was appointed as the Independent Scrutineers to verify the poll results.
- 1.4 With the consent of the Members, the notice convening the EGM was taken as read. The Chairman then proceeded to the official business of the EGM.

2.0 ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 748,726,495 NEW ORDINARY SHARES IN MPIRE (“SHARES”) (“RIGHTS SHARES”) ON THE BASIS OF 5 RIGHTS SHARES FOR EVERY 1 SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER, AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE, TOGETHER WITH UP TO 299,490,598 FREE DETACHABLE WARRANTS (“WARRANTS C”) ON THE BASIS OF 2 WARRANTS C FOR EVERY 5 RIGHTS SHARES SUBSCRIBED FOR (“PROPOSED RIGHTS ISSUE”)

- 2.1 The Chairman informed that the only agenda was to approve the Proposed renounceable rights issue of up to 748,726,495 new ordinary shares in Mpire (“shares”) (“rights shares”) on the basis of 5 rights shares for every 1 share held on an entitlement date to be determined later, at an issue price of RM0.10 per rights share, together with up to 299,490,598 free detachable warrants (“Warrants C”) on the basis of 2 Warrants C for every 5 rights shares subscribed for (“Proposed Rights Issue”). The details of the Proposed Rights Issue were stated in the Circular to Members dated 12 February 2025.
- 2.2 The Chairman informed the Members that the Board of Directors would be pleased to address any questions related to this agenda. Members were invited to submit their questions, which would be addressed during the Question and Answer Session (“Q&A Session”). The Chairman then requested for a 5 to 10 minutes break for preparation of the responses to the questions raised by the Members.

3.0 QUESTION & ANSWER SESSION

The Chairman proceeded with the Q&A session of the EGM and the following were the key matters discussed at the EGM:-

Question 1:

Please update the company status as the share price continued dropping?

The Chairman stated that the company’s share price performance may not necessarily relate to the financial performance of the company. Based on the published financial results as at 30 September 2024, the Group recorded a revenue of RM26.37 million and a profit after tax of RM0.29 million, marking a significant improvement compared to a net loss of RM2.78 million in the corresponding period of 30 September 2023.

The Group’s strategy of diversifying into new business segments of fleet management and financing services has reaped benefits as these new segments contributed total RM2.83 million in revenue and RM0.36 million in profit after tax as at 30 September 2024. Moving forward, the Company will continue expanding these new business segments alongside its existing property business, whilst reducing its reliance on the furniture manufacturing and trading segments.

Question 2:

Will The Board consider giving door gift such e-voucher or e-wallets for those participating in this EGM as a token of appreciation?

The Chairman responded that for this particular EGM, the Company has decided not to provide e-vouchers, e-wallet credits, or any gifts. However, the Company may consider this for future meetings.

Question 3:

If your financial status are good, why do we need the right issues for today’s approval?

The Chairman responded that the Company had received approval for its diversification into fleet management and financing services. The primary purpose of the Proposed Rights Issue is to raise funds for these two new business segments, which have promising growth potential in the current market and outlook.

- 3.1 As there were no further questions raised by the Members, the Chairman then invited the Poll Administrator and the Scrutineer to do the necessary to ensure full compliance of the voting procedures. The polling process took place at 10:21 a.m.

4.0 DECLARATION OF RESULTS

- 4.1 Upon completion of the polling process at 10:24 a.m., the Chairman announced the results of the poll voting and declared that all the following resolutions set out in the Notice of EGM dated 12 February 2025 were carried, :-

	Vote in favour		Vote against		Results
	No. of shares	%	No. of shares	%	
Ordinary Resolution	55,223,587	99.9996	200	0.0004	Carried

“Ordinary Resolution

*“THAT subject to the approvals of all relevant authorities and/or parties being obtained, where required, approval be and is hereby given to the Board of Directors of the Company (**“Board”**) to undertake the Proposed Rights Issue as follows:*

- (i) *to provisionally allot and issue by way of a renounceable rights issue of up to 748,726,495 Rights Shares on the basis of 5 Rights Shares for every 1 Share held on an entitlement date to be determined later (**“Entitlement Date”**), at an issue price of RM0.10 per Rights Share, together with up to 299,490,598 Warrants C on the basis of 2 Warrants C for every 5 Rights Shares subscribed for, to the shareholders of Mpire whose names appear in the Record of Depositors of the Company at the close of business on the Entitlement Date (**“Entitled Shareholders”**) and/or their renounee(s)/ transferee(s) (if applicable) to raise a minimum gross proceeds of RM13.00 million;*
- (ii) *to enter into and execute a deed poll constituting the Warrants C (**“Deed Poll C”**) 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 C (including without limitation, the affixing of the Company’s common seal, where necessary);*
- (iii) *to allot and issue such number of new Shares credited as fully paid-up to the holders of the Warrants C upon their exercise of the Warrants C to subscribe for new Shares during the tenure of the Warrants C; and*
- (iv) *to utilise the proceeds to be raised from the Proposed Rights Issue in the manners as set out in the circular to shareholders of the Company dated 12 February 2025 (**“Circular”**) and the Board be and is hereby authorised to vary the manner and/or purpose of utilisation of such proceeds as it may deem fit and in the best interest of the Company, subject to the approval of the relevant authorities and/or parties (where required);*

THAT *the shareholders’ fractional entitlements to the Rights Shares with Warrants C, if any, will be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;*

***THAT** any Rights Shares with Warrants C which are not validly taken up shall be made available for excess applications by the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable). It is the intention of the Board to reduce the incidence of odd lots and to allocate any excess Rights Shares with Warrants C in a fair and equitable manner on a basis to be determined by the Board and announced thereupon by the Company;*

***THAT** the Warrants C shall be allotted and issued in the registered form on the basis that, subject to any adjustments to the subscription rights attached to the Warrants C under the provisions of the Deed Poll C, each Warrant C entitles its holder to subscribe for 1 new Share at an exercise price of RM0.15 each and on such terms and conditions and in such manner as the Board may determine, during its prescribed exercise period;*

***THAT** the Rights Shares, Warrants C and the new Shares to be issued pursuant to the exercise of the Warrants C shall be listed on the Main Market of Bursa Malaysia Securities Berhad;*

***THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue as the Board may deem fit, necessary and/or expedient and in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue in order to implement and give full effect to the Proposed Rights Issue;*

***THAT** the Rights Shares and new Shares to be issued arising from the exercise of the Warrants C shall, upon allotment and issuance, rank equally in all respects with the existing issued Shares, save and except that the Rights Shares and new Shares to be issued arising from the exercise of the Warrants C shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares and new Shares to be issued arising from the exercise of the Warrants C;*

***AND THAT** this resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until the Rights Shares with Warrants C to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue.”*

5.0 CLOSURE

- 5.1 There being no other business, the EGM was closed at 10:30 a.m. with a vote of thanks to the Chairman.

**Confirmed as a correct record of
the proceedings held thereat**

-signed-

DATO' GOH SOO WEE
Chairman