



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Fourth Annual General Meeting ("34th AGM") of Concrete Engineering Products Berhad ("CEPCO" or the "Company") will be held at Dewan Murni, Ground Floor Menara Integriti, Institut Integriti Malaysia, Persiaran Tuanku Syed Sirajuddin, Off Jalan Tuanku Abdul Halim, 50480 Kuala Lumpur, on Monday, 7 January 2019 at 10:00 a.m. for the following purposes:

**AGENDA
ORDINARY BUSINESS**

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 August 2018 together with the Reports of the Directors and the Auditors thereon. **Resolution 1**
2. To approve the payment of Directors' fees in respect to the financial year ended 31 August 2018. **Resolution 1**
3. To re-elect the following Directors who retire by rotation pursuant to Article 96 of the Company's Constitution, and being eligible, offer themselves for re-election: **Resolution 2a**
 (a) Encik Abdul Khudus bin Mohd Naaim **Resolution 2b**
 (b) Dato' Ir Dr Abdul Aziz bin Arshad **Resolution 3**
4. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 3**

SPECIAL BUSINESS

5. **Approval to Continue in Office as Independent Non-Executive Directors**
 (a) To' Puan Seri Hajjah Nur Rahmah binti Mohd Zain **Resolution 4a**
 "THAT authority be and is hereby given to To' Puan Seri Hajjah Nur Rahmah binti Mohd Zain who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting ("AGM")."
 (b) Mr Dennis Xavier **Resolution 4b**
 "THAT authority be and is hereby given to Mr Dennis Xavier who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company until the conclusion of the next AGM."
Resolution 5
6. **Authority to Allot and Issue Shares Pursuant to the Malaysian Companies Act 2016**
 "THAT subject to the Malaysian Companies Act 2016 (the "Act"), the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution and approval of the relevant government regulatory authorities, if required, the Directors be and hereby empowered pursuant to Sections 75 and 76 of the Act, to allot shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot shares under an agreement or option or offer at any time and from time to time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued and allotted, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution does not exceed 10% 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 approval for the listing of and quotation for the additional shares allotted on Bursa Securities and that such authority shall continue in force until the conclusion of the next AGM of the Company."

OTHER BUSINESS

7. To transact any other business of which due notice shall have been given.

By order of the Board

NORAKHMAR BINTI BAHAROM (LS 0001698)

Secretary
Kuala Lumpur
10 December 2018

NOTES:

Appointment of Proxy

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its Common Seal or signed by an officer or attorney duly authorised.
3. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the Registrar's office at 22nd Floor Menara Promet (KH), Jalan Sultan Ismail, 50250 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
5. A member whose name appears in the Record of Depositors as at 2 January 2019 shall be regarded as Member of the Company entitled to attend the 34th AGM or appoint a proxy to attend and vote on his/her behalf.
6. Any alteration in the Form of Proxy must be initialled.
7. All the Resolutions set out in the Notice of the 34th AGM will be put to a vote by poll pursuant to Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities.

EXPLANATORY NOTES ON ORDINARY BUSINESS

1. **Audited Financial Statements**
 The Audited Financial Statements for the financial year ended 31 August 2018 and the Reports of the Directors and Auditors thereon are for discussion only and hence no shareholders' approval is required under Section 340(1)(a) of the Act.
2. **Resolution 1 - Directors' Fees**
 Section 230(1) of the Act provides that "the fees" of the Directors and "any benefits" payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. The Board agreed that the shareholders' approval shall be sought at the 34th AGM on the Directors' fees.
3. **Resolution 2(a) & 2(b) - Re-appointment of Encik Abdul Khudus bin Mohd Naaim and Dato' Ir Dr Abdul Aziz bin Arshad**
 Pursuant to Section 205(3)(b) of the Act and in accordance to Article 96 of the Company's Constitution provides that both Directors shall retire from office by rotation, and be eligible for re-election.
 The Board has recommended that Encik Abdul Khudus bin Mohd Naaim and Dato' Ir Dr Abdul Aziz bin Arshad be re-appointed as Directors of the Company.
4. **Resolution 3 - Re-appointment of Auditors**
 The Board has recommended that Messrs Ernst & Young be re-appointed as Auditors of the Company.

EXPLANATORY NOTES ON SPECIAL BUSINESS

5. **Resolution 4(a) & 4(b) - Continuing in Office as Independent Non-Executive Directors**
 To' Puan Seri Hajjah Nur Rahmah binti Mohd Zain and Mr Dennis Xavier have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years. In line with the Malaysian Code on Corporate Governance, upon assessment and recommendation of the Nominating Committee, the rest of the Board members were of the unanimous opinion that To' Puan Seri Hajjah Nur Rahmah binti Mohd Zain and Mr Dennis Xavier should continue to act as Independent Non-Executive Directors of the Company based on the following justification:
 (a) They fulfil the criteria as Independent Directors as defined in the Listing Requirements of Bursa Securities, and are therefore able to bring independent and objective judgement to the Board.
 (b) Their vast experience, and their business and legal background enable them to provide the Board with a diverse set of expertise, skills and competence.
 (c) They understand the Company's business operations which allow them to participate actively and contribute positively during deliberations or discussions at both the Committee and Board meetings.
 (d) They devote sufficient time and effort and attend all the Committees and Board Meetings for informed and balanced decision making.
 (e) They exercise due care as Independent Directors of the Company and carry out their professional and fiduciary duties in the interest of the Company and its shareholders.
6. **Resolution 5 - Authority to Allot and Issue Shares Pursuant to the Malaysian Companies Act 2016**
 The proposed Resolution 5, if passed, will give a renewed mandate to the Directors of the Company to issue ordinary shares of the Company from time to time provided the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM 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 last AGM held on 23 January 2018 and which will lapse at the conclusion of the 34th AGM.
 The Renewed Mandate will enable the Directors to take swift action in case of, inter alia, a need for corporate exercises, or in the event of business opportunities, or other arising circumstances which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.