



**CONCRETE ENGINEERING PRODUCTS BERHAD**  
Registration No. 198201008420 (88143-P)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN that the Thirty-Sixth Annual General Meeting ("36th AGM") of Concrete Engineering Products Berhad ("CEPCO" or the "Company") will be held on fully virtual and entirely via remote participation and voting at Broadcast Venue: 22nd Floor Menara KH (Promet), Jalan Sultan Ismail, 50250 Kuala Lumpur, on Wednesday, 13 January 2021 at 10:00 a.m. for the following purposes:**

### AGENDA

#### ORDINARY BUSINESS

- To lay before the meeting the Audited Financial Statements for the financial year ended 31 August 2020 together with the Reports of the Directors and the Auditors thereon.
- Ordinary Resolution 1**  
To approve the payment of Directors' fees in respect to the financial year ended 31 August 2020.
- Ordinary Resolution 2**  
To re-elect Dato' Ir Dr Abdul Aziz bin Arshad who retires by rotation pursuant to Article 96 of the Company's Constitution, and being eligible, offers himself for re-election.
- Ordinary Resolution 3**  
To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.

#### SPECIAL BUSINESS

- Ordinary Resolution 4**  
**Retention of Mr Dennis Xavier as Independent Non-Executive Director**

"THAT authority be and is hereby given to Mr Dennis Xavier who has served as an Independent Non- Executive Director of the Company for a cumulative term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company until the conclusion of the next AGM."

- Ordinary Resolution 5**  
**Authority to Allot and Issue Shares Pursuant to the Malaysian Companies Act 2016**

"THAT subject to the Companies Act, 2016 ("the Act"), the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution, Additional Temporary Relief Measures to Listed Corporations for Covid-19, issue by Bursa Securities on 16 April 2020 and subject to the approvals of the relevant governmental/regulatory authorities, if required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to allot shares in the Company, grant rights to subscribe for shares in the Company, at any time 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 does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("20% General Mandate"); AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities; AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

#### OTHER BUSINESS

- To transact any other business of which due notice shall have been given.

#### By order of the Board

**NORAKHMAR BINTI BAHAROM (LS 0001698)**

Secretary  
Kuala Lumpur  
14 December 2020

#### NOTES:

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be at the main venue. No shareholders/proxies from the public will be physically present at the meeting. Shareholders who wish to participate the AGM will therefore have to register via the link, <https://vps.megacorp.com.my/V4V0Y7T>. Kindly refer to the annexure of the Administrative Details for further information.
- The AGM will be conducted on fully virtual and entirely via remote participation and voting at Broadcast Venue, the Members are advised to refer to the Administrative Guides for the procedures to register and participate and vote in the virtual 36th AGM.
- A member whose name appears in the Record of Depositors as at 7 January 2021 shall be regarded as Member of the Company entitled to attend the 36th AGM or appoint a proxy to attend and vote on his/her behalf.
- A member may appoint up to two (2) proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its Common Seal or signed by an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at 22nd Floor Menara KH (Promet), Jalan Sultan Ismail, 50250 Kuala Lumpur or email: AGM-support.CEP@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- Any alteration in the Form of Proxy must be initialled.
- All the Resolutions set out in the Notice of the 36th AGM will be put to a vote by poll pursuant to Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities.

#### EXPLANATORY NOTES ON ORDINARY BUSINESS

##### 1. Audited Financial Statements

The Audited Financial Statements for the financial year ended 31 August 2020 and the Reports of the Directors and Auditors thereon are for discussion only and hence no shareholders' approval is required under Section 340(1)(a) of the Act.

##### 2. Resolution 1 - Directors' Fees

Section 230(1) of the Act provides that 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. The Board agreed that the shareholders' approval shall be sought at the 36th AGM on the Directors' fees.

##### 3. Resolution 2 - Re-appointment of Dato' Ir Dr Abdul Aziz bin Arshad

Pursuant to Section 205(3)(b) of the Act and in accordance to Article 96 of the Company's Constitution provides that the Director shall retire from office by rotation, and be eligible for re-election.

The Board has recommended that Dato' Ir Dr Abdul Aziz bin Arshad be re-appointed as Director of the Company.

##### 4. Resolution 3 - Re-appointment of Auditors

The Board has recommended that Messrs Ernst & Young be re-appointed as Auditors of the Company.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

##### 5. Resolution 4 - Retention of Mr Dennis Xavier as Independent Non-Executive Director

Mr Dennis Xavier have served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. In line with the Malaysian Code on Corporate Governance, upon assessment and recommendation of Nominating Committee, the rest of the Board members are of the unanimous opinion that Mr Dennis Xavier should continue to act as Independent Non-Executive Director of the Company based on the following justification:

- He fulfills the criteria as Independent Director as defined in the Listing Requirements of Bursa Securities, and are therefore able to bring independent and objective judgement to the Board.
- His vast experience in business and legal background enable him to provide the Board with a diverse set of expertise, skills, and competence.
- He understands the Company's business operations, which allow him to participate actively and contribute positively during deliberations or discussions at both the Committee and Board meetings.
- He devotes sufficient time and effort and attend all the Committees and Board Meetings for informed and balanced decision making.
- He exercises due care as Independent Director of the Company and carry out their professional and fiduciary duties in the interest of the Company and its shareholders.

##### 6. Resolution 5 - Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Malaysian Companies Act 2016

The proposed Ordinary Resolution 5 is a renewal general mandate and if passed, will empower the Directors of the Company to allot and issue new shares in the Company under Section 75 and 76 of the Act ("General Mandate"). Bursa Securities had vide its letter dated 16 April 2020, allowed a listed corporation to seek higher general mandate under paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities from the existing ten per centum (10%) to not more than twenty per centum (20%) of the total number of issued share capital of the Company ("20% General Mandate") for such purposes as the Directors of the Company consider would be in the interest of the Company.

This 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated.

The Directors of the Company, after due consideration, is of the opinion that in the face of unprecedented challenges to the Company brought by Covid-19 pandemic, this 20% General Mandate will enable the Company further flexibility to raise funds expeditiously other than incurring additional interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow and achieve a more optimal capital structure.

Any funds raised from this 20% General Mandate is expected to be used as working capital to finance day-to-day operational expenses, on-going projects or future projects/ investments to ensure the long-term sustainability of the Company. The Directors, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company.

As of 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 15 January 2020 and which will lapse at the conclusion of the 36th AGM.

The Renewed Mandate will enable the Directors to take swift action in case of, inter alia, a need for corporate exercises, or in the event of business opportunities, or other arising circumstances which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.



## CONCRETE ENGINEERING PRODUCTS BERHAD

### ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL 36TH ANNUAL GENERAL MEETING ("36th AGM")

<b>Day/Date</b>	<b>:</b>	<b>Wednesday, 13 January 2021</b>
<b>Time</b>	<b>:</b>	<b>10:00 a.m.</b>
<b>Broadcast Venue</b>	<b>:</b>	<b>22nd Floor Menara KH (Promet), Jalan Sultan Ismail, 50250 Kuala Lumpur</b>



#### MODE OF MEETING

In light of the COVID-19 outbreak and as part of our safety measures, the 36th AGM of Concrete Engineering Products Berhad ("CEPCO" or the "Company") will be conducted on a fully virtual basis via live streaming and online voting from the Broadcast Venue. This is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (subsequently revised on 13 October 2020).

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. No shareholders/proxies should be physically present at the Broadcast Venue on the day of the 36th AGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual 36th AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

#### DIGITAL BALLOT FORM ("DBF") VOTING PROCEDURES

As no shareholder/proxies should be physically present at the Broadcast Venue, shareholders/proxies who wish to participate the 36th AGM will have to register online and attend remotely. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Webinar session to participate at the 36th AGM online:

- a) Open this link <https://vps.megacorp.com.my/V4V0YT> or scan the QR code above and submit all the details requested at least twenty four (24) hours before the time of the 36th AGM.
- b) Only shareholders are allowed to register their details online. Shareholders can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.
- c) Alternatively, you may deposit your Form of Proxy at 22nd Floor Menara KH (Promet), Jalan Sultan Ismail, 50250 Kuala Lumpur or email AGM-support.CEP@megacorp.com.my not less than forty-eight (48) hours before the time for holding the 36th AGM or at any adjournment thereof.
- d) For corporate shareholders / nominee accounts, please follow step 3 above.
- e) The Poll Administrator will e-mail a copy of your DBF to you to participate and vote at the meeting once they have verified your details.
- f) Registered shareholders/proxies would receive 2 emails:
  - i. Webinar session link (to join the virtual meeting)
  - ii. DBF (for remote voting purposes)

## **POLL VOTING**

The voting will be conducted by poll in accordance with Paragraph 8.31A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed MegaCorp as Poll Administrator to conduct the poll by way of electronic voting and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of the 36th AGM, e-voting will be carried out via your digital devices (e.g., Computer/ Mobile Phone/Tablets). The DBF itself is self-explanatory. Please carefully read the instructions on the e-mail from Webinar Master to familiarise yourself with the steps needed to exercise your rights at the 36th AGM.

Shareholders/proxies can proceed to vote on the resolutions and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the 36th AGM, the Scrutineers will verify the poll results after which the Chairman of the 36th AGM will announce the results of the resolutions.

## **RECORD OF DEPOSITORS FOR THE AGM**

The date of Record of Depositors for the 36th AGM is 7 January 2021. As such, only members whose names appear in the Record of Depositors as at 7 January 2021 shall be eligible to attend, participate, speak and vote at the 36th AGM.

## **NO REFRESHMENTS AND NO DOOR GIFTS**

There will be no distribution of refreshments and door gifts for the AGM of the Company.

## **ENQUIRY**

If you have any enquiries prior to the AGM, please contact the following persons during office hours:

### **Concrete Engineering Products Berhad**

Contact Person : Cik Aisah Ahmad  
Telephone No. : (03) 2144 4446  
Facsimile No. : (03) 2141 8463  
E-mail : registrar@cepco.com.my

### **Poll Administrator**

Mega Corporate Services Sdn Bhd  
Contact Person : Mr. Alfred Devan John  
Encik Norhisham Abdul Hamid  
Telephone No. : (03) 2692 4271 / 26948984  
Facsimile No. : (03) 2732 5388  
E-mail : AGM-support.CEP@megacorp.com.my