



MCE HOLDINGS BERHAD
Registration No. 201501033021 (1158341-K)
(Incorporated in Malaysia)

NOTICE OF 4TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 4th 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 Friday, the 20th day of December, 2019 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 2019 together with the Reports of the Directors and Auditors thereon. (See Explanatory Note 1)
- To re-elect the following Directors who retire by rotation pursuant to Clause 133 of the Company's Constitution:
 - Mr. Tai Lam Shin ORDINARY RESOLUTION 1
 - En. Shamsudin @ Samad Bin Kassim ORDINARY RESOLUTION 2
- To re-elect Tan Sri Abd Rahman Bin Mamat, a Director retiring pursuant to Clause 118 of the Company's Constitution. ORDINARY RESOLUTION 3
- To appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 July 2020 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 resolutions :-

- ORDINARY RESOLUTION PROPOSED DIRECTORS' FEE**
"THAT the payment of Directors' Fees of RM349,083 for the financial year ending 31 July 2020 payable quarterly in arrears after each month of completed service of the Directors during the financial year be and is hereby approved." ORDINARY RESOLUTION 5 (See Explanatory Note 10)
- ORDINARY RESOLUTION PROPOSED DIRECTORS' BENEFIT**
"THAT the payment of Directors' Benefit amounting to RM42,000 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 6 (See Explanatory Note 11)
- ORDINARY RESOLUTION PROPOSED RETENTION OF INDEPENDENT DIRECTORS**
 - "THAT subject to the passing of Ordinary Resolution 1, 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." ORDINARY RESOLUTION 7 (See Explanatory Note 12)
 - THAT subject to the passing of Ordinary Resolution 2, En. 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 8 (See Explanatory Note 12)
- 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 9 (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 2019

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.
- A member of the Company entitled to attend and vote is 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 of the Company may appoint not more than two (2) proxies 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 proxy may but need not be a member and there shall be no restriction as to the qualification of the 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 shall be 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, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall 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 adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- Subject to the Constitution, shareholders may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument to the following e-mail address mcejb@multicode.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 13 December 2019, 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 5, if passed, will authorise the payment of Directors' fees pursuant to Clause 117 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 2020.
- Proposed Directors' Benefit**
The Proposed Ordinary Resolution 6, 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 7 and 8 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 Practice 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 Pages 17 and 18 of the Board's Corporate Governance Overview Statement in the 2019 Annual Report.
- Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**
The Proposed Ordinary Resolution 9 is to seek a renewal of the general mandate from the shareholders of the Company at the 4th Annual General Meeting held on 20 December 2019.
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 ten percent (10%) 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.
The Company has not issued any new share pursuant to the mandate which was granted at the last Annual General Meeting held on 27 December 2018.
At as 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.

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.