

MULTI-CODE ELECTRONICS INDUSTRIES (M) BERHAD

(Company No. 193094-K)

(Incorporated in Malaysia)

NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 24th Annual General Meeting of Multi-Code Electronics Industries (M) Berhad will be held at the Hop Sing II Hall, Ponderosa Golf & Country Club, 10-C, Jalan Bumi Hijau Tiga, Taman Molek, 81100 Johor Bahru, Johor on Thursday, the 8th day of January, 2015 at 10.30 am for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1.	To receive the Audited Financial Statements for the year ended 31 July 2014 together with the Reports of the Directors and Auditors thereon.	<i>Ordinary Resolution 1</i>
2.	To re-elect the following Directors retiring by rotation pursuant to Article 76 of the Company's Articles of Association:- i) Dr Goh Kar Chun ii) En Shamsudin @ Samad Bin Kassim	<i>Ordinary Resolution 2</i> <i>Ordinary Resolution 3</i>
3.	To re-appoint Messrs Ernst & Young as Auditors of the Company for the year ending 31 July 2015 and to authorise the Directors to fix their remuneration.	<i>Ordinary Resolution 4</i>

AS SPECIAL BUSINESS

4.	To consider and if thought fit, to pass the following resolutions :- <i>ORDINARY RESOLUTION</i> To approve the payment of Directors' Fees of RM254,000 for the year ended 31 July 2014.	<i>Ordinary Resolution 5</i>
5.	<i>ORDINARY RESOLUTION</i> PROPOSED RETENTION OF INDEPENDENT DIRECTOR "THAT Mr. Chai Lai Koon be retained and remain as an Independent Director of the Company in accordance with the Malaysian Code of Corporate Governance 2012."	<i>Ordinary Resolution 6</i>
6.	To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and/or the Companies Act, 1965.	

BY ORDER OF THE BOARD

LEE WEE HEE (MAICSA 0773340)

POW JULIET (MAICSA 7020821)

Secretaries

Date : 17 December 2014

NOTES :

- i. A member entitled to attend and vote at the 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 Meeting is entitled to appoint any person as his proxy to attend and vote instead of him at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- ii. 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.

- iii. 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.
- iv. The instrument appointing a proxy shall be in writing under the hand of the 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.
- v. To be valid, the form of proxy must be deposited at the Registered Office of the Company situated at Suite 5.11 & 5.12, 5th Floor, Menara TJB, No. 9, Jalan Syed Mohd. Mufti, 80000 Johor Bahru, Johor not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- vi. In respect of deposited securities, only members whose names appear on the Record of Depositors on 31 December 2014, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Statement Regarding Effect Of Resolutions Under Special Business

- vii. **Directors' Fees**
The Proposed Ordinary Resolution 5, if passed, will authorise the payment of Directors' fees pursuant to Article 84 of the Articles of Association.
- viii. **Proposed Retention of Independent Director**
The proposed Ordinary Resolution 6, if passed, will allow Mr. Chai Lai Koon to be retained and continue acting as an Independent Director to fulfil the requirements of Paragraph 3.04 of Bursa Malaysia's Main Market Listing Requirements and in line with the recommendation No 3.2 of the Malaysian Code of Corporate Governance 2012. The full details of the Board's justification and recommendations for the retention of Mr. Chai Lai Koon as an Independent Director is set out in Section A of the Board's Corporate Governance Statement in the 2014 Annual Report on Page 11.