



# MULTI-CODE ELECTRONICS INDUSTRIES (M) BERHAD

(Company No. 193094-K)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Multi-Code Electronics Industries (M) Berhad ("MCE" or the "Company") will be held at Hop Sing II Hall, Ponderosa Golf & Country Club, 10-C, Jalan Bumi Hijau Tiga, Taman Molek, 81100 Johor Bahru, Johor Darul Takzim on Wednesday, 12 March 2014 at 10.30 a.m., or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modification: -

### ORDINARY RESOLUTION 1

**THE PROPOSED ACQUISITION BY VANTAGE REALM SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF MCE ("VANTAGE"), OF ONE (1) PARCEL OF FREEHOLD COMMERCIAL LAND MEASURING APPROXIMATELY 3.277 ACRES, SITUATED ON PART OF HS(D)264382, PT 26533, MUKIM BUKIT RAJA, DAERAH PETALING, NEGERI SELANGOR DARUL EHSAN ("PROPERTY") FROM BANDAR SETIA ALAM SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF SP SETIA BERHAD ("BSASB") FOR A CASH CONSIDERATION OF RM28,556,000 ("PROPOSED LAND ACQUISITION")**

**"THAT**, subject to the passing of Ordinary Resolution 2 below and the approvals being obtained from the relevant parties (where required), approval and authority be and is hereby given for Vantage to acquire the Property upon the terms and conditions as stated in the conditional sale and purchase agreement dated 18 November 2013 entered into between Vantage and BSASB (including any amendment and / or extension thereof as mutually agreed),

**AND THAT** the Board of Directors of the Company ("Board" or "Directors") and Vantage be and are hereby authorised to take such steps, execute such documents and enter into any arrangements, agreements and / or undertakings with any party or parties as they may deem fit, necessary, expedient and / or appropriate in order to implement, finalise and / or give effect to the Proposed Land Acquisition with full powers to assent to any terms, conditions, modifications, variations and / or amendments or as a consequence of any such requirement or as may be deemed necessary and / or expedient in the best interests of the Company and Vantage."

### ORDINARY RESOLUTION 2

**PROPOSED DIVERSIFICATION OF MCE AND ITS SUBSIDIARIES' ("MCE GROUP" OR THE "GROUP") BUSINESS INTO PROVISION OF HEALTHCARE SERVICES ("PROPOSED DIVERSIFICATION")**

**"THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals being obtained from the relevant parties (where required), approval be and is hereby given to the Group to diversify its business into provision of healthcare services,

**AND THAT**, the Directors be and are hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to execute all such documents as may be required to implement, finalise and give full effect to the Proposed Diversification."

### SPECIAL RESOLUTION 1

**PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF MCE ("M&A") ("PROPOSED M&A AMENDMENTS")**

**"THAT** approval be and is hereby given to the Company to amend its M&A by deleting the existing clauses 3(1) and 3(2) in its entirety and replacing them with new clauses 3(1) and 3(2) as set out hereunder;

Clause	Existing Clause	New Clause
3(1)	To carry on the business of manufacturers, importers, exporters, wholesalers and retailers in remote control auto alarm, central locks, power windows, reverse sensor, switches, stop lamp and all other kinds auto accessories for motor vehicles.	To carry on the business of manufacturers, importers, exporters, wholesalers, fabricators, assemblers, retailers, dealers and distributors of all kinds of automotive parts, accessories, components, including but not limited to, anti-theft and keyless entry systems, sensors, power windows, regulator systems, functional switches, motor driven actuators, ignition key set systems, lightings and all kinds of auto accessories, electrical fittings and appliances of every description and equipment of all kinds which can be in the opinion of the Board of Directors, be advantageously or conveniently be carried out by the Company by way of extension of or in connection with or as ancillary to any such business as aforesaid, or is calculated directly or indirectly to increase the value of or turn to account any of the Company's assets, property or rights.
3(2)	To carry on the business of manufacturers, importers, exporters, wholesalers, and retailers of electrical fittings and appliances of every description and equipment of all kinds.	To carry on the business of an investment holding company and for that purpose to invest the capital, land and other monies of the Company for the purpose of acquiring and holding for investment shares, stocks, debentures, debentures stocks, bonds, notes, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate of persons constituted or carrying on business in Malaysia or elsewhere or by any Government, sovereign ruler, commissions, public body or authority supreme, Municipal, local or otherwise and to acquire any such shares, stocks, debentures, debentures stocks, bonds, obligations or securities by original subscription, tender, purchase, transfer, exchange or otherwise and to exercise all rights and powers conferred by or incidental to the ownership thereof and in particular to sell, transfer, exchange or otherwise dispose of the same.

By Order of the Board  
**MULTI-CODE ELECTRONICS INDUSTRIES (M) BERHAD**

**LEE WEE HEE (MAICSA 0773340)**  
**POW JULIET (MAICSA 7020821)**

Company Secretaries  
Johor Bahru, Johor Darul Takzim

12 February 2014

#### Notes:-

- A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Notwithstanding this, a member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint any person as his proxy to attend and vote instead of him at the Extraordinary General Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Extraordinary General Meeting shall have the same rights as the member to speak at the Extraordinary General Meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under The Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
- To be valid, the form of proxy must be deposited at the Registered Office of the Company at Suite 5.11 & 5.12, 5th Floor, Menara TJB, No. 9, Jalan Syed Mohd. Mufti, 80000 Johor Bahru, Johor Darul Takzim at least forty-eight (48) hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 6 March 2014, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.