

RED IDEAS

HOLDINGS BERHAD

[Registration No. : 201701020066 (1234231-M)]
(Incorporated in Malaysia)

NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE BE AND IS HEREBY GIVEN for the 3rd Annual General Meeting of RED IDEAS HOLDINGS BERHAD ("the Company") to be held at the Multi Purpose Hall, Sunway Palazzio Condo, Jalan Sri Hartamas 3, Taman Sri Hartamas, 50480 Kuala Lumpur, Malaysia, on Monday, 21st September 2020, at 10.30 a.m. for the following purposes:-

1. To receive the Audited Financial Statements for the financial year ended 31st December 2019 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees and benefits of RM84,000 for the financial year ending 31st December 2020.
3. To re-elect Mr. Loke Tan Chung as the Director who retires by rotation in accordance with Article 114 of the Constitution of the Company and being eligible, offers himself for re-election.
4. To re-elect Mr. Lim Kee Choon as the Director who retires by rotation in accordance with Article 114 of the Constitution of the Company and being eligible, offers himself for re-election.
5. To re-appoint Messrs. Russell Bedford LC & Company (AF 1237) as the Auditors of the Company until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration.

Please refer to Note C(1)

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

SPECIAL BUSINESS:

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

6. **Authority to Directors to allot and issue shares**

Ordinary Resolution 5

"**THAT** subject always to the Companies Act, 2016, the Constitution of the Company and the Leap Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and all other applicable laws, guidelines, rules and regulations, the Directors of the Company be hereby empowered to allot and issue shares in the Company, from time to time, 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 pursuant to this Resolution, must not be more than one hundred percent (100%) of the total number of the issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must not be more than fifty percent (50%) of the total number of issued shares for the time being of the Company, **AND THAT** the Directors be also authorised and empowered to obtain the approval from Bursa Securities, for listing of and quotation for the additional shares so allotted **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, 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

THANABALASINGAM A/L S. MANICKAM (MAICSA 7016657)

HOH LEONG CHING (MAICSA 7006654)

Secretaries

Kuala Lumpur, Malaysia

Dated: 28th August 2020

NOTES:

1. Members are to refer to the Administrative Guide for the procedure to register and participate and vote in the 3rd Annual General Meeting of the Company.
2. A member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint up to one (1) proxy to attend and vote in his/her stead. The proxy may but need not be a member of the Company and the proxy so appointed shall have the same rights as the member to speak at the Meeting.
3. In the case of a corporate member, the instrument appointing a proxy shall be either under its Common Seal or signed under hand by its attorney or by an officer of the corporation duly authorised in that behalf.
4. Where a member of the Company is an authorised exempt nominee, which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), may appoint proxy in respect of each omnibus account it holds.
5. Where a member of the Company is an authorised nominee as defined in accordance with the provisions of 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.
6. Only Depositors whose names appear in the Record of Depository of the Company as at 14th September 2020, shall be regarded as members and shall be entitled to attend, speak and vote at the 3rd Annual General Meeting.
7. The appointment of proxy shall not be valid unless he specifies the proportions of the shareholdings to be represented by each proxy.
8. For validity purposes, the duly completed Proxy Form must be deposited at the Registered Office of the Company at 54B, Damai Complex, Jalan Lumut, 50400 Kuala Lumpur, Malaysia, not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
9. All resolutions as set out in this Notice of Annual General Meeting are to be voted by way of poll and the results of the poll shall be verified by an appointed Independent Scrutineers.

A. General Meeting Record of Depositors

For the purpose of determining who shall be entitled to attend the Meeting, the Company shall request from Bursa Malaysia Depository Sdn Bhd, to make available to the Company, pursuant to Article 78 of the Constitution of the Company and Rule 6.11(3) of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 14th September 2020 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the Meeting.

B. Explanatory Notes:-

1. Agenda No. 1

Audited Financial Statements for the financial year ended 31st December 2019

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 from members of the Company. Hence, Agenda No. 1 is not put forward for voting.

2. Agenda No. 2

Ordinary Resolutions 1 & 2 - Directors' Fees and Benefits

Pursuant to Section 230(1) of the Companies Act, 2016, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting.

The Board agreed that the shareholders' approvals shall be sought at the 3rd Annual General Meeting for the payment of the Directors' fees and benefits in respect of the financial year ended 31st December 2020 under Ordinary Resolution 1.

3. Agenda No. 6

Ordinary Resolution 6 - Authority to Directors to allot and issue shares

The general mandate is proposed for the purpose of granting a general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016. The proposed Resolution 6, if passed, will give the Directors, the authority to issue and allot ordinary shares in the Company, for such purposes as the Directors consider would be in the interest of the Company and also to avoid any delay and cost involved in convening a general meeting to approve such issue of shares. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law, to be held, whichever is earlier. The General Mandate is to provide flexibility to the Company for any possible fundraising exercises, including but not limited to placement of new shares for the purposes of funding current and/or future investment project(s), working capital, repayment of borrowings and/or acquisition(s).

As at the date of this Notice, no new shares were issued pursuant to the general mandate granted to the Directors of the Company at the last Annual General Meeting held on 14th June 2019, which will lapse at the conclusion of the 3rd Annual General Meeting to be held on 21st September 2020.

ADMINISTRATIVE GUIDE

THIRD ANNUAL GENERAL MEETING OF RED IDEAS HOLDINGS BERHAD (“the Company”) (“3rd AGM”)

Date : Tuesday, 21 September 2020
Time : 10.30 a.m.
Meeting Venue : Multi Purpose Hall, Sunway Palazzio Condo, Jalan Sri Hartamas 3, Taman Sri Hartamas, 50480 Kuala Lumpur

1. Safety Measures due to Covid-19 Outbreak

- a. In light of the Covid-19 outbreak, shareholders/proxies are encourage to abide and take all the necessary precautions and preventive measures including the Standard Operating Procedures (SOP) for government and private events, including meetings as issued by the Ministry of Health, the Malaysian National Security Council and other relevant authorities before attending the 3rd AGM.
- b. Shareholders are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote for and on behalf at the 3rd AGM. You may submit your Proxy Form to the registered office (within forty-eight (48) hours before the convene of 3rd AGM) with pre-determined voting instructions for the Chairman to vote for and on your behalf.
- c. All attendees will be required to undergo a temperature check upon arrival at the Meeting Venue. You will not be allowed to enter the Meeting Venue if you exhibits any flu-like symptoms or have a body temperature above 37.5 Celsius.
- d. Patient under Investigation and Person under Surveillance are prohibited from attending the 3rd AGM.
- e. Shareholders who are eligible to attend the 3rd AGM are encouraged to register online: <https://tinyurl.com/y2fffybl> prior to the meeting date. All attendees on the meeting date, must register through MySejahtera (or QR Code) or manual registration for those who does not own a smartphone at the Meeting Venue.
- f. All attendees must sanitise their hands and are strongly advised to wear a face mask at the Meeting Venue.
- g. All attendees must observe/maintain social distancing throughout the 3rd AGM process.
- h. The Company reserves the right to limit the total number of physical attendees in the 3rd AGM depending on the capacity of the Meeting Venue.

2. Eligibility to attend based on the Record of Depositors

Only shareholders whose names appear in the Record of Depositors as at 14th September 2020 (“ROD”) shall be entitled to attend or appoint proxy(ies) to attend and vote on his/her behalf.

3. No Refreshment/Food or Door Gift

There will be no refreshment/food or door gift provided at the 3rd AGM.

4. Pre-registration to attend the 3rd AGM

Shareholders are required to register ahead of the 3rd AGM to allow the Company to make the necessary arrangement in relation to the meeting by emailing to polladm.nuc@gmail.com the following information:-

- (i) Full name;
- (ii) Identity Card or Passport number
- (iii) Mobile number; and
- (iv) CDS account number.

After verification of your registration against the ROD, the Share Registrar of the Company will send an email after 14th September 2020 to notify you if your registration has been approved or rejected to attend physically at the meeting venue.

5. Registration on the Meeting Date

Registration will start at 9.30 a.m. on 21st September 2020. Original Mykad or passport is required to be presented during registration for verification at the Meeting Venue. You will not be allowed to register on behalf of another person even with the original MyKad or passport of that person.

6. Updates on 3rd AGM arrangement

Shareholders are reminded to monitor the Company's website or announcements from time to time for the latest updates on the status or changes to the arrangement of the 3rd AGM process (<http://www.redideasholdings.com/>).

7. Enquiry

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

<p>Red Ideas Holdings Berhad The Company Secretaries Tel: 03-40423522 Email : polladm.nuc@gmail.com</p>
