

MCE HOLDINGS BERHAD

(Company No. 1158341-K)

(Incorporated in Malaysia)

NOTICE OF 1ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 1st Annual General Meeting of MCE Holdings 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 Tuesday, the 20th day of December, 2016 at 9.30 am for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1.	To receive the Audited Financial Statements for the financial period ended 31 July 2016 together with the Reports of the Directors and Auditors thereon.	<i>(See Explanatory Note 1)</i>
2.	To re-elect Directors retiring pursuant to Article 82 of the Company's Articles of Association:- i) Mr Tai Lam Shin ii) Dr Goh Kar Chun iii) Mr Loo Shen Chang iv) Mr Lim Ming Kee <i>(Mr Lim 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)</i>	<i>Ordinary Resolution 1 Ordinary Resolution 2 Ordinary Resolution 3</i>
3.	To appoint Crowe Horwath as Auditors of the Company for the year ending 31 July 2017 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> PROPOSED DIRECTORS' FEE To approve the payment of Directors' Fees of RM265,538 for the financial period ended 31 July 2016.	<i>Ordinary Resolution 5</i>
5.	<i>ORDINARY RESOLUTION</i> PROPOSED RE-APPOINTMENT OF ENCIK SHAMSUDIN @ SAMAD BIN KASSIM "THAT pursuant to Section 129(6) of the Companies Act, 1965, Encik Shamsudin @ Samad bin Kassim who has attained the age of 70 years and retires pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the next annual general meeting of the Company."	<i>Ordinary Resolution 6</i>
6.	<i>ORDINARY RESOLUTION</i> PROPOSED RETENTION OF INDEPENDENT DIRECTOR "THAT Mr. Tai Lam Shin who has served as an Independent Non-Executive Director for a cumulative term of more than 9 years be retained and remain as an Independent Director of the Company."	<i>Ordinary Resolution 7</i>
7.	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 : 28 November 2016

NOTE :

1. This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 14 December 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

8. **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.
9. **Re-appointment of Director**
The proposed Ordinary Resolution 6, will result in the re-appointment of Encik Shamsudin @ Samad bin Kassim, a Director who has attained the age of 70 years to hold office until the next annual general meeting of the Company. Pursuant to Section 129(6) of the Companies Act, 1965, the resolution to re-appoint Encik Shamsudin @ Samad bin Kassim requires a majority of not less than three fourth of such members of the Company as being entitled so to do vote in person or by proxy
10. **Proposed Retention of Independent Director**
The proposed Ordinary Resolution 7, if passed, will allow Mr Tai Lam Shin to be retained and continue acting as an Independent Director to fulfill 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 Tai Lam Shin as an Independent Director is set out on Page 14 of the Board's Corporate Governance Statement in the 2016 Annual Report.