



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 39th Annual General Meeting of the Company will be held at Pinang Room, Hotel Jen Penang, Jalan Magazine, 10300 George Town, Pulau Pinang on Thursday, 19 November 2020 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the year ended 30 June 2020 together with the reports of the Directors and Auditors thereon. *(Please refer to Note A)*
2. To approve the payment of Directors' Fee of up to RM117,000 for the period from 1 December 2020 until the next Annual General Meeting ("AGM") of the Company. *(Resolution 1)*
3. To re-elect the following directors retiring under the respective provision of the Company's Constitution, and who being eligible, offered themselves for re-election:-
 - a) Lim Seat Hoe Paragraph 102 *(Resolution 2)*
 - b) Dato' Ir. Low Keng Kok Paragraph 102 *(Resolution 3)*
4. To approve the benefits payable (excluding Directors' Fees) to the Independent Directors up to an amount of RM15,000 from 1 December 2020 until the next AGM of the Company. *(Resolution 4)*
5. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *(Resolution 5)*

6. AS SPECIAL BUSINESSES

To consider and if thought fit, to pass the following resolution:-

ORDINARY RESOLUTION

Authority to Issue Shares

(Resolution 6)

"That pursuant to Companies Act 2016 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

HOW WEE LING (MAICSA 7033850) / SSM PC No.: 202008000869

OOI EAN HOON (MAICSA 7057078) / SSM PC No.: 202008000734

Secretaries

Penang

Date : 21 October 2020

NOTES:

IMPORTANT NOTICE: In view of the outbreak of COVID-19 which is now a global pandemic, the Company has in place precautionary measure for the 39th AGM in order to safeguard the health of attendees at the AGM. You are requested to read and adhere to the Administrative Guide which can be downloaded from the Company's website or announcement via Bursa website.

- A. *This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 and the Company's Constitution do not require a formal approval of the shareholders and hence, is not put forward for voting.*

Proxy

1. *For the purpose of determining a member who shall be entitled to attend and vote at the 39th AGM, the Company shall be requesting the Record of Depositors as at 9 November 2020. Only a depositor whose name appears on the Record of Depositors as at 9 November 2020 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.*
2. *A member may appoint up to two (2) proxies in relation to the AGM, provided that he specifies the proportion of his shareholdings to be represented by each proxy.*
3. *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.*
4. *The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.*
5. *The instrument appointing a proxy shall be deposited at the Company's Share Registrar's Office at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or submitted via fax at 03-7890 4670 or emailed to bsr.helpdesk@boardroomlimited.com, not less than 48 hours before the time set for holding the meeting or any adjournment thereof. The Proxy appointment may also be lodged electronically via electronic means through the Smart investor portal at <https://boardroomlimited.my>.*

Explanatory Note On Special Business:

Resolution 6 - the Authority to issue Shares

The proposed Resolution No. 6, if passed, will grant a renewed general mandate (Mandate 2020) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company.

The Mandate 2020 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the 38th AGM. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.

Administrative Guide for the 39th AGM

The health and safety of the attendees at the 39th AGM of RGT Berhad (“RGTBHD”) are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the 39th AGM:

1. Shareholders are strongly encouraged to appoint the Chairman of the 39th AGM to act as proxy to attend and vote at the 39th AGM on your behalf by submitting the proxy form with pre-casted voting instruction.
2. Pre-registration of attendance

To enable the Company to make the necessary arrangement at the 39th AGM day, attendees who wish to attend the said AGM in person are required to pre-register your attendance by 17 November 2020, 10:00 a.m. in the following manner:-

STEP 1 (Registration as user)

- Access Boardroom Smart Investor Portal at <https://boardroomlimited.my>
- Click <<Login>> and click <<Register>> to sign up as a user. **This is a ONE-TIME free registration.** If you are already a registered user of Boardroom Smart Investor Portal, you need not register again
- Complete registration with a VALID email address and upload a copy of your MyKAD (front and back in JPG/PNG format only) or Passport (in JPG/PNG format only).
- An email will be sent to you to verify your email address
- Once your email address is verified, your registration will be approved within one (1) business day and you will receive an email notification

STEP 2 (Pre-registration of attendance)

- Log in to <https://boardroomlimited.my>
- At left-menu, click on <<PRE-REGISTRATION>>
- Look for “RGTBHD AGM”, click <<Register>>
- Read and agree to the terms and conditions, click <<Next>>
- Key in your CDS Account Number, click <<submit>>
- You will receive email notification from Boardroom that your request(s) has been received

STEP 3 (Verification)

- Upon system verification against the General Meeting Record of Depositors as at 9 November 2020, you will receive an email either approving or rejecting your pre-registration
- On the day of the 39th AGM, please present your original MyKAD or Passport to the registration staff for verification against the pre-registration attendance list

If you have any enquiry on the pre-registration, please contact our Share Registrar during office hours on Mondays to Fridays, from 9.00 a.m. to 5.00 p.m. (except on public holidays):-

Boardroom Share Registrars Sdn Bhd (Registration Number: 199601006647 (378993-D))
11th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13,
46200 Petaling Jaya,
Selangor Darul Ehsan
Tel: 603 7890 4700
Fax: 603 7890 4670
Email: bsr.helpdesk@boardroomlimited.com

3. In the interest of the public health including the well-being of the participants, the precautionary measures must be followed when attending the 39th AGM in person.
4. Shareholders or proxies who are feeling unwell or have been placed on quarantine orders or Stay-at-home notices or have been in physical contact with a person infected with COVID-19, Patient under Investigation (PUI) or Person under Surveillance (PUS), you are advised to refrain from attending the 39th AGM in person.
5. To minimise the risk of community spread of the COVID-19, we reserve the right to carry out the acts as we deem necessary for the safety of our members, Directors, staff and other stakeholders, to refuse any attendees, shareholders or proxies with COVID-19 symptoms (which include fever, cough, breathlessness) and/or body temperature above 37.5°C and/or displaying symptoms of being unwell from entering the AGM venue.

Administrative Guide for the 39th AGM *(Cont'd)*

6. Health screening counter / 39th AGM Registration Counter:-
 - All attendance MUST wear face mask when entering the hotel/AGM venue and throughout the event
 - Body temperature check will be taken before attendees entering hotel/AGM venue
 - Second temperature check will be taken at outside of the AGM venue before they enter the function hall and require to check-in him / herself through MySejahtera app
 - Hygiene amenities including hand sanitising gels will be available at reception and at other convenient locations in the hotel/AGM venue
 - Social distancing throughout the 39th AGM must be strictly adhered to
7. On the seating arrangement and number of individuals allowed to be present at the AGM venue, we will be guided by the guidelines issued by Government from time to time. Hence, we strongly encourage members to appoint the Chairman of the 39th AGM to act as your proxy to attend and vote at the 39th AGM.
8. If the Shareholders would like to raise any questions in relation to the Resolutions laid out in the 39th AGM, you may email your questions to info@rgt.com.my by 17 November 2020, 5.00 p.m. and the Company would attend to your concerns soonest possible.
9. **NO** door gift will be provided to the shareholders or proxies.
10. Shareholders are encouraged to keep abreast with the latest news released by the authority regarding traveling, self-quarantine, other health and safety precautions from time to time.
11. Shareholders are also reminded to monitor the Company's website and announcements from time to time for any changes to the 39th AGM arrangement.