



CEPATWAWASAN GROUP BERHAD

Registration No. 200101000743 (536499-K)
(Incorporated in Malaysia)

NOTIFICATION TO SHAREHOLDERS

Dear Shareholders,

THE TWENTY-FIRST ANNUAL GENERAL MEETING

We refer to our earlier announcement made on 30 August 2021 in relation to the holding of the Twenty-First Annual General Meeting ("21st AGM") of the Company and wish to inform that the 21st AGM of the Company will now be conducted **physically** at the following venue and date:

Date : Thursday, 18 November 2021

Time : 10.00 a.m.

**Venue : Amadeus III, Level 2, Sabah Hotel Sandakan, KM 1, Jalan Utara,
90703 Sandakan, Sabah**

The Notice of the 21st AGM to be held on Thursday, 18 November 2021 together with the proxy form are enclosed.

As the COVID-19 situation continues to evolve, please check the Company's website or announcements from time to time for the latest updates on the status or changes to the 21st AGM arrangements. The Company seeks the understanding and cooperation of all shareholders to minimise the risk of community spread of COVID-19.

Yours faithfully,

Tan Sri Dr. Mah King Thian

Executive Chairman

20 October 2021

NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting of the Company will be held at Amadeus III, Level 2, Sabah Hotel Sandakan, KM 1, Jalan Utara, 90703 Sandakan, Sabah on Thursday, 18 November 2021 at 10.00 a.m. for the following businesses:

<u>AGENDA</u>	<u>Ordinary Resolution No.</u>
1. To lay the audited financial statements of the Company for the financial year ended 31 December 2020 together with the reports of the directors and auditors.	
2. To approve the payment of Directors' fees and benefits of up to RM240,000 for the period from the day after the Annual General Meeting to the next Annual General Meeting.	Resolution 1
3. To re-elect Tan Sri Dr Mah King Thian @ Mah King Thiam who retiring in accordance with Article 103 of the Company's Constitution.	Resolution 2
4. To re-elect Puan Wan Salmah binti Wan Abdullah who retiring in accordance with Article 101 of the Company's Constitution.	Resolution 3
5. To appoint auditors and to authorise the Directors to fix their remuneration.	Resolution 4
6. To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:	
AUTHORITY TO ALLOT SHARES	
"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 allotted pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."	Resolution 5
7. To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:	
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	
"THAT subject to the Companies Act 2016 ("Act"), provisions of the Company's Constitution and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, and other relevant approvals, the Directors of the Company be and are hereby authorised to purchase the Company's ordinary shares ("Shares") through Bursa Securities, subject to the following:	Resolution 6
(a) The maximum number of Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time;	
(b) The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits of the Company;	

NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING (continued)

**Ordinary
Resolution No.**

- (c) The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:
- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM at which this resolution was passed, at which time the authority shall lapse, unless the authority is renewed by an ordinary resolution passed at the next AGM; or
 - (ii) the expiry of the period within which the next AGM of the Company after that date is required to be held; or
 - (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;
- whichever occurs first;
- (d) Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt in the following manner as the Directors of the Company may decide:
- (i) cancel the Shares so purchased; or
 - (ii) retain the Shares so purchased as treasury shares; or
 - (iii) retain part of the Shares so purchased as treasury shares and/or cancel the remainder; or
 - (iv) distribute the treasury shares as dividends to shareholders;
 - (v) resell the treasury shares or any of the shares in accordance with the relevant rules of Bursa Securities;
 - (vi) transfer the treasury shares, or any of the shares for the purposes of or under an employees’ share scheme;
 - (vii) transfer the treasury shares, or any of the shares as purchase consideration; or
 - (viii) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe.

THAT the Directors of the Company be and are hereby authorised to take all such steps and enter into all agreements, arrangements and guarantees with any party or parties as are necessary to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares.”

8. To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:

APPROVAL TO CONTINUE IN OFFICE AS SENIOR INDEPENDENT DIRECTOR

“THAT Datuk Chua Kim Yin who has served the Board as the Senior Independent Non-Executive Director of the Company for a cumulative term of more than twelve years since 21 July 2005 be and is hereby retained as the Senior Independent Non-Executive Director of the Company.”

Resolution 7

APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR

“THAT Mr. Chan Kam Leong who has served the Board as the Independent Non-Executive Director of the Company for a cumulative term of more than twelve years since 2 May 2008 be and is hereby retained as the Independent Non-Executive Director of the Company.”

Resolution 8

NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING (continued)

9. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

KANG SHEW MENG [SSM PC NO. 201908002065]
SEOW FEI SAN [SSM PC NO. 201908002299]
Secretaries

Petaling Jaya

20 October 2021

Notes:-

- (a) Only members whose names appear on the Record of Depositors as at 11 November 2021 shall be entitled to attend, speak and vote at the said meeting or appoint proxies on his/her behalf.
- (b) A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
- (c) A member may appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- (d) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account known as an omnibus account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. Where an exempt authorised nominee appoints more than one (1) proxies, the proportion of the shareholding to be represented by each proxy must be specified.
- (e) If the appointer is a corporation, the Form of Proxy must be executed under its seal or under the hand of its attorney.
- (f) To be valid this form duly completed must be deposited at the Company's Share Registrar's Office at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively at their Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty eight hours (48) hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Note

➤ **Ordinary Resolution 1**

Pursuant to Section 230(1) of the Companies Act 2016 ("Act"), the fees and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The fee and benefits of the Non-Executive Directors of the Group consist of:

- Monthly fixed fee for duties as Non-Executive Director; and
- Meeting allowance for each Board/Board Committee/general meeting attended.

The Directors fee and benefits from the day after the Annual General Meeting until the conclusion of the next Annual General Meeting, is estimated not to exceed RM240,000.

NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING (continued)

➤ **Ordinary Resolution 5**

The proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to allot and issue not more than 10% of the total number of issued shares of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. This authorisation will, unless revoked or varied by the Company in a general meeting, expire at 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 authority granted to the Directors at the Twentieth Annual General Meeting held on 23 July 2020 and which will lapse at the conclusion of the Twenty-First Annual General Meeting.

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

➤ **Ordinary Resolution 6**

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to continue to purchase the Company's shares up to ten percent (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained earnings of the Company. Further information on the Proposed Renewal of the Share Buy-Back Authority is set out in the Share Buy-back Statement dated 26 April 2021 which has despatched together with Company's Annual Report 2020.

➤ **Ordinary Resolution 7**

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Datuk Chua Kim Yin who has served as Senior Independent Director of the Company for a cumulative term of more than twelve years.

Besides being an Associate Member of Certified Practising Accountant Australia, Datuk Chua Kim Yin as a senior Partner in a Sabah law firm has good knowledge and experience on the law in that State where the Group operates. He has vast experience in a diverse range of business matters from his profession. He has been with the Company for more than twelve years and is well versed with its business operations. The Board is of the opinion that he has brought and will continue to bring positive contributions to the Group through his area of expertise and his understanding of its business operations.

Thus, the Board recommends him to continue to act as Independent Director of the Company.

The Company would apply the two-tier voting process in seeking shareholders' approval to retain Independent Director beyond twelve years of tenure as cited by the Malaysian Code on Corporate Governance.

➤ **Ordinary Resolution 8**

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr. Chan Kam Leong who has served as Independent Director of the Company for a cumulative term of more than twelve years.

Mr. Chan Kam Leong has more than 45 years of experience in civil and structural engineering consultancy, being a winner of Tan Sri Hj Yusoff Prize for publishing an outstanding paper for The Institution of Engineers, Malaysia. He has a good understanding of the Company's operations and has always provided valuable technical guidance. He has been with the Company for more than twelve years and is familiar with its business operations.

The Board is of the opinion that he has brought and will continue to bring positive contributions to the Group through his area of expertise and his understanding of its operations and recommends him to continue to act as Independent Director of the Company.

The Company would apply the two-tier voting process in seeking shareholders' approval to retain Independent Director beyond twelve years of tenure as cited by the Malaysian Code on Corporate Governance.

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Form of Proxy

CDS Account No.	No of Shares Held

I/We _____ (BLOCK LETTERS)

NRIC No./Passport No./Company No. _____ of

being (a) Member(s) of CEPATWAWASAN GROUP BERHAD [200101000743 (536499-K)] hereby appoint the following person(s):

Name of proxy & NRIC No./Passport No. **No. & % of shares to be represented by each proxy**

1. _____
2. _____

or failing him/her,

1. _____
2. _____

or failing him/her, THE CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the Twenty-First Annual General Meeting of the Company to be held at Amadeus III, Level 2, Sabah Hotel Sandakan, KM 1, Jalan Utara, 90703 Sandakan, Sabah on Thursday, 18 November 2021 at 10.00 a.m. and at any adjournment thereof and to vote as indicated below:-

	FOR	AGAINST
ORDINARY RESOLUTION 1		
ORDINARY RESOLUTION 2		
ORDINARY RESOLUTION 3		
ORDINARY RESOLUTION 4		
ORDINARY RESOLUTION 5		
ORDINARY RESOLUTION 6		
ORDINARY RESOLUTION 7		
ORDINARY RESOLUTION 8		

Please indicate with an "X" in the space above on how you wish to cast your vote. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fit.

Signed this _____ day of _____, 2021

Signature/Seal of Member

Notes:

- (a) Only members whose names appear on the Record of Depositors as at 11 November 2021 shall be entitled to attend, speak and vote at the said meeting or appoint proxies on his/her behalf.
- (b) A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
- (c) A member may appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- (d) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account known as an omnibus account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. Where an exempt authorised nominee appoints more than one (1) proxies, the proportion of the shareholding to be represented by each proxy must be specified.
- (e) If the appointer is a corporation, the Form of Proxy must be executed under its seal or under the hand of its attorney.
- (f) To be valid this form duly completed must be deposited at the Company's Share Registrar's Office at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively at their Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty eight hours (48) hours before the time appointed for holding the meeting or any adjournment thereof.



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CEPATWAWASAN GROUP BERHAD

200101000743 (536499-K)

c/o Tricor Investor & Issuing House Services Sdn Bhd

Unit 32-01, Level 32, Tower A,

Vertical Business Suite, Avenue 3,

Bangsar South, No. 8, Jalan Kerinchi,

59200 Kuala Lumpur.

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Cepatwawasan Group Berhad

Registration No. 200101000743 (536499-K)

(Incorporated in Malaysia)

Administrative Guide for the Twenty-First Annual General Meeting (“21st AGM”)

Dear Valued Shareholders of Cepatwawasan Group Berhad

General Meeting Arrangements

Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 21st AGM at short notice. Kindly check the Company’s website or announcements from time to time for the latest updates on the of our 21st AGM arrangement.

Coronavirus Disease (COVID-19) Outbreak

1. In light of the COVID-19 outbreak, shareholders/proxies are encouraged to take all the necessary precautions and preventive measures issued and directed by the Ministry of Health before attending our 21st AGM.
2. If you have travelled overseas or if you are unwell with sore throat/fever/flu/cough/shortness of breath, you are required to comply with the directives issued by the Malaysia Government to self-quarantine or seek medical advices.
3. All attendees which were screened and tested positive or is believed to be suffering from pneumonia symptoms (which include fever, cough, breathlessness) would be advised by our personnel to leave the premise and seek medical attention immediately. All attendees are advised to sanitise their hands and wear face mask before entering. Wearing a face mask throughout the AGM proceedings is compulsory.
4. In view of COVID-19 outbreak and given that your safety is the Company’s priority, the Company has taken below precautions measures to contain the spread of the COVID-19 to ensure the safety of attendees at the 21st AGM:
 - a) Shareholders especially outstation shareholders and shareholders aged 61 and above are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote on behalf at the forthcoming AGM. You may submit your proxy forms with pre-determined voting instructions for the Chairman to vote on behalf. If you would like to raise any questions in relation to the Resolutions laid out in the AGM, you may email your questions to pa@Cepatgroup.com by 16 November 2021, 5.00 p.m. and the Company would attend to your queries soonest possible via email.
5. Only individuals who completed full vaccination (as defined by Majlis Keselamatan Negara) are allowed to physically attend the AGM. At the AGM, the attendees are required to show their fully vaccinated status through MySejahtera Application and undergo a temperature screening. You will not be allowed to enter the meeting venue if you have the symptoms as stated in 2 above or having a body temperature above 37.5 °C. All attendees are advised to sanitize their hands and wear face mask before entering.
6. Shareholders are encouraged to keep abreast with the latest news released by the authority regarding travelling, self-quarantine, other health and safety precautions from time to time.

Cepatwawasan Group Berhad

Registration No. 200101000743 (536499-K)
(Incorporated in Malaysia)

Administrative Guide for the Twenty-First Annual General Meeting (“21st AGM”)

No Lunch, Refreshment nor Door Gift

There will be no lunch, refreshment nor door-gift provided for this year’s AGM.

Pre-registration to attend the AGM of the Company

Due to social distancing requirements, the Company has to manage the number of shareholders/proxies to the AGM. In order to assist the Company in managing the turnout for the meeting and to ensure compliance with the directives or guidelines on public gathering/event issued by the government and other relevant authorities, shareholders/proxies who wish to attend in person must pre-register with our Share Registrar via its TIIH Online website at <https://tiih.online>. Kindly refer below:

- (a) After the release of the Notice of Meeting, login into TIIH Online website with your username (i.e. email address) and password under the “e-Services”. If you have not registered as a user of TIIH Online, please refer to the tutorial guide posted on the homepage for assistance to sign up.
- (b) Select the corporate event: “**(REGISTRATION) Cepatwawasan 21st AGM**”.
- (c) Read and agree to the Terms & Conditions and confirm the Declaration.
- (d) Insert your CDS account number and indicate your number of securities. Select to register your attendance physically at the meeting venue.
- (e) Review and confirm your registration.
- (f) Print registration form for your record

Poll Voting

1. In accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the 21st AGM will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
2. During the verification of votes by the Independent Scrutineer, all shareholders and proxies are required to maintain social distancing of 1 meter.
2. Upon completion of the voting session for the 21st AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

Cepatwawasan Group Berhad

Registration No. 200101000743 (536499-K)
(Incorporated in Malaysia)

Administrative Guide for the
Twenty-First Annual General Meeting (“21st AGM”)

Annual Report 2020 & Share Buy-Back Statement

1. The Company’s Annual Report 2020, Notice of 21st AGM, Proxy Form, Share Buy-Back Statement and Administrative Guide are available on the following websites:
 - a) <https://www.bursamalaysia.com>
 - b) <https://www.cepatgroup.com>
2. If you wish to request for a printed copy of the Annual Report 2020 and/or Share Buy-Back Statement, please complete and send the Request Form that can be downloaded from the Company’s website at <https://www.cepatgroup.com> and email the same to the Share Registrar.
3. Kindly think of the environment before you decide to print the Annual Report 2020 and/or Share Buy-Back Statement. We would appreciate your support by going paperless as part of the Company “Go Green” initiative to help protect the environment for current and future generations

Enquiry

1. If you have any enquiries on the above, please contact the following person-in-charge during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General/Fax No/Email: +603 - 2783 9299 / +603 - 2783 9222 / is.enquiry@my.tricorglobal.com

Ms Lim Lay Kiow : +603 - 2783 9232 / Lay.Kiow.Lim@my.tricorglobal.com

Pn. Zakiah Wardi : +603 - 2783 9287 / Zakiah@my.tricorglobal.com

Mr Keith Lim : +603 - 2783 9240 / Keith.Lim@my.tricorglobal.com