



RHONE MA HOLDINGS BERHAD
(Registration No. 201401040077 (1116225-A))

NOTIFICATION TO SHAREHOLDERS IN RELATION TO THE CONVERSION OF THE PHYSICAL EXTRAORDINARY GENERAL MEETING WHICH SCHEDULED TO BE HELD ON MONDAY, 18 JANUARY 2021 TO A FULLY VIRTUAL MEETING

Dear Shareholders,

Rhone Ma Holdings Berhad (“**RMH**” or “**the Company**”) had on 31 December 2020 issued a notice notifying that the Extraordinary General Meeting (“**EGM**”) of the Company will be held at Atlanta East, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 18 January 2021 at 10.00 a.m.

In view of the Movement Control Order implemented by the Government of Malaysia in certain States including Selangor Darul Ehsan effective 13 January 2021 to 26 January 2021 to curb the resurgence of Coronavirus (“**Covid-19**”) cases in Malaysia, the Board of Directors (“**Board**”) of the Company has decided to conduct the EGM entirely through live streaming and online remote voting using the Remote Participation and Voting (“**RPV**”) facilities via Vote2U website at <https://web.vote2u.app>. Details of the EGM shall remain unchanged, save for the broadcast venue and meeting platform as set out below:

Boardcast Venue : **Lot 18A, Jalan 241, Seksyen 51A, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia**

Meeting Platform : <https://web.vote2u.app>

The broadcast venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman of the meeting shall be present at the main venue of the meeting and in accordance with Clause 64 of the Company’s Constitution which allows meeting of members to be held within Malaysia at more than one venue, using any technology or method that allows all members a reasonable opportunity to participate and to exercise the members’ right to speak and vote at the general meeting.

Please note that **NO SHAREHOLDERS** from the public should be physically present nor admitted at the broadcast venue on the day of the EGM.

A revised Notice of EGM, Proxy Form and Administrative Guide are attached below and are available on our website at www.rhonema.com. Please take note that the aforesaid documents shall supersede the earlier issued on 31 December 2020. The instrument appointing a proxy that has been deposited at the office of the Share Registrar of our Company, Boardroom Share Registrars Sdn Bhd prior to this Notice of Conversion shall remain valid unless a new instrument superseding the previous deposited instrument (if any) has been deposited at the office of Boardroom Share Registrars Sdn Bhd. The instrument appointing a proxy that has been despatched prior to this Notice of Conversion can still be used as the instrument appointing a proxy for the EGM.

You are advised to check the Company’s announcement(s) at Bursa Malaysia Berhad’s website from time to time for the latest update on the EGM as the Company may not have sufficient time to despatch notification to its shareholders on subsequent changes, if any, in view of the current unprecedented situation.

If you require any assistance, kindly contact our Share Registrar, Boardroom Share Registrars Sdn Bhd at 03-7890 4700 or email to bsr.helpdesk@boardroomlimited.com.

Thank you.

Your faithfully,
Rhone Ma Holdings Berhad

Dato’ Hamzah Bin Mohd Salleh
Chairman
13 January 2021



RHONE MA HOLDINGS BERHAD
(Registration No. 201401040077 (1116225-A))

REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Rhone Ma Holdings Berhad (“**RMH**” or “**Company**”) will be conducted entirely through live streaming from the broadcast venue at Lot 18A, Jalan 241, Seksyen 51A, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“**Broadcast Venue**”) on Monday, 18 January 2021 at 10:00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following Ordinary Resolution, with or without modifications:-

ORDINARY RESOLUTION

PROPOSED ISSUANCE OF UP TO 80,344,000 FREE WARRANTS IN THE COMPANY (“WARRANT(S)”) ON THE BASIS OF 2 WARRANTS FOR EVERY 5 EXISTING ORDINARY SHARES IN THE COMPANY HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER

“**THAT** subject to the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue up to 80,344,000 free warrants in the Company (“**Warrant(s)**”) on the basis of 2 Warrants for every 5 existing ordinary shares in the Company (“**RMH Share(s)**”) held by the entitled shareholders of the Company on an entitlement date to be determined and announced later (“**Entitlement Date**”) in accordance with the provisions of the deed poll constituting the Warrants to be executed by the Company (“**Deed Poll**”) (“**Proposed Issuance of Free Warrants**”).

THAT approval be and is hereby given to the Board to create and issue the Warrants and such additional Warrants as may be required or permitted to be issued as a consequence of the adjustments based on the salient terms of the Warrants as set out in the circular to the shareholders of the Company dated 31 December 2020 (“**Circular**”) and the terms and conditions of the Deed Poll.

THAT any fractional entitlements arising from the Proposed Issuance of Free Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and in the best interest of the Company and its shareholders.

THAT approval be and is hereby given to the Board to fix the exercise price of the Warrants at a later date and that the Board be and is hereby authorised to allot and issue such number of RMH Shares credited as fully paid-up arising from the exercise of the Warrants during the exercise period of the Warrants in accordance with the terms of the Deed Poll.

THAT such new RMH Shares arising from the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing issued RMH Shares, save and except that the new RMH Shares will not be entitled to any dividends, rights, allotment and/or other forms of distribution that may be declared, made or paid where the entitlement date is before the allotment date and issuance of the new RMH Shares arising from the exercise of the Warrants.

THAT the proceeds arising from the exercise of the Warrants, if any, be utilised for the purposes set out in the Circular, and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required.

AND THAT the Directors of the Company be and are hereby empowered and authorised to take all such steps and do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing and/or implementing the Proposed Issuance of Free Warrants with full power to assent to any terms, conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interests of the Company.”

By Order of the Board

TAI YIT CHAN (MAICSA 7009143) (SSM PC No.: 202008001023)

TAN AI NING (MAICSA 7015852) (SSM PC No.: 202008000067)

Company Secretaries

Selangor Darul Ehsan

13 January 2021

Notes:

- (i) *The EGM of the Company will be conducted entirely through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities via Vote2U at <https://web.vote2u.app>. Please refer to the Administrative Guide which is available on the Company’s website at www.rhonema.com for the procedures to register, participate and vote remotely through the RPV facilities.*
- (ii) *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. Members/proxies are **NOT ALLOWED** to be physically present at the Broadcast Venue on the day of the EGM.*
- (iii) *A proxy may but need not be a member.*
- (iv) *To be valid, this form, duly completed must be deposited at the Office of the Company not less than 48 hours before the time for holding the meeting provided that in the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).*
- (v) *A member shall be entitled to appoint not more than 2 proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
- (vi) *Where a member 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.*
- (vii) *If the appointor is a corporation this form must be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised.*
- (viii) *The appointment of proxy may be made in hardcopy form or by electronic means as specified below and must be received by the Company not less than 48 hours before the time for holding the meeting:-*

In hardcopy form

*The instrument appointing a proxy (“**Proxy Form**”) and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited with the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D)) at Ground Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.*

Electronic Proxy Form

Alternatively, the Proxy Form may also be lodged electronically using RPV facilities via Vote2U at <https://web.vote2u.app>. Please refer to the Administrative Guide for further information on electronic submission.

- (ix) *In respect of deposited securities, only members whose names appear on the Record of Depositors on 12 January 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.*

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

REVISED PROXY FORM



RHONE MA HOLDINGS BERHAD
(Registration No. 201401040077 (1116225-A))

*I/We _____
(INSERT FULL NAME IN BLOCK CAPITAL)

NRIC (New)/Company No. _____ of _____
(FULL ADDRESS AND EMAIL ADDRESS)
_____ and telephone no _____

being a member/members of **RHONE MA HOLDINGS BERHAD** (“the Company”), hereby appoint _____

(INSERT FULL NAME IN BLOCK CAPITAL)

NRIC (New) No. _____ of _____
(FULL ADDRESS AND EMAIL ADDRESS)
_____ or failing him/her _____
(INSERT FULL NAME IN BLOCK CAPITAL)

NRIC (New) No. _____ of _____
(FULL ADDRESS AND EMAIL ADDRESS)

or failing him/her, the Chairman of the Meeting as *my/our proxy/proxies to vote for *me/us on *my/our behalf, at the Extraordinary General Meeting of the Company to be conducted entirely through live streaming from the broadcast venue at Lot 18A, Jalan 241, Seksyen 51A, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“**Broadcast Venue**”) on Monday, 18 January 2021 at 10:00 a.m., or at any adjournment thereof. *I/We indicate with an “x” in the space below how *I/we wish *my/our vote to be cast.

AGENDA	FOR	AGAINST
Ordinary Resolution – Proposed Issuance of Free Warrants		

Subject to the abovestated voting instructions, *my/our proxy may vote or abstain from voting on any resolutions as *he/*she/*they may think fit.

Signed this _____ day of _____

Signature of Member / Common Seal

No. of shares held	:	
CDS Account No.	:	
The proportion of my/our shareholdings to be represented by my/our proxies are as follows:-		
First Proxy	:	_____ %
Second Proxy	:	_____ %
		_____ 100 %

*Strike out whichever is not desired.
[Unless otherwise instructed, the proxy may vote as he/she thinks fit.]

Notes:

- (i) *The EGM of the Company will be conducted entirely through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities via Vote2U at <https://web.vote2u.app>. Please refer to the Administrative Guide which is available on the Company’s website at www.rhonema.com for the procedures to register, participate and vote remotely through the RPV facilities.*
- (ii) *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. Members/proxies are **NOT ALLOWED** to be physically present at the Broadcast Venue on the day of the EGM.*
- (iii) *A proxy may but need not be a member.*
- (iv) *To be valid, this form, duly completed must be deposited at the Office of the Company not less than 48 hours before the time for holding the meeting provided that in the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).*
- (v) *A member shall be entitled to appoint not more than 2 proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
- (vi) *Where a member 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.*
- (vii) *If the appointor is a corporation this form must be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised.*
- (viii) *The appointment of proxy may be made in hardcopy form or by electronic means as specified below and must be received by the Company not less than 48 hours before the time for holding the meeting:-*

In hardcopy form

*The instrument appointing a proxy (“**Proxy Form**”) and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited with the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D)) at Ground Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.*

Electronic Proxy Form

Alternatively, the Proxy Form may also be lodged electronically using RPV facilities via Vote2U at <https://web.vote2u.app>. Please refer to the Administrative Guide for further information on electronic submission.

- (ix) *In respect of deposited securities, only members whose names appear on the Record of Depositors on 12 January 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.*

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) the member accepts and agrees to the personal data privacy terms set out in the Revised Notice of EGM dated 13 January 2021.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

THE SHARE REGISTRAR
RHONE MA HOLDINGS BERHAD
(REGISTRATION NO. 201401040077 (1116225-A))
Ground Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Eshan
Malaysia

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RHONE MA HOLDINGS BERHAD
(Registration No. 201401040077 (1116225-A))

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

Date : Monday, 18 January 2021
Time : 10.00 a.m.
Broadcast Venue : Lot 18A, Jalan 241, Seksyen 51A, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
Virtual Meeting accessible at : <https://web.vote2u.app>

In view of the Movement Control Order implemented by the Government of Malaysia in certain States including Selangor Darul Ehsan effective 13 January 2021 to 26 January 2021 to curb the resurgence of Coronavirus (“Covid-19”) cases in Malaysia, the EGM will be held virtually and online remote voting using the Remote Participation and Voting (“RPV”) Facilities via Vote2U website at <https://web.vote2u.app>.

Please note that **NO SHAREHOLDERS** from the public should be physically present nor admitted at the broadcast venue on the day of the EGM. Shareholders whose names appear on the Record of Depositors as at 12 January 2021 and holders of proxy for those shareholders shall participate the virtual EGM and vote remotely at this EGM. In line with the Malaysian Code on Corporate Governance Practice 12.3, this virtual EGM will facilitate greater shareholder’s participation (including posting questions to the Board of Directors and/or Management of the Company) and vote at the EGM without being physically present at the venue. For shareholders who are unable to participate in this virtual EGM, you may appoint proxy(ies) or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Agmo Digital Solutions Sdn. Bhd. via its Vote2U Online website at <https://web.vote2u.app>.

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

Please follow the procedures to participate in RPV as summarized below:

BEFORE EGM DAY

A: REGISTRATION

Shareholders

	Description	Procedure
i.	Shareholders to register with Vote2U online	The registration will open from the day of notice a. Access website at https://web.vote2u.app b. Click “ Sign Up ” to sign up as a user. c. Read the ‘Privacy Policy’ and ‘Terms & Conditions’ and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ on a small box <input type="checkbox"/> . Then click “ Next ”. d. *Fill-in your details (note: create your own password). Then click “ Continue ”. e. Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian). f. Click “ Submit ” to complete the registration g. Your registration will be verified and an email notification will be sent to you. Please check your email.

		<p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>*Check your email address is keyed in correctly. *Remember the password you have keyed-in.</p>
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B: REGISTER PROXY

Shareholders

	Description	Procedure
i.	Submit Form of Proxy (hardcopy)	<p>The closing time to submit your hardcopy Form of Proxy is at Saturday, 16 January 2021 at 10.00 a.m.</p> <p>a. *Fill-in details on the hardcopy Form of Proxy and ensure to provide the following information:</p> <ul style="list-style-type: none"> o MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy o *Email address of the Proxy <p>b. Submit/Deposit the hardcopy Form of Proxy to Boardroom Share Registrars Sdn. Bhd. of Ground Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.</p> <p><u>Note:</u> After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p> <p>*Check the email address of Proxy is written down correctly.</p>
ii.	Electronic lodgement of Proxy Form (e-Proxy)	<p>The closing time to submit your e-Proxy is at Saturday, 16 January 2021 at 10.00 a.m.</p> <p>a. Shareholders to log in to Vote2U with your email address and password that you have registered with Vote2U.</p> <p>b. Select the General Meeting event that you wish to attend.</p> <p>c. Scroll down and click "Register a Proxy".</p> <p>d. Read and indicate your acceptance of the 'Declarations' by clicking on a small box <input type="checkbox"/>. Then click "Next".</p> <p>e. Select/ add your Central Depository System ("CDS") account number and number of shares.</p> <p>f. Click "Appoint Proxy".</p> <p>g. Fill-in the details of your proxy(ies) [ensure email address is valid].</p> <p>h. Indicate your voting instruction should you prefer to do so.</p> <p>i. Thereafter, click "Submit".</p> <p>j. After verification, proxy(ies) will receive an email notification with temporary credentials, i.e. email address and password to log in to Vote2U.</p> <p><u>Note:</u> You need to register as a shareholder before you can register a proxy and submit the e-Proxy form. Please refer above 'A: Registration' to register as shareholder.</p>

ON EGM DAY

A: WATCH LIVE STREAMING

Shareholders & Proxies

	Description	Procedures
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	<p>The Vote2U online portal will open for log in starting from Monday, 18 January 2021 at 9.00 a.m., one (1) hour before the commencement of the EGM.</p> <ol style="list-style-type: none">Login with your email and passwordSelect the General Meeting event (for example, “EGM”).Check your details.Click “Watch Live” button to view the live streaming.

B: ASK QUESTION

Shareholders & Proxies

	Description	Procedures
i.	Ask Question during EGM (real-time)	<p>Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <ol style="list-style-type: none">Click “Ask Question” button to post question(s).Type in your question and click “Submit”. <p>The Chairperson / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the EGM.</p>

C: VOTING REMOTELY

Shareholders & Proxies

	Description	Procedures
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <ol style="list-style-type: none">Click “Confirm Details & Start Voting”.To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click “Next” to continue voting for all resolutions.To change your vote, click “Back” and select another voting choice.After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click “Confirm” to submit your vote. <p>[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]</p>

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

Broadcast Venue

Broadcast Venue means the place where the broadcasting is taking place to transmit or air the meeting online. It could be a studio or a meeting room.

Shareholders and proxies are **NOT ALLOWED** to physically present at the broadcast venue as it is only a place where the meeting is broadcast for transmission online in the present of Chairman, Directors, Chief Executive Officer, Auditors, Company Secretary and senior management.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this EGM.

Enquiry

- a. For enquiry relating to the general meeting, please contact our Share Registrar during office hours (8:30 a.m. to 5:30 p.m.) on Mondays to Fridays as follow:

Telephone No. : 03-7890 4700
Email : bsr.helpdesk@boardroomlimited.com

- b. For enquiry relating to the RPV or encounters issues with the log in, steps to connect to live streaming and online voting:

Email : vote2u@agmostudio.com