



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of **Brite-Tech Berhad** will be conducted fully virtual from 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, 11 June 2021 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 2020 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 2020. **(Resolution 1)**
- To approve the payment of Directors' fees of RM297,000.00 and benefits of RM39,600.00 for the financial year ended 31 December 2020. **(Resolution 2)**
- To approve the payment of Directors' fees and benefits up to RM476,850.00 from 1 January 2021 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 :- **(Resolution 4)**
 - Mr. Pang Wee See **(Resolution 5)**
 - Ir. Koh Thong How **(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 AUTHORITY PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ISSUE SHARES** **(Resolution 7)**
 "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 RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR** **(Resolution 8)**
 "THAT Mr. Ng Kok Ann who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years since 21 January 2009 be and is hereby retained as Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company in accordance with the required two-tier voting process as stated in the Malaysian Code on Corporate Governance 2017."
- ORDINARY RESOLUTION PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY** **(Resolution 9)**
 "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 2020, if approved by the shareholders, will be paid on 12 July 2021 to shareholders whose names appear in the Register of Depositors at the close of business on 28 June 2021. A Depositor shall qualify for dividend entitlement only in respect of:-

- Shares transferred into Depositor's Securities Account before 4.30 p.m. on 28 June 2021 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) (SSM PC No. 202008003554)
 Wong Youn Kim (f) (MAICSA 7018778) (SSM PC No. 201908000410)
 Lee Chin Wen (f) (MAICSA 7061168) (SSM PC No. 202008001901)
 Company Secretaries

10 May 2021

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 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 appointor or his attorney duly authorised in writing or, if the appointor 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 4 June 2021 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.
- If and 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 Nineteenth Annual General Meeting held on 10 July 2020 and which will lapse at the conclusion of the Twentieth Annual General Meeting.
- The General Mandate shall 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 8**
Ordinary Resolution - Retention of Independent Non-Executive Director
 The Board of Directors applied Practice 4.2 of the Malaysian Code on Corporate Governance ("MCCG") and seeks the shareholders' approval to continue retain Mr Ng Kok Ann, who has served as Independent Non-Executive Director of the Company for a cumulative term of office of more than twelve (12) years through a two-tier voting process at this AGM.
 Mr Ng Kok Ann has determined that Mr Ng Kok Ann is fair and impartial in carrying out his duties to the Company. As Independent Non-Executive Director, he continues to bring independent and objective judgments to Board deliberations and decision-making process as a whole. Mr. Ng Kok Ann also has vast and diverse range of experiences and brings the right mix of skills to the Board. The Board therefore, has recommended Mr Ng Kok Ann to be retained as Independent Non-Executive Director of the Company.
- Explanatory Note on Special Business – Resolution 9**
Ordinary Resolution - Proposed Renewal of Authority for Purchase of Own Shares by the Company
 The proposed Ordinary Resolution 9 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 Renewal of Authority for Purchase of Own Shares by the Company is set out in the Share Buy-Back Statements to Shareholders of the Company which can be downloaded from our Corporate Website at www.brite-tech.com.

PERSONAL DATA PRIVACY :

By submitting an instrument appointing a proxy(ies) and / or representative(s) to attend, speak and vote at the Company's AGM and/or any adjournment thereof, a member of the Company:-

- consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.