



**CE TECHNOLOGY BERHAD**  
Company Registration No. 200201018747 (586410 P)  
(Incorporated in Malaysia)

**NOTICE OF 17<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Seventeenth Annual General Meeting ("17<sup>th</sup> AGM") of CE Technology Berhad ("the Company") will be held at the Pangkor Conference Room, 11528, Jalan Logam 4, Kawasan Perindustrian Kamunting Raya, 34600 Kamunting, Taiping, Perak on Wednesday, 18 December 2019 at 11.00 a.m. for the following purposes: -

**AGENDA**

**AS ORDINARY BUSINESS: -**

- To receive the Audited Financial Statements for the financial year ended 31 July 2019 together with the Reports of the Directors *(Please refer to and Auditors thereon.* **Resolution 1**
- To re-elect Mr. Teoh Swee Sun who retires pursuant to Clause 138 of the Company's Constitution and being eligible, offer himself for re-election. **Resolution 2**
- To approve the payment of the Directors' fees amounting to RM55,500.00 and benefits amounting to RM25,946.62 for the financial year ended 31 July 2019. **Resolution 3**
- To approve the payment of Directors' fees for an amount up to RM80,000.00 and benefits for an amount up to RM60,000.00 payable to the Directors of the Company from 1 August 2019 until the conclusion of the next AGM of the Company. **Resolution 4**
- To approve the declaration of a single tier final dividend of RM0.001 per share in respect of the financial year ended 31 July 2019. **Resolution 5**
- To re-appoint Messrs. BDO PLT as Auditors of the Company, to hold office until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration. **Resolution 6**

**AS SPECIAL BUSINESS: -**

To consider and if thought fit, to pass the following as an Ordinary Resolution, with or without any modifications: -

- Ordinary Resolution** **Resolution 6**  
**- Authority for Directors to issue and allot shares**  
"THAT subject always to the Companies Act, 2016 ("Act"), the Constitution of the Company and Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered to issue and allot shares in the Company, pursuant to Sections 75 and 76 of the Act, at any time and price to such persons 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 to be issued pursuant to this Resolution must be not more than one hundred percent (100%) of the total number of issued shares, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must be not more than fifty percent (50%) 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 so issued on Bursa Securities; **AND THAT** such authority shall continue in force until the conclusion of the next AGM of the Company."

**NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS ALSO HEREBY GIVEN** that a single tier final dividend of RM0.001 per share in respect of the financial year ended 31 July 2019 will be payable on 9 January 2020 to the Depositors who are registered in the Record of Depositors at the close of business on 23 December 2019, if approved by the members at the forthcoming 17<sup>th</sup> AGM on 18 December 2019.

A Depositor shall qualify for entitlement to the dividend only in respect of: -

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 23 December 2019 in respect of ordinary transfers; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board,  
THUM SOOK FUN (MIA 24701)  
LOW SEOW WEI (MAICSA 7053500)  
Company Secretaries  
Dated: 26 November 2019  
Penang

**Notes -**

**1. Appointment of proxies and authorised representatives: -**

- A Member may appoint up to two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a Member of the Company. If a Member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), it shall be entitled to appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
- Where a Member of the Company is an exempt authorised nominee ("EAN") which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies which the EAN may appoint in respect of each Omnibus Account it holds. An EAN refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- To be valid, the form of proxy must be deposited at the Company's Registered Office at Suite 18.05, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 Georgetown, Pulau Pinang, Malaysia at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournments thereof.
- For the purpose of determining who shall be entitled to attend the meeting, only members whose names appear on the Record of Depositors on 10 December 2019 (General Meeting Record of Depositors) made available to the Company pursuant to Clause 87 of the Constitution of the Company and Rule 6.11(3) of the LEAP Market Listing Requirements of Bursa Securities, shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

**2. Item 1 of the Agenda: Audited Financial Statements for the financial year ended 31 July 2019**

The first agenda of this meeting is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval for the Audited Financial Statements from the shareholders. Hence, this Agenda is not put forward to shareholders for voting.

**3. Item 2 of the Agenda: Director's retirement**

Clause 138 of the Company's Constitution states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election. The retiring Director has consented to his re-election.

**4. Items 3 and 4 of the Agenda: Directors' fees and benefits**

Pursuant to Clause 149 of the Constitution of the Company, the fees and benefits payable to Directors shall be subject to shareholders' approval at a general meeting.

The Board wishes to seek for shareholders' approval at the 17<sup>th</sup> AGM for the payment of Directors' fees and benefit payable to the Directors:

- Resolution 2 on the proposed Directors' fees of RM55,500.00 and benefits of RM25,946.62 in respect of the financial year ended 31 July 2019; and
- Resolution 3 on the proposed Directors' fees of RM80,000.00 and benefits of RM60,000.00 from 1 August 2019 until conclusion of next AGM; The proposed Ordinary Resolution 3, if passed, is to facilitate the payment of Directors' fees on a quarterly basis in arrears after completed service of the Directors and/or as when incurred from 1 August 2019 up to the conclusion of the next AGM. The proposed Directors' fees of RM80,000.00 is derived based on the estimated duration of 17 months from 1 August 2019 until the next AGM of the Company which is expected to be held in December 2020, on the assumption that all Directors of the Company will remain in office until the next AGM. In the event that the proposed Directors' fees is insufficient due to enlarged Board size, the Company will seek shareholders' approval at the next AGM of the Company for the additional Directors' fees to meet the shortfall.

The benefits payable to the Directors pursuant to Section 230(1)(b) of the Act, which comprise of Directors and Officers Liabilities Insurance have been reviewed by the Board of Directors of the Company, which recognises that the benefits payable are in the best interest of the Company from the conclusion of this meeting until the next AGM.

**5. Item 5 of the Agenda: Single Tier Final Dividend**

With reference to Section 131 of the Act, a company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. On 27 September 2019, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made in accordance with the requirements under Section 132(2) and (3) of the Act.

**6. Item 6 of the Agenda: Re-appointment of Auditors**

Pursuant to Section 271(3)(b) of the Act, shareholders shall appoint auditors who shall hold office until the conclusion of the next AGM in year 2020.

The current auditors, Messrs. BDO PLT has expressed their willingness to continue in office. The Board of Directors of the Company have considered the re-appointment of Messrs. BDO PLT as auditors of the Company and recommends the re-appointment of Messrs. BDO PLT as external auditors of the Company to hold the office until the conclusion of the next AGM.

**7. Item 7 of the Agenda: Authority for Directors to issue and allot shares**

The Ordinary Resolution proposed herein is primarily to seek for a general mandate to give flexibility to the Board of Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Act and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities (hereinafter referred to as the "General Mandate").

This would avoid any delays and costs involved in convening a general meeting to approve such issuance of shares. This General Mandate, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

The General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares for the purpose of funding future investment project(s), working capital and/or acquisitions.