



CPE Tech®

CPE TECHNOLOGY BERHAD
(Registration No.: 202101015732 (1416032-X))

NOTICE OF THIRD ANNUAL GENERAL MEETING (3RD AGM)

NOTICE IS HEREBY GIVEN THAT the 3rd Annual General Meeting of CPE Technology Berhad will be conducted fully virtual through live streaming and online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd via TIH Online website at <https://tjih.online> (Domain registration number with MYNIC-DIA282781) on **Friday, 13 December 2024 at 10.00 a.m.** for the following purposes:

AGENDA

ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 and the Reports of the Directors and Auditors thereon. (Please refer Explanatory Note 1)
- To approve the payment of Directors' fees of RM418,020 for the financial year ended 30 June 2024. (Resolution 1)
- To approve the payment of Directors' benefits payable to the Directors of the Company up to an approximate amount of RM2,363,898 from the close of 3rd Annual General Meeting until conclusion of the 4th Annual General Meeting in year 2025. (Resolution 2)
- To re-elect the following Directors who retire by rotation pursuant to Clause 76(3) of the Company's Constitution. (Resolution 3)
 - Mr Ang Seng Wong (Resolution 4)
 - Mr Mu Woon Chai (Resolution 5)
 - Ms Lai Hooi Yim (Resolution 6)
- To re-appoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

SPECIAL BUSINESS:

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

- ORDINARY RESOLUTION 1**
AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 (Resolution 7)
"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of the relevant regulatory authorities, where such approval is required, the Directors be and are hereby authorised to issue and allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose 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 during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."
7. To transact any other business of which due notice shall have been given.

By Order of the Board

CPE TECHNOLOGY BERHAD

WONG CHEE YIN (f) (MAICSA7023530)

(SSM Practising Certificate No. 202008001953)

Company Secretary

Johor Bahru

30 October 2024

NOTES

- An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 if the online platform located in Malaysia and all meeting participants including Chairman of the meeting, board members, senior management and shareholders are to participate in the meeting online. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 3rd AGM via the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV in the Administrative Guide for the 3rd AGM and take note of procedure below in order to participate remotely via RPV.
- For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as of 04 December 2024. Only a member whose name appears in this Record of Depositors shall be entitled to participate in this AGM via RPV or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to participate via RPV at the 3rd AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her stead. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to participate at the 3rd AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the Annual General Meeting.
- Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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 ("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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- A member who has appointed a proxy or attorney or authorised representative to participate at the 3rd AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIH Online website at <https://tjih.online>. Please refer to the procedures for RPV in the Administrative Guide for the 3rd AGM.
- The appointment of a proxy may be made in a hard copy form or by electronic means shall be deposited in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - In hard copy form:
 - By hand or post to the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or its the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan
 - By electronic means:
 - The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tjih.online>. Kindly refer to the Administrative Guide for the 3rd AGM on the procedures for electronic lodgement of proxy form via TIH Online.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is **Wednesday, 11 December 2024 at 10.00 a.m.**
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES

ORDINARY BUSINESS:

1. ITEM 1 OF THE AGENDA

AUDITED FINANCIAL STATEMENTS FOR FINANCIAL YEAR ENDED 30 JUNE 2024

The Audited Financial Statements under this Agenda item is meant for discussion only as the provision of Section 248(1) and Section 340(1)(a) of the Companies Act 2016 (the "Act") does not require a formal approval of the shareholders and hence this Agenda item is not put forward for voting by shareholders of the Company.

2. ITEM 2 AND 3 OF THE AGENDA RESPECTIVELY

RESOLUTION 1 – DIRECTORS' FEES

RESOLUTION 2 – DIRECTORS' BENEFITS

In compliance with Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

- Resolution 1** on payment of Directors' Fees in respect of the financial year ended 30 June 2024; and
- Resolution 2** on payment of Directors' benefits with effect from the 3rd AGM 2024 to the 4th AGM 2025 of the Company.

The Directors' benefits payable would comprise of directors' fees, salaries, meeting allowances, and statutory contributions from the close of the 3rd AGM 2024 until the conclusion of the 4th AGM 2025.

3. ITEM 3 OF THE AGENDA

RESOLUTIONS 3, 4 AND 5 – RE-ELECTION OF DIRECTORS

Mr. Ang Seng Wong, Mr. Mu Woon Chai, and Ms. Lai Hooi Yim are subject to retirement by rotation as directors of the Company and, being eligible, have offered themselves for re-election at the 3rd AGM 2024.

The Board has through the Nomination and Remuneration Committee, considered, and assessed the retiring Directors and agreed that they meet the qualification of Directors as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities and have the character, experience, integrity, competence and time to effectively discharge their roles as Directors.

4. ITEM 5 OF THE AGENDA

RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS

The Board has through the Audit and Risk Management Committee, considered the re-appointment of Messrs. PricewaterhouseCoopers PLT as External Auditors of the Company. The factors considered by the Audit and Risk Management Committee in making the recommendation to the Board to table the re-appointment of Messrs. PricewaterhouseCoopers PLT at the forthcoming Annual General Meeting, included an assessment of the Auditors' independence and objectivity, calibre and quality process/performance.

SPECIAL BUSINESS:

5. ITEM 5 OF THE AGENDA

RESOLUTION 6 - AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The Ordinary Resolution proposed under Resolution 6 is the renewal of the mandate obtained from the members at the Extraordinary General Meeting held on 06 December 2023 ("the Previous Mandate").

The Ordinary Resolution proposed under Resolution 6, if passed would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital, and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire of the conclusion of the next Annual General Meeting of the Company.