



Notice of 3rd Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 3rd Annual General Meeting of MCE Holdings Berhad will be held at the Hop Sing II Hall, Ponderosa Golf & Country Club, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor on Thursday, the 27th day of December, 2018 at 9.30 am for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 July 2018 together with the Reports of the Directors and Auditors thereon. **(See Explanatory Note 1)**
- To re-elect MR LOO SHEN CHANG, a Director retiring by rotation pursuant to Article 76 of the Company's Constitution. **Ordinary Resolution 1**
- To re-elect MS GOH ANNE, a Director retiring pursuant to Article 82 of the Company's Constitution. **Ordinary Resolution 2**
- To appoint Crowe Malaysia as Auditors of the Company for the financial year ending 31 July 2019 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 3**

AS SPECIAL BUSINESS

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

5. ORDINARY RESOLUTION PROPOSED DIRECTORS' FEE

"THAT the payment of Directors' Fees of RM263,500 for the financial year ending 31 July 2019 payable quarterly in arrears after each month of completed service of the Directors during the financial year be and is hereby approved."

**Ordinary Resolution 4
(See Explanatory Note 9)**

6. ORDINARY RESOLUTION PROPOSED DIRECTORS' BENEFIT

"THAT the payment of Directors' Benefit amounting to RM33,000 for the period commencing after the date of this Annual General Meeting to the date of the next Annual General Meeting be and is hereby approved."

**Ordinary Resolution 5
(See Explanatory Note 10)**

7. ORDINARY RESOLUTION PROPOSED RETENTION OF INDEPENDENT DIRECTORS

- "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 Independent Director of the Company.
- That ENCIK SHAMSUDIN @ SAMAD BIN KASSIM who has served as an Independent Non-Executive Director for a cumulative term of more than 9 years be retained and remain as Independent Director of the Company."

**Ordinary Resolution 6
(See Explanatory Note 11)**

**Ordinary Resolution 7
(See Explanatory Note 11)**

8. ORDINARY RESOLUTION AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10 percent of the total number of issued shares of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company."

**Ordinary Resolution 8
(See Explanatory Note 12)**

9. SPECIAL RESOLUTION PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix I accompanying the Company's Annual Report for the financial year ended 31 July 2018, be and is hereby adopted as the Constitution of the Company, AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

**Special Resolution 1
(See Explanatory Note 13)**

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and/or the Companies Act, 2016.

BY ORDER OF THE BOARD

LEE WEE HEE (MAICSA 0773340)
HEW JING SIAN (MAICSA 7065968)
Secretaries
Date : 28 November 2018

NOTE :

- This Agenda item is meant for discussion only and does not require a formal approval of the shareholders and hence, is not put forward for voting.
- Pursuant to Section 334 of the Companies Act, 2016, a member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- A member may appoint more than one (1) proxy to attend the meeting provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- 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. 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 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 20 December 2018, 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

- Proposed Directors' Fees**
The Proposed Ordinary Resolution 4, if passed, will authorise the payment of Directors' fees pursuant to Article 84 of the Constitution of the Company on a quarterly basis in arrears after each month of completed service of the Directors for the financial year ending 31 July 2019.
- Proposed Directors' Benefit**
The Proposed Ordinary Resolution 5, if passed, will authorise and approve of the payment of Directors' benefits comprised of allowances pursuant to the requirements of Section 230 of the Companies Act, 2016 for the period commencing after the date of this Annual General Meeting to the date of the next Annual General Meeting.
- Proposed Retention of Independent Directors**
The Proposed Ordinary Resolutions 6 and 7 in Agenda 7, if passed, will allow Mr Tai Lam Shin and Encik Shamsudin @ Samad Bin Kassim to be retained and continue acting as Independent Directors to fulfill the requirements of Paragraph 3.04 of Bursa Malaysia's Main Market Listing Requirements and in line with the recommendation No 4.2 of the Malaysian Code of Corporate Governance. The full details of the Board's justification and recommendations for the retention of Mr Tai Lam Shin and Encik Shamsudin @ Samad Bin Kassim as Independent Directors are set out on Page 15 of the Board's Corporate Governance Overview Statement in the 2018 Annual Report.
- Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**
The Proposed Ordinary Resolution 8 is to seek a new general mandate from the shareholder of the Company at the Third Annual General Meeting held on 27 December 2018.
The general mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company for any fund raising activities, including but not limited to the placing of shares, for working capital, funding future investments and/or funding of strategic development of the Group. The new general mandate is sought to avoid any delay arising from and cost in convening a general meeting to obtain approval of the shareholders for such issuance of shares, up to an amount not exceeding in total 10 percent of the issued and paid-up share capital of the Company, as the Directors consider appropriate in the best interest of the Company. The authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.
As at the date of this Notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.
- Proposed Adoption of the New Constitution of the Company**
The Special Resolution 1, if passed, will bring the Company's Constitution in line with the Companies Act, 2016 which came into force on 31 January 2017, the updated provisions of the Main Market Listing Requirements and the prevailing statutory and regulatory requirements, details of which are set out in Appendix I accompanying the Company's Annual Report 2018. Pursuant to Section 36 of the Companies Act, 2016, the proposed adoption of the new Constitution of the Company, if passed as a Special Resolution by a majority of not less than 75% of the members who are entitled to vote, and do vote in person or by proxy, shall take immediate effect and it shall bind the Company and the members accordingly.

Voting by Poll

Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, all resolutions set out in this notice is to be voted by poll.