



BRITE-TECH BERHAD

(Company No.: 550212-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth 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 Tuesday, 28 May 2019 at 10.00 a.m.

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 1**
- To declare a final single tier dividend of 0.80 sen per ordinary share in respect of the financial year ended 31 December 2018. **(Resolution 1)**
- To approve the payment of Directors' fees of RM282,600.00 and benefits of RM39,600.00 for the financial year ended 31 December 2018. **(Resolution 2)**
- To approve the payment of Directors' fees and benefits up to RM332,000.00 for the financial year ending 31 December 2019. **(Resolution 3)**
- 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:-
 - Ir. Koh Thong How **(Resolution 4)**
 - Mr. Kan King Choy **(Resolution 5)**
- To re-appoint Messrs CAS Malaysia PLT as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

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

- ORDINARY RESOLUTION** **(Resolution 7)**
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."
- ORDINARY RESOLUTION** **(Resolution 8)**
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR
"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."
- SPECIAL RESOLUTION** **(Resolution 9)**
PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY
"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Appendix II of the Circular to Shareholders dated 30 April 2019 be and is hereby adopted as the Constitution of the Company ("Proposed Adoption of New Constitution").
AND THAT the Board of Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities (if any) and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption of the New Constitution."
- 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 2018, if approved by the shareholders, will be paid on 28 June 2019 to shareholders whose names appear in the Register of Depositors at the close of business on 14 June 2019. A Depositor shall qualify for dividend entitlement only in respect of:-

- Shares transferred into Depositor's Securities Account before 4.00 p.m. on 14 June 2019 in respect of ordinary transfers; and
- 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 2019

Explanatory Notes:

- 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.
- 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.
- 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.
- 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.
- 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.
- 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, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll.
- Only a depositor whose name appears on the Record of Depositors as at 22 May 2019 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.
- Explanatory Note on Special Business – Resolution 7**

Ordinary Resolution - 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 Seventeenth Annual General Meeting held on 23 May 2018 and which will lapse at the conclusion of the Eighteenth 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.

Explanatory Note on Special Business – Resolution 8

Ordinary Resolution - Continuing in Office as Independent Non-Executive Director

Mr. Ng Kok Ann has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 21 January 2009.

In line with the Malaysian Code of Corporate Governance 2017, the Board of Directors has assessed the independence of 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:

- He has fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements;
- He has vast experiences in various industries and as such can contribute to the Board with their wide expertise and independent judgement. He has also actively participated in Board deliberations and decision making in an objective manner.
- He has been with the Company for more than nine years and is familiar with the Group's activities and corporate history and has devoted sufficient time and attention to their role and responsibility as Independent Non-Executive Director for informed and balanced decision making; and
- He has exercised due care during his tenure as Independent Non-Executive Director in the Company and carried out his professional duty in the interest of the Company and shareholders.

Explanatory Note on Special Business – Resolutions 9

Special Resolution – Proposed Adoption of New Constitution of the Company

The Proposed Resolution 9 is to undertaken primarily to streamline the existing Memorandum and Articles of Association (Constitution) of the Company with the Companies Act 2016, which was effective on and from 31 January 2017. The Proposed Adoption of the New Constitution is also to align the existing Constitution with the recent amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad that came into effect from 2 January 2018, to provide clarity to certain provisions thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.

The details are as set out in Appendix II of the Circular to Shareholders dated 30 April 2019, which is dispatched together with this Annual Report.

- 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.