

# MCE HOLDINGS BERHAD

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

MINUTES of the Extraordinary General Meeting (“EGM”) of the Company duly convened and held at the Diamond 3, Level 10, Holiday Villa Johor Bahru City Centre, No. 260, Jalan Dato’ Sulaiman, Taman Abad, 80250 Johor Bahru, Johor on Friday, the 28<sup>th</sup> day of June 2024 at 10.00 am.

PRESENT : Directors  
TAN SRI ABD RAHMAN BIN MAMAT (*Chairman / Independent Non Executive Director*)  
DR GOH KAR CHUN (*Group Managing Director*)  
MS. GOH ANNE (*Group Executive Director / Chief Financial Officer*)  
MR. LAW SANG THIAM (*Independent Non Executive Director*)  
MS. FONG JED SEE (*Independent Non Executive Director*)  
MR. TAI LAM SHIN (*Non Independent Non Executive Director*)

Shareholder, Proxy and Corporate Representative  
(as per Attendance Report)

BY INVITATION: MR. STEWART LAU TENG HUA (*Principal Adviser, Alliance Islamic Bank Berhad*)  
MR WONG KOK HONG (*Principal Adviser, Alliance Islamic Bank Berhad*)  
MR RAYMOND CHIN JIA XING (*Principal Adviser, Alliance Islamic Bank Berhad*)  
MR KHOR WEI MIN (*Messrs. Foong & Partners*)  
MS RACHEL GAN WAN YEE (*Messrs. Foong & Partners*)  
MS IRENE JUAY YEE LUAN (*Next Secretarialworks Sdn. Bhd. - Scrutineer*)

IN ATTENDANCE: MR LEE WEE HEE AND MS HEW JING SIAN  
(*Secretaries of the Company*)

CHAIRMAN : TAN SRI ABD RAHMAN BIN MAMAT was in the chair and called the meeting to order at 10.00 a.m.

NOTICE : With the assent of all members, the Notice of EGM issued on 13 June 2024 were taken as read.

QUORUM : The Secretary reported to the Meeting the number of shareholders and proxies who had signed in their attendance for the Meeting.

The requisite quorum being present, the Chairman declared the Meeting duly convened and constituted.

The Chairman then explained to the shareholders present the rules and protocols to be adhered to in relation to the conduct of procedures for the Meeting.

PROTOCOLS & VOTE PROCESS : In particular the Chairman highlighted that pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad’s Main Market Listing Requirements and as Chairman he declare that the Ordinary Resolution being tabled is to be voted by poll.

In line with the requirements for poll voting the Company's Share Registrar, Shareworks Sdn. Bhd. will act as the poll facilitator for the poll voting to be conducted.

At the same time the Chairman informed the Meeting that the Board had engaged and appointed Ms Irene Juay Yee Luan from Next Secretarialworks Sdn. Bhd. to act as the Independent Scrutineer for the poll voting to be conducted.

The Chairman then tabled the following Ordinary Resolution as set out in the Notice of EGM for shareholders consideration:

**1. 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")**

RESOLVED :

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.

The Chairman then highlighted that the details, rationale, risk factors, effect of the Proposed Disposal and such other relevant information were set out in the Circular to Shareholders dated 13 June 2024, before inviting shareholders to raise any questions that they may have.

As there were no queries or questions raised by shareholders, the Chairman directed that the motion be put to the vote by way of a poll to be taken immediately.

The Chairman then directed that the poll voting be taken and requested the poll facilitator to brief the members present on the instructions for completing the poll form and depositing of the forms into the poll box.

After briefing by the poll facilitator on the instruction and procedure to complete the poll form, the Chairman requested members to cast their votes and to deposit their poll votes into the ballot boxes. Thereafter the Chairman adjourned the meeting at 10.10 a.m. for the poll votes to be counted by the poll facilitator in the presence of the Scrutineer appointed.

The Chairman then called the Meeting to order at 10.28 a.m. after being informed of the availability of the poll results. The results of the poll voting tabulated were projected and disclosed to the meeting as follows:-

**RESULTS OF THE POLL VOTES ON RESOLUTIONS TABLED AT THE EGM ON 28 JUNE 2024**

RESOLUTION	FOR		AGAINST	
	No. of shares	%	No. of shares	%
Proposed Disposal	57,764,280	100.00	0	0.00

Based on the results of the poll, the Chairman declared that the Ordinary Resolution tabled had been carried and passed with a 100% majority as detailed above.

**TERMINATION**

There being no other business the Meeting terminated at 10.30 a.m. with a vote of thanks to the Chair.

***C O N F I R M E D***

*-Signed-*

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TAN SRI ABD RAHMAN BIN MAMAT  
CHAIRMAN

Dated : 28 June 2024