



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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM” or “Meeting”) of MCE Holdings Berhad (“MCE” or “Company”) will be held at Diamond 3, Level 10, Holiday Villa Johor Bahru City Centre, No. 260, Jalan Dato’ Sulaiman, Taman Abad, 80250 Johor Bahru, Johor on Friday, 28 June 2024 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modification, the following resolution:

### ORDINARY RESOLUTION

**PROPOSED DISPOSAL OF A PIECE OF FREEHOLD LAND HELD UNDER HS(D) 306627, PT 37252, MUKIM BUKIT RAJA, DAERAH PETALING, NEGERI SELANGOR, MEASURING APPROXIMATELY 13,263.38 SQUARE METRES IN AREA (“LAND”) BY VANTAGE REALM SDN BHD (“VANTAGE”), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF MCE, TO GRAND ASCENT SDN BHD (“GASB”) FOR A CASH CONSIDERATION OF RM43,686,345 (“PROPOSED DISPOSAL”)**

“**THAT**, contingent upon the fulfilment of all other conditions precedent under the conditional sale and purchase agreement in relation to the Proposed Disposal dated 26 February 2024 entered into between Vantage and GASB (“SPA”) and subject to the approval and consent from all relevant authorities and/or parties being obtained (where required), approval be and is hereby given to Vantage for the disposal of the Land, for a cash consideration of RM43,686,345, based on the terms and conditions of the conditional sale and purchase agreement in relation to the Proposed Disposal dated 26 February 2024 entered into between Vantage and GASB;

**THAT** the proceeds arising from the Proposed Disposal be utilised for the purposes set out in Section 2.11 of the circular to shareholders in relation to the Proposed Disposal and the Board of Directors of the Company (“Board”) be authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company;

**AND THAT** the Board be and is hereby authorised to take all steps, to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company all such documents and to enter into any deeds, agreements, arrangements, transfers and/or indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to and to complete the Proposed Disposal, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board to implement, finalise and give full effect to the Proposed Disposal.”

By Order of the Board  
**MCE HOLDINGS BERHAD**

**LEE WEE HEE (MAICSA 0773340) SSM Practicing Certificate No. 201908004010**  
**HEW JING SIAN (MAICSA 7065968) SSM Practicing Certificate No. 202008001325**  
Company Secretaries

13 June 2024

### Notes:

1. 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.
2. 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.
3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the 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 shall be 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, 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.
6. 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](mailto: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.
7. 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.
8. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 June 2024, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Voting by Poll

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