



## MULTI-CODE ELECTRONICS INDUSTRIES (M) BERHAD

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

### NOTICE OF COURT CONVENED MEETING IN THE HIGH COURT OF MALAYA AT JOHOR ORIGINATING SUMMONS NO. 24NCVC-759-11/2015

In the matter of Multi-Code Electronics Industries (M) Berhad (Company No.:193094-K) ("**Applicant**")

And

In the matter of a Proposed Scheme of Arrangement between the Applicant and its members pursuant to Section 176 of the Companies Act, 1965

And

In the matter of Order 88 of the Rules of Court, 2012

**Multi-Code Electronics Industries (M) Berhad** (Company No.: 193094-K)

... **Applicant**

### NOTICE OF COURT CONVENED MEETING (For Shareholders of the Applicant)

**NOTICE IS HEREBY GIVEN** that by an Order of the High Court of Malaya ("**Court**") dated 26 January 2016 in respect of the above matter ("**Order**"), the High Court ordered a meeting to be convened for the shareholders of the abovenamed Applicant, Multi-Code Electronics Industries (M) Berhad ("**MCE**" or "**Company**"), for the purpose of considering and, if thought fit, approving a scheme of arrangement proposed to be made between MCE and its shareholders ("**Court Convened Meeting**") pursuant to Section 176(1) of the Companies Act, 1965 ("**Act**").

The following resolution is proposed to be voted upon and approved in the Court Convened Meeting for MCE's shareholders:

"**THAT** subject to the sanction of the Court, the approval of MCE's shareholders and approval of all relevant regulatory authorities, if any, being obtained, approval be and is hereby given for the implementation of the internal reorganisation by way of a members' scheme of arrangement under Section 176 of the Act between MCE with its shareholders ("**Proposed Scheme of Arrangement**"), details of which are set out in Section 2 of the Explanatory Statement/Circular to Shareholders dated 4 February 2016, which entails the following proposals:

- proposed exchange of the entire issued and paid-up ordinary shares of RM1.00 each in MCE ("**MCE Shares**") for ordinary shares of RM1.00 each in Newco ("**Newco Shares**") on the basis of one (1) new Newco Share for every one (1) MCE Share held ("**Proposed Share Exchange**"); and
- proposed assumption of the listing status of MCE by Newco and the admission of Newco to, and withdrawal of MCE from, the Official List of Bursa Malaysia Securities Berhad ("**Bursa Securities**") with the listing and quotation for the new Newco Shares on the Main Market of Bursa Securities ("**Proposed Transfer of Listing**");

(collectively referred to as the "**Proposed Internal Reorganisation**")

**AND THAT** the board of directors of the Company be and is hereby authorised to complete and give effect to the Proposed Internal Reorganisation and to do all acts and things for and on behalf of the Company as the directors of the Company may consider necessary or expedient with full power to:

- execute any other agreements in relation to the Proposed Internal Reorganisation and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- assent to any condition, modification, variation and/or amendment as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the directors of the Company in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation,

**AND THAT** all previous actions taken by the directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation and are hereby adopted, approved and ratified."

The Court Convened Meeting for Shareholders 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 Friday, 26 February 2016 at 10.30 a.m. or at any adjournment thereof (as the case may be), at which place and time all the aforesaid shareholders are requested to attend.

A copy of the Explanatory Statement/Circular detailing the Proposed Scheme of Arrangement and containing the Form of Proxy required to be furnished pursuant to Section 177 of the Act is enclosed herewith ("**Document**"). Additional copies of the Document can be obtained from 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 on any day from the date of the Document up to the date of the Court Convened Meeting for Shareholders, from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (except public holidays). The resolution to be voted upon and approved in the Court Convened Meeting shall be decided by way of poll.

The Shareholders may vote in person at the Court Convened Meeting for Shareholders or they may appoint their proxy(ies) to attend and vote in their stead. A proxy may but need not be a member of the Company. A Form of Proxy for the Court Convened Meeting for Shareholders is enclosed in the Document.

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 no later than 24 hours before the time appointed for the taking of the poll for the Court Convened Meeting for Shareholders or any adjourned meeting thereof.

By the Order of the Court, the Court has appointed Lim Ming Kee (NRIC No.: 590128-01-5029) being a director of MCE or failing him, Dr. Goh Kar Chun (NRIC No.: 761027-10-5459), being a director of MCE, to act as the Chairman of the Court Convened Meeting and that the results of the Court Convened Meeting be reported to the Court after the Court Convened Meeting.

The Proposed Scheme of Arrangement will be subject to the subsequent sanction of the High Court.

Date: 4 February 2016

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50450 Kuala Lumpur

#### **Notes:-**

- A member entitled to attend and vote at the Court Convened 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 Court Convened Meeting is entitled to appoint any person as his proxy to attend and vote instead of him at the Court Convened Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Court Convened Meeting shall have the same rights as the member to speak at the Court Convened 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 not less than 24 hours before the time appointed for the taking of the poll for the Court Convened Meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 22 February 2016, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.