



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Nineteenth Annual General Meeting of Brite-Tech Berhad will be held at the Broadcast Venue at Brite-Tech Berhad Conference Room, Lot 14 (PT 5015), Jalan Pendamar 27/90, Seksyen 27, 40400 Shah Alam, Selangor Darul Ehsan on Friday, 10 July 2020 at 10.00 a.m. for the following purposes:

### AGENDA

#### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 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 2019. **(Resolution 1)**
- To approve the payment of Directors' fees of RM290,400.00 and benefits of RM40,200.00 for the financial year ended 31 December 2019. **(Resolution 2)**
- To approve the payment of Directors' fees and benefits up to RM465,000.00 from 1 January 2020 until the next Annual General Meeting. **(Resolution 3)**
- To re-elect the following Directors who are retiring by rotation, pursuant to Clause 104 of the Constitution of the Company, and being eligible, offer themselves for re-election :-  
a) Mr. Tan Boon Kok **(Resolution 4)**  
b) Mr. Ng Kok Ann **(Resolution 5)**
- To re-elect the following Director who is retiring pursuant to Clause 110 of the Constitution of the Company, and being eligible, offer himself for re-election :-  
a) Mr. Wee Swee Cheng **(Resolution 6)**
- 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 7)**

#### AS SPECIAL BUSINESS

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

- ORDINARY RESOLUTION AUTHORITY PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ISSUE SHARES** **(Resolution 8)**

"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 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."

- ORDINARY RESOLUTION PROPOSED AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY** **(Resolution 10)**

"THAT subject always to the provisions of the Companies Act 2016 ("Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant statutory and/or regulatory requirements, the Company be authorised, to the fullest extent permitted by law, to buy-back such amount of Shares in the Company as may be determined by the Directors of the Company from time to time, through Bursa Securities, upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that:

- the aggregate number of Shares bought-back does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at any time;
- the maximum amount of funds to be allocated for the shares buy-back shall not exceed the Company's audited retained earnings and/or share premium account at any point in time;
- the Shares purchased shall be treated in the following manner:
  - the purchased Shares shall be cancelled; or
  - the purchased Shares shall be retained as treasury shares for distribution as dividend to the shareholders and/or resale on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancellation subsequently; or
  - part of the purchased Shares shall be retained as treasury shares and the remainder shall be cancelled; or
  - in such other manner as Bursa Securities and other relevant authorities may allow from time to time.
  - any combination of (a), (b), (c) and (d) above.

**AND THAT** the authority conferred by this resolution shall commence upon the passing of this resolution until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed, at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM after that date is required by law to be held; or
- revoked or varied by resolution passed by the Company in general meeting; whichever occurs first.

**AND FURTHER THAT** authority be and is hereby given to the Directors of the Company to take all such steps as may be necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities (Central Depository) Industry Act, 1991, and the entering into and execution of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the Shares bought-back) in accordance with the provisions of the Act, the Constitution of the Company, the ACE Market Listing Requirements of Bursa Securities and all other relevant statutory and/or regulatory requirements."

- 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 2019, if approved by the shareholders, will be paid on 7 August 2020 to shareholders whose names appear in the Register of Depositors at the close of business on 24 July 2020. A Depositor shall qualify for dividend entitlement only in respect of:-

- Shares transferred into Depositor's Securities Account before 4.30 p.m. on 24 July 2020 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 Yau Kim (f)** (MAICSA 7018778)  
**Lee Chin Wen (f)** (MAICSA 7061168)  
Company Secretaries

12 June 2020

#### 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. There shall be no restriction as to the qualification of the proxy.
- 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 3 July 2020 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.
- According to Clause 64 of the Constitution of the Company and 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.

#### Explanatory Note on Special Business – Resolution 8

**Ordinary Resolution - Authority pursuant to Section 75 and 76 of the Companies Act 2016 for the Directors to issue shares**  
The Resolution 8 under item 8 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 Eighteenth Annual General Meeting held on 28 May 2019 and which will lapse at the conclusion of the Nineteenth Annual General Meeting.

The General Mandate sought will enable the Directors of the Company to allot and issue shares, including but not limited to 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 9

##### 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 – Resolution 10

##### Ordinary Resolution – Proposed Authority for Purchase of Own Shares by the Company

The proposed Ordinary Resolution 10 if passed, will empower the Company to purchase and/or hold up to ten per centum (10%) of the issued and paid-up share of the Company. This authority unless revoked or varied by the Company at a General Meeting will expire at the next Annual General Meeting.

Further information on the Proposed Authority for Purchase of Own Shares by the Company is set out in the Share Buy-Back Statements to Shareholders of the Company which is dispatched together with this Annual Report.