

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of **Brite-Tech Berhad** will be held at Langkawi Room, Bukit Jalil Golf and Country Resort, Jalan 3/155B, 57000 Kuala Lumpur on Wednesday, 27 May 2015 at 10.00 a.m. to transact the following business :-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 1**
2. To declare a final single tier dividend of 0.63 sen per ordinary share in respect of the financial year ended 31 December 2014. **(Resolution 1)**
3. To approve the payment of Directors' fees for the financial year ended 31 December 2014. **(Resolution 2)**
4. To re-elect the following Directors who are retiring by rotation, pursuant to Article 96 of the Articles of Association of the Company, and being eligible, offer themselves for re-election :-
 - a) Mr. Pang Wee See **(Resolution 3)**
 - b) Mr. Tan Boon Kok **(Resolution 4)**
5. To consider and if thought fit, pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965:

"THAT Dr. Seow Pin Kwong, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." **(Resolution 5)**
6. To re-appoint Messrs CAS & Associates as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

7. To consider and, if thought fit, pass with or without modification, the following resolutions:-

Ordinary Resolution 1

Authority pursuant to Section 132D of the Companies Act, 1965 for the Directors to issue shares **(Resolution 7)**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being, subject always to the approvals of all the relevant authorities being obtained for such allotment and issue and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

Notice Of Annual General Meeting (Continued)

Ordinary Resolution 2

Continuing in Office as Independent Non-Executive Director

(Resolution 8)

“THAT authority be and is hereby given to Mr. Cheng Sim Meng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company.”

Ordinary Resolution 3

Continuing in Office as Independent Non-Executive Director

(Resolution 9)

“THAT subject to the passing of Resolution 5, authority be and is hereby given to Dr. Seow Pin Kwong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company.”

Special Resolution

Proposed Amendment to the Articles of Association of the Company

(Resolution 10)

“THAT the Proposed Amendments to the Articles of Association (“Proposed Amendments”) of the Company as contained in the Appendix I of the Annual Report for the financial year ended 31 December 2014 be hereby approved and adopted.”

8. To transact any other business of the Company of which due notice shall have been given in accordance with the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that the final single tier dividend of 0.63 sen per ordinary share in respect of the financial year ended 31 December 2014, if approved by the shareholders, will be paid on 23 June 2015 to shareholders whose names appear in the Register of Depositors at the close of business on 15 June 2015. A Depositor shall qualify for dividend entitlement only in respect of:-

- a) Shares transferred into Depositor’s Securities Account before 4.00 p.m. on 15 June 2015 in respect of ordinary transfers; and
- b) Shares bought on the Bursa Malaysia Securities Berhad (“Bursa Securities”) on a cum entitlement basis according to the Rules of Bursa Securities.

By order of the Board

Wong Maw Chuan (MIA 7413)
Wong Youn Kim (MAICSA 7018778)
Company Secretaries

Kuala Lumpur
30 April 2015

Explanatory Notes:

1. The Agenda No. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders and hence, is not put forward.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. The instrument of appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing in that behalf.
6. The instrument appointing a proxy must be deposited at the Registered Office at B-25-2, Block B, Jaya One, No. 72A, Jalan Universiti, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof.
7. *Explanatory Note on Special Business –Resolution 7*

Ordinary Resolution 1 - Authority pursuant to Section 132D of the Companies Act, 1965 for the Directors to issue shares

The Ordinary Resolution 7 under item 7 is proposed to seek for a renewal of the general mandate (“General Mandate”) pursuant to Section 132D of the Companies Act, 1965, and if passed, will give the Directors of the Company authority to allot and issue ordinary shares of the Company up to an amount not exceeding in total, 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Thirteenth Annual General Meeting held on 23 May 2014 and which will lapse at the conclusion of the Fourteenth Annual General Meeting.

The General Mandate sought will enable the Directors of the Company to allot and issue shares, including but not limited for further placing of shares, for the purpose of funding investment(s), working capital and/or acquisitions, from time to time at such price, upon such terms and conditions, to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit. This would avoid any delay and costs involved in convening a general meeting to specifically approve such an issue of shares.

8. *Explanatory Note on Special Business – Resolutions 8 & 9*

Ordinary Resolutions 2 & 3 - Continuing in Office as Independent Non-Executive Director

Dr. Seow Pin Kwong and Mr. Cheng Sim Meng are Independent Non-Executive Directors who have served the Company for a cumulative term of more than nine (9) years since 25 May 2002.

In line with the Malaysian Code of Corporate Governance 2012, the Board of Directors has assessed the independence of Dr. Seow Pin Kwong and Mr. Cheng Sim Meng, and has recommended that the approval of the shareholders be sought for them to continue to serve as Independent Non-Executive Directors based on the following:

- a) They have fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements;

- b) They have vast experiences in various industries and as such can contribute to the Board with their wide expertise and independent judgement. They have also actively participated in Board deliberations and decision making in an objective manner.
- c) They have been with the Company for more than nine years and are familiar with the Group's activities and corporate history and have devoted sufficient time and attention to their roles and responsibilities as Independent Non-Executive Directors for informed and balanced decision making; and
- d) They have exercised due care during their tenure as Independent Non-Executive Directors in the Company and carried out their professional duties in the interest of the Company and shareholders.

9. *Explanatory Note on Special Business – Resolution 10*

Special Resolution - Proposed Amendment to the Articles of Association of the Company

The proposed Resolution 10 is to improve the efficiency in decision making. The details of the Proposed Amendments are as set out in Appendix I on Page 105 of this Annual Report.