MCE HOLDINGS BERHAD

TRANSACTIONS (CHAPTER 10 OF LISTING REQUIREMENTS) - NON RELATED PARTY TRANSACTIONS
PROPOSED ACQUISITION OF 50% EQUITY INTEREST IN FP PROJECT ENTERPRISE SDN. BHD.

1. Introduction

The Board of Directors ("Board") of MCE Holdings Berhad ("MCE" or "the Company") wishes to announce that Eagle MCE Technologies (Malaysia) Sdn. Bhd. [Registration No.: 202501014198 (1615612-M)] ("Eagle MCE"), an indirect 50% owned subsidiary of the Company, has on 9 April 2026 entered into a Shares Sale Agreement ("SSA") with Lim Wei Huat ("the Vendor" or "LWH") (hereinafter referred to as collectively as "Parties" or individually as "Party") to acquire 50% of the equity interest comprised of 250,000 ordinary shares in FP Project Enterprise Sdn. Bhd. [Registration No.: 201601018523 (1189459-U)] ("the Target Company" or "FP Project") for a purchase consideration of RM1,900,000.00, subject to the terms and conditions set forth in the SSA ("the Acquisition").

2. Details of the Acquisition

2.1 Information on the Parties

a) Eagle MCE is a company incorporated and existing under the laws of Malaysia, with a place of business at No. 7, Jalan Waja 7, Kawasan Perindustrian Pandan, 81100 Johor Bahru, Johor, Malaysia.

Eagle MCE principal activities is to carry out the business of contract manufacturing service for non-automotive products including but not limited to die cutting machines and related tools and accessories, packaging for cosmetic products, investment holding etc.

b) LWH, aged 46, is the founder and an existing Director and shareholder of the FP Project since 2016 and currently holds 50% of its issued share capital.

2.2 Information on Target Company

FP Project Enterprise is a company incorporated on 30 May 2016 in Malaysia under the Companies Act 1965 and is deemed registered under the Companies Act 2016 and having its registered address at No. 72A, Jalan Kebudayaan 18, Taman Universiti, 81300 Johor Bahru, Johor and its business address at No. 17, Jalan Industri 6, Taman Perindustrian Pekan Nanas, 81500 Pekan Nanas, Johor.

The principal business activity of FP Project is plastic-injection and tooling fabrication.

The issued and paid up share capital of FP Project is RM500,000-00 comprised of 500,000 ordinary shares fully paid.

The shareholding structure *before Acquisition of FP Project* is as follows:

Name of Director and Shareholder	No. of Share held	Percentage
Lim See Chiang	250,000	50%
LWH	250,000	50%
Total	500,000	100%

Lim See Chiang ("LSC"), aged 48, is also an existing Director of the FP Project since 2018.

After Acquisition of FP Project

The shareholding structure in FP Project after the Acquisition will be as follows :

Name of Shareholder	No. of Share held	Percentage
LSC	250,000	50%
Eagle MCE	250,000	50%
Total	500,000	100%

Following the Acquisition, FP Project will become an indirect 50% owned subsidiary of the Company.

2.3 *New Shareholders Agreement*

Concurrently, Eagle MCE and LSC has entered into a New Shareholders Agreement (“SA”), to set out the following :

i. set out the manner for the issuance and allotment of new shares in FP Project to Eagle MCE; and
ii. record Eagle MCE’s and LSC’s certain commitments and otherwise regulate Eagle MCE’s and LSC’s rights as shareholders of FP Project

upon the terms and subject to the conditions contained in the SA

The SA shall be conditional upon the completion of the SSA.

Under the SA, the shareholding structure in FP Project will be restructured after the allotment of an additional 750,000 shares to Eagle MCE at an issue price of RM3.70 per share or any other agreed value based on the latest net total asset of FP Project at the point of issuance as follows :

Name of Shareholder	No. of Share held after Acquisition	New allotment under SA	No. of Share held after SA	Percentage
LSC	250,000	0	250,000	20%
Eagle MCE	250,000	750,000	1,000,000	80%
Total	500,000	750,000	1,250,000	100%

Following the SA, FP Project will become an indirect 80% owned subsidiary of the Company.

2.4 Basis and justification for the Purchase Consideration

The purchase consideration of RM1,900,000.00 (“Purchase Consideration”) was arrived at on a willing-buyer willing-seller basis after taking into account FP Project’s net tangible assets, the market value of its property, its profit for the relevant period prior to completion, and its goodwill.

2.5 Completion Period

The Completion Period for the SSA will be within 3 months from the date of SSA.

3. RATIONALE

The Acquisition is in line with the MCE Group (MCE Holdings Berhad and its subsidiaries)'s strategic objective to strengthen its core operations, enhance upstream capabilities, and drive long-term value creation.

FP Project, a key supplier to the MCE Group, is principally engaged in plastic injection and tooling fabrication. The Acquisition will enable the MCE Group to vertically integrate its supply chain, resulting in improved control over manufacturing processes, quality assurance, and cost management, while reducing reliance on external suppliers.

In addition, the Acquisition strengthens the MCE Group's upstream capabilities beyond the automotive segment, positioning it to capture opportunities in non-automotive industries and diversify its revenue base.

Overall, the Acquisition is expected to enhance operational efficiency, strengthen competitiveness, and support sustainable growth.

4. SOURCE OF FUNDING

The Proposed Acquisition shall be satisfied by cash from internally generated funds.

5. RISK FACTORS

There are no foreseeable significant risks other than the usual operational risks associated with the Acquisition, which are in the ordinary course of business of MCE Group.

6. LIABILITIES TO BE ASSUMED

Save for the liabilities of FP Project prior to the date of the SSA that will be consolidated into the financial statements of MCE Group following the completion of the Acquisition, there were no other liabilities (including contingent liabilities and guarantees) to be assumed by MCE Group arising from the Acquisition.

7. ESTIMATED TIME FRAME FOR COMPLETION

Barring any unforeseen circumstances, the Board expects the Acquisition to be completed by the fourth quarter of the financial year ending 31st July 2026.

8. FINANCIAL EFFECTS OF THE ACQUISITION

8.1 Share capital

The Acquisition will not have any effect on the issued and paid-up share capital of the Company for the financial year ending 31st July 2026.

8.2 Net assets ("NA") and NA per share

The Acquisition will not have any effect on the net assets per share of the MCE Group for the financial year ending 31st July 2026.

8.3 Earnings and earnings per share

The Acquisition is not expected to have any material effect on the earnings per share of the MCE Group for the financial year ending 31st July 2026. It is expected to contribute to the MCE Group's performance commencing from 4th Quarter of the financial year ending 31st July 2026.

8.4 Gearing

The Acquisition is not expected to have any effect on the gearing of the MCE Group for the financial year ending 31st July 2026.

8.5 Shareholdings of the substantial shareholders

The Acquisition will not have any effect on the substantial shareholders shareholdings.

9. APPROVALS REQUIRED

The Acquisition is not subject to the approval of shareholders of the Company or any governmental or statutory authorities.

10. PERCENTAGE RATIO

The highest percentage ratio for the Acquisition pursuant to Paragraph 10.02(g) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad is 3.1% based on the Audited Financial Statements of the Company as at 31 July 2025.

11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDER AND/OR PERSONS CONNECTED WITH THEM

None of the Directors and/or major shareholder of the Company and/or persons connected with them have any interest, direct or indirect, in the Acquisition.

12. STATEMENT BY THE BOARD

The Board of Directors having taken into consideration all aspects of the Acquisition, is of the opinion that the Acquisition is in the best interest of the Company.

13. DOCUMENTS FOR INSPECTION

The SSA and SA dated 9 April 2026 are available for inspection at the registered office of MCE at Suite 5.11 & 5.12, 5th Floor, Menara TJB, 9, Jalan Syed Mohd Mufti, 80888 Ibrahim International Business District, Johor during the normal business hours Mondays to Fridays (except public holidays) for a period of three (3) months from the date of this Announcement.

This Announcement is dated 9 April 2026.