

# Notice Of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Seventeenth Annual General Meeting of **Brite-Tech Berhad** will be held at Langkawi Room, Bukit Jalil Golf and Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 23 May 2018 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 2017 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 1**
2. To declare a final single tier dividend of 0.80 sen per ordinary share in respect of the financial year ended 31 December 2017. **(Resolution 1)**
3. To approve the payment of Directors' fees of RM320,498.00 and benefits of RM35,300.00 for the financial year ended 31 December 2017. **(Resolution 2)**
4. To approve the payment of Directors' fees and benefits up to RM317,900.00 for the financial year ending 31 December 2018. **(Resolution 3)**
5. To re-elect the following Directors who are retiring by rotation, pursuant to Article 96 of the Constitution of the Company, and being eligible, offer themselves for re-election :-  
**(Resolution 4)**
  - a) Mr. Pang Wee See
  - b) Mr. Tan Boon Kok **(Resolution 5)**
6. To re-appoint Messrs CAS Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting 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:- **(Resolution 7)**

#### **Ordinary Resolution 1**

Authority pursuant to Section 75 and 76 of the Companies Act 2016 for the Directors to issue shares

"THAT pursuant to Section 75 and 76 of the Companies Act 2016, 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 authority be and is hereby given to Mr. Ng Kok Ann 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.”

8. To transact any other business of the Company of which due notice shall have been given in accordance with the Companies Act 2016.

## NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN** that the final single tier dividend of 0.80 sen per ordinary share in respect of the financial year ended 31 December 2017, if approved by the shareholders, will be paid on 22 June 2018 to shareholders whose names appear in the Register of Depositors at the close of business on 14 June 2018. 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 14 June 2018 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 (f) (MAICSA 7018778)  
Lee Chin Wen (f) (MAICSA 7061168)  
Company Secretaries

30 April 2018

## Explanatory Notes:

1. The Agenda No. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 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 334(1) of the Companies Act 2016 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 forty-eight (48) hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote.
7. Only a depositor whose name appears on the Record of Depositors as at 15 May 2018 shall be entitled to attend the said meeting and to appoint a proxy or proxies to attend, speak and/or vote on his/her behalf.
8. *Explanatory Note on Special Business – Resolution 7*

Ordinary Resolution 1 - Authority pursuant to Section 75 and 76 of the Companies Act 2016 for the Directors to issue shares

The Resolution 7 under item 7 is proposed to seek for a renewal of the general mandate (“General Mandate”) pursuant to Section 75 and 76 of the Companies Act 2016, 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 Sixteenth Annual General Meeting held on 22 May 2017 and which will lapse at the conclusion of the Seventeenth 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.

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

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

Mr. Cheng Sim Meng and Mr. Ng Kok Ann, who have served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 25 May 2002 and 21 January 2009 respectively.

In line with the Malaysian Code of Corporate Governance, the Board of Directors has assessed the independence of Mr. Cheng Sim Meng and Mr. Ng Kok Ann, 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 had 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 is familiar with the Group's activities and corporate history and have devoted sufficient time and attention to their role and responsibility as Independent Non-Executive Directors for informed and balanced decision making; and
  - d) They have exercised due care during his tenure as Independent Non-Executive Directors in the Company and carried out their professional duty in the interest of the Company and shareholders.
10. Pursuant to Paragraph 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.