



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

## NOTICE OF 10<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 10<sup>th</sup> Annual General Meeting (“AGM”) of MCE Holdings Berhad will be held via Physical mode at Diamond 5, Level 10, Holiday Villa Johor Bahru City Centre, No. 260, Jalan Dato’ Sulaiman, Taman Abad, 80250 Johor Bahru, Johor on Thursday, the 18<sup>th</sup> day of December, 2025 at 9.30 am for the following purposes:

### AGENDA

#### AS ORDINARY BUSINESS

- |    |  |                                 |
|----|--|---------------------------------|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 July 2025 together with the Reports of the Directors and Auditors thereon.   | <b>(See Explanatory Note 1)</b> |
| 2. | To re-elect Mr Tai Lam Shin, a Director retiring by rotation pursuant to Clause 133 of the Company’s Constitution.   | <b>Ordinary Resolution 1</b>    |
| 3. | To re-elect Ms Fong Jed See, a Director retiring by rotation pursuant to Clause 133 of the Company’s Constitution.   | <b>Ordinary Resolution 2</b>    |
| 4. | To approve the payment of Directors’ Fees of RM483,504 for the financial year ending 31 July 2026 payable quarterly in arrears after each month of completed service of the Directors during the financial year. | <b>Ordinary Resolution 3</b>    |
| 5. | To approve the payment of Directors’ Benefit amounting to RM40,000.00 for the period commencing after the date of this Annual General Meeting to the date of the next Annual General Meeting.                    | <b>Ordinary Resolution 4</b>    |
| 6. | To appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 July 2026 and to authorise the Directors to fix their remuneration.  | <b>Ordinary Resolution 5</b>    |

#### AS SPECIAL BUSINESS

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

7. **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 (“the Mandate”).”

**Ordinary Resolution 6  
(See Explanatory Note 2)**

## NOTICE OF 10<sup>TH</sup> ANNUAL GENERAL MEETING (CONT'D)

### 8. **ORDINARY RESOLUTION PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE FOR RRPT")**

"THAT approval be and is hereby given for the Proposed New Shareholders' Mandate for RRPT for Company and/or its subsidiaries ("the Group") to enter into the category of recurrent transactions of a revenue or trading nature falling within the nature of transactions set out in the table in Section 2.5 of the Circular to Shareholders dated 26 November 2025 with the related parties falling within the classes of persons set out in Section 2.4 in the Circular, such transactions which are necessary for the Group's day-to-day operations and carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

**Ordinary Resolution 7  
(See Explanatory Note 3)**

**AND THAT** the authority conferred by such Mandate shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company, at which time the mandate will lapse, unless the mandate is renewed by a resolution passed at that meeting;
- (b) the expiration of the period within which the next annual general meeting of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to this Ordinary Resolution."

- 9. 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) SSM Practicing Certificate No. 201908004010  
HEW JING SIAN (MAICSA 7065968) SSM Practicing Certificate No. 202008001325  
Secretaries

Date : 26 November 2025

## NOTICE OF 10<sup>TH</sup> ANNUAL GENERAL MEETING (CONT'D)

### 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, 80888 Ibrahim International Business District, 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 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 10 December 2025, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

### EXPLANATORY NOTE :-

#### Ordinary Business

##### 1. Item 1 of the Agenda - Audited Financial Statements for the year ended 31 July 2025

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.

#### Special Business:-

##### 2. Ordinary Resolution 6 – Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Company had, during its 9<sup>th</sup> Annual General Meeting held on 18 December 2024, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 75 and 76 of the Companies Act 2016

The Company has not issued any new share pursuant to the mandate which was granted at the last Annual General Meeting held on 18 December 2024.

The Proposed Ordinary Resolution 6 is to seek a renewal of the Mandate from the shareholders of the Company at the 10<sup>th</sup> Annual General Meeting to be held on 18 December 2025.

# NOTICE OF 10<sup>TH</sup> ANNUAL GENERAL MEETING (CONT'D)

## **EXPLANATORY NOTE :- (CONT'D)**

### **Special Business:- (Cont'd)**

#### **2. Ordinary Resolution 6 – Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 (Cont'd)**

The 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 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 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.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Mandate is in the best interests of the Company and its shareholders.

#### **3. Ordinary Resolution 7 – Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature**

The Proposed Ordinary Resolution No. 7 proposed in Agenda 8 is to seek a new shareholders' Mandate to allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature and to enable the Company to comply with Paragraph 10.09, Part E of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The mandate will take effect from the date of passing the Ordinary Resolution until the next Annual General Meeting of the Company and is subject to renewal on an annual basis.

Further details relating to this proposed resolution are set out in the Company's Circular to Shareholders dated 26 November 2025.

The proposed resolution, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature with its related parties in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad without the necessity to convene separate general meetings to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company and is subject to renewal on an annual basis.

### **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.



**MCE HOLDINGS BERHAD**  
Registration No. 201501033021 (1158341-K)  
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## ANNUAL REPORT AND CIRCULAR REQUEST FORM

Please submit this Request Form with the required information to MCE HOLDINGS BERHAD at No. 2 & 4, Jalan Waja 7, Kawasan Perindustrian Pandan, 81100 Johor Bahru, Johor or fax to: 07-355 2869 or e-mail to mcejb@multicode.com.my.

Name of Member : \_\_\_\_\_

IC / Passport / Registration No. : \_\_\_\_\_

CDS Account No. : \_\_\_\_\_

Mailing Address : \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Contact No. : \_\_\_\_\_

\_\_\_\_\_  
Signature

Date :

*Note : Printed copy of the Annual Report 2025 and Circular shall be sent to the shareholders within 4 market days from the date of receipt of the verbal or written request.*



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AFFIX  
STAMP

The Company Secretary  
**MCE HOLDINGS BERHAD**  
Registration No: 201501033021 (1158341-K)  
Suite 5.11 & 5.12, 5<sup>th</sup> floor, Menara TJB  
No. 9, Jalan Syed Mohd. Mufti  
80888 Ibrahim International Business District  
Johor, Malaysia

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

|                     |  |
|---------------------|--|
| No. of Shares held: |  |
| CDS Account No.     |  |

I/We \_\_\_\_\_ (NRIC No. \_\_\_\_\_) of (full address) \_\_\_\_\_ (email address) \_\_\_\_\_ and (contact no.) \_\_\_\_\_ a member / members of MCE HOLDINGS BERHAD hereby appoint

| Name of Proxy (Full Name) | NRIC No. / Passport No. | % of Shareholding to be Represented (Refer to Note 2) |
|---------------------------|-------------------------|---|
|                           |                         |   |
| Address                   | Email address           | Contact No.   |
|                           |                         |   |

\*and/or failing him/her

| Name of Proxy (Full Name) | NRIC No. / Passport No. | % of Shareholding to be Represented (Refer to Note 2) |
|---------------------------|-------------------------|---|
|                           |                         |   |
| Address                   | Email address           | Contact No.   |
|                           |                         |   |

\*or failing him /her, the Chairman of the Meeting as \*my/our proxy to vote for \*me/us and on \*my/our behalf at the 10th Annual General Meeting of the Company to be held on Thursday, the 18<sup>th</sup> day of December, 2025 at 9.30 a.m. held at Diamond 5, Level 10, Holiday Villa Johor Bahru City Centre, No. 260, Jalan Dato' Sulaiman, Taman Abad, 80250 Johor Bahru, Johor and at every adjournment thereof to vote as indicated below in respect of the following Resolutions:-

\* delete where applicable.

| ORDINARY BUSINESS     |   | FOR | AGAINST |
|-----------------------|---|-----|---------|
| Ordinary Resolution 1 | Re-election of Mr Tai Lam Shin  |     |         |
| Ordinary Resolution 2 | Re-election of Ms Fong Jed See  |     |         |
| Ordinary Resolution 3 | Approval of Directors' Fees   |     |         |
| Ordinary Resolution 4 | Approval of Directors' Benefit (for the period from 10 <sup>th</sup> Annual General Meeting to 11 <sup>th</sup> Annual General Meeting) |     |         |
| Ordinary Resolution 5 | Appointment of Auditors   |     |         |
| SPECIAL BUSINESS      |   |     |         |
| Ordinary Resolution 6 | Authority to issue shares Mandate   |     |         |
| Ordinary Resolution 7 | Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading in Nature                       |     |         |

(Please indicate with a "X" in the space provided above on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Signature/Common Seal of Member(s) \_\_\_\_\_ Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

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