



MULTI-CODE ELECTRONICS INDUSTRIES (M) BERHAD (193094-K)

## NOTICE OF 25<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 25th 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 Wednesday, the 20th day of January, 2016 at 10.30 am for the following purposes:

### AGENDA

#### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the year ended 31 July 2015 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
- To re-elect Mr Loo Shen Chang the Director retiring pursuant to Article 82 of the Company's Articles of Association **Ordinary Resolution 2**
- To re-elect Directors retiring by rotation pursuant to Article 76 of the Company's Articles of Association:-
  - Mr Tai Lam Shin **Ordinary Resolution 3**
  - Mr Chai Lai Koon  
(Mr Chai has notified that he does not wish to seek re-election as a Director and accordingly will retire as a Director upon the conclusion of the AGM)
- To re-appoint Messrs Ernst & Young as Auditors of the Company for the year ending 31 July 2016 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution :-

##### ORDINARY RESOLUTION

- To approve the payment of Directors' Fees of RM254,000 for the year ended 31 July 2015. **Ordinary Resolution 5**
- 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 : 29 December 2015

#### NOTES :

- 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.
- 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 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.
- 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 48 hours before the time for holding the meeting or any adjournment thereof or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 13 January 2016, 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

- 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.