



CE TECHNOLOGY BERHAD

Company Registration No. 200201018747 (586410-P)
(Incorporated in Malaysia)

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second (22nd) Annual General Meeting ("AGM") of CE Technology Berhad ("the Company") will be held at the Aman Conference Room, 11528, Jalan Logam 4, Kawasan Perindustrian Kamunting Raya, 34600 Kamunting, Taiping, Perak on Friday, 27 December 2024 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 2024 together with the Reports of the Directors and Auditors thereon. *(Please refer to Note 2)* **Resolution 1**
- To re-elect Dr. Chen Boon Heow who retires pursuant to Clause 138 of the Company's Constitution and being eligible, has offered himself for re-election. *(Please refer to Note 3)* **Resolution 2**
- 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 for the period from the conclusion of this AGM until the next AGM of the Company to be held in year 2025. *(Please refer to Note 4)* **Resolution 3**
- To approve the single tier final dividend of RM0.0010 per ordinary share in respect of the financial year ended 31 July 2024. *(Please refer to Note 5)* **Resolution 4**
- 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. *(Please refer to Note 6)* **Resolution 5**
- To transact any other ordinary business of which due notice shall have been given.

AS SPECIAL BUSINESS: -

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

- Ordinary Resolution - Authority for Directors to issue and allot shares and Waiver of pre-emptive rights** **Resolution 5**

"**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 annual general meeting of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with Clause 20 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to this mandate."

(Please refer to Note 7)

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that a single tier final dividend of RM0.0010 per ordinary share in respect of the financial year ended 31 July 2024 will be payable on 15 January 2025 to the Depositors who are registered in the Record of Depositors at the close of business on 31 December 2024, if approved by the shareholders of the Company at the 22nd AGM on 27 December 2024.

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 31 December 2024 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,

YEOW SZE MIN (SSM PC No. 201908003120, MAICSA 7065735)

LOW SEOW WEI (SSM PC No. 202008000437, MAICSA 7053500)

Company Secretaries

Dated: 29 November 2024

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, Lebuh Farquhar, 10200 George Town, 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 **19 December 2024** (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 2024

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: Re-election of Director

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, Dr. Chen Boon Heow has consented to his re-election.

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

Pursuant to Clause 149 of the Constitution of the Company, the fees and any benefits payable to Directors shall be subject to annual shareholder approval at a General Meeting.

The proposed Ordinary Resolution 2, if passed, is to facilitate the payment of Directors' fees and benefits on a quarterly basis in arrears after completed service of the Directors and/or as when incurred for financial year 2025/2026.

The proposed Directors' fees of RM80,000.00 are derived based on the estimated duration of 12 months from the conclusion of this AGM until the next AGM of the Company in December 2025, on assumption that all Directors of the Company will remain in office until the next AGM. In the event that the proposed Directors' fees are insufficient due to the 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. While the proposed benefits include Directors and Officers Liability Insurance.

5. Item 4 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.

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 Sections 132(2) and (3) of the Act, before considering the amount of final dividend and recommending the same for shareholders' approval.

6. Item 5 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 2025. 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 and Waiver of pre-emptive rights

The Ordinary Resolution proposed herein is primarily to seek for a renewal of 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.

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 last AGM held on 22 December 2023 which will lapse at the conclusion of the 22nd AGM.

The waiver of pre-emptive rights will allow the Board of Directors to issue new ordinary shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.