



## Ranhill

**RANHILL UTILITIES BERHAD**  
(Registration No.: 201401014973 (1091059-K))  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Ranhill Utilities Berhad (“Ranhill” or “Company”) will be held as a fully virtual meeting via live streaming and online remote voting at Broadcast Venue at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Monday, 28 June 2021 at 3.00 p.m. or immediately after the conclusion or adjournment of the Seventh (7<sup>th</sup>) Annual General Meeting of the Company at 2.00 p.m., whichever is later, for the purpose of considering and if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION BY RANHILL OF 100% EQUITY INTEREST IN RANHILL BERSEKUTU SDN BHD (“RBSB”) FROM RANHILL BERHAD FOR A PURCHASE CONSIDERATION OF RM93,875,000 TO BE SETTLED BY ISSUANCE OF NEW ORDINARY SHARES IN RANHILL UTILITIES BERHAD (“RANHILL”) (“PROPOSED RBSB ACQUISITION”)**

“THAT subject to the passing of Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4 and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given for Ranhill to acquire 15,346,170 ordinary shares in RBSB (“RBSB Shares”) representing 100% equity interest in RBSB from Ranhill Berhad (“RB”) for a purchase consideration of RM93,875,000 to be satisfied by the issuance of 98,815,789 new ordinary shares in Ranhill (“RBSB Consideration Shares”), at an issue price of RM0.95 per Ranhill Share (the “Issue Price”) in accordance with the term and conditions of the share sale agreement (“RBSB SSA”) dated 11 May 2021 entered into between the Company and RB;

**THAT** Ranhill may nominate Ranhill Capital Sdn Bhd (“Ranhill Capital”), a wholly-owned subsidiary of Ranhill to hold the RBSB Shares to be acquired pursuant to the Proposed RBSB Acquisition;

**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company (“Board”) to allot and issue the 98,815,789 ordinary shares in Ranhill (“Ranhill Shares”) at the Issue Price for the purpose of satisfaction of the purchase consideration for the Proposed RBSB Acquisition;

**THAT** the RBSB Consideration Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing Ranhill Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to the shareholders of Ranhill, the entitlement date of which precedes the date of allotment and issuance of the RBSB Consideration Shares;

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixing of the Company’s common seal) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed RBSB Acquisition and with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company.”

#### ORDINARY RESOLUTION 2

**PROPOSED ACQUISITION BY RANHILL OF 51% EQUITY INTEREST IN RANHILL WORLEY SDN BHD (“RWSB”) FROM RANHILL GROUP SDN BHD FOR A PURCHASE CONSIDERATION OF RM117,956,625 TO BE SETTLED BY ISSUANCE OF NEW ORDINARY SHARES IN RANHILL (“PROPOSED RWSB ACQUISITION”)**

“THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 3, Ordinary Resolution 4 and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given for Ranhill to acquire 4,488,309 ordinary shares in RWSB (“RWSB Shares”) representing 51% equity interest in RWSB from Ranhill Group Sdn Bhd (“RGSB”) for a purchase consideration of RM117,956,625 to be satisfied by the issuance of 124,164,868 new Ranhill Shares (“RWSB Consideration Shares”), at the Issue Price in accordance with the term and conditions of the share sale agreement (“RWSB SSA”) dated 11 May 2021 entered into between the Company and RGSB;

**THAT** Ranhill may nominate Ranhill Capital, a wholly-owned subsidiary of Ranhill to hold the RWSB Shares to be acquired pursuant to the Proposed RWSB Acquisition;

**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to allot and issue the 124,164,868 Ranhill Shares at the Issue Price for the purpose of satisfaction of the purchase consideration for the Proposed RWSB Acquisition;

**THAT** the RWSB Consideration Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing Ranhill Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to the shareholders of Ranhill, the entitlement date of which precedes the date of allotment and issuance of the RWSB Consideration Shares;

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixing of the Company’s common seal) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed RWSB Acquisition and with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company.”

#### ORDINARY RESOLUTION 3

**PROPOSED DIVERSIFICATION OF THE BUSINESS ACTIVITIES OF RANHILL AND ITS SUBSIDIARIES TO INCLUDE THE BUSINESS OF INFRASTRUCTURE, CHEMICALS, RESOURCES AND ENERGY SUCH AS PROVISION OF ENGINEERING SERVICES AND PROJECT MANAGEMENT (“PROPOSED DIVERSIFICATION”)**

“THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 4 and the approvals of all relevant authorities (if any) and/or parties being obtained, approval be and is hereby given to the Company to diversify its operations to include the business of infrastructure, chemicals, resources and energy such as provision of engineering services, project management and related activities;

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixing of the Company’s common seal) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Diversification and with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company.”

#### ORDINARY RESOLUTION 4

**PROPOSED EXEMPTION FOR TAN SRI HAMDAN MOHAMAD AND ANY OTHER PERSON ACTING IN CONCERT WITH TAN SRI HAMDAN MOHAMAD FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE THE REMAINING ORDINARY SHARES IN RANHILL NOT ALREADY OWNED BY THEM UPON THE COMPLETION OF THE PROPOSED ACQUISITIONS (“PROPOSED EXEMPTION”)**

“THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3, and subject to the approval from the Securities Commission Malaysia (“SC”) being obtained and/or any other relevant authorities (if any) and/or parties being obtained including such conditions as may be imposed by the SC, approval be and is hereby given for Tan Sri Hamdan Mohamad and his Related Persons Acting in Concert (“Related PAC”) to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining Ranhill Shares not already owned by them upon the RBSB SSA and RWSB SSA becoming unconditional pursuant to Section 218(2) of the Capital Markets and Services Act 2007 and Paragraph 4.01 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions;

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixing of the Company’s common seal) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Exemption and with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company.”

#### By Order of the Board

**LAU BEY LING (MAICSA 7001523) (PC No. 201908004064)**  
**LEONG SHIAK WAN (MAICSA 7012855) (PC No. 202008002757)**

Company Secretaries

Johor Bahru

14 June 2021

#### NOTES:

##### VIRTUAL EGM

1. In light of the constant evolving COVID-19 pandemic and as part of safety measures, Ranhill’s EGM will be held as fully virtual meeting via live streaming and online Remote Participation and Voting (“RPV”) facilities provided by the Company’s Special Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (“TIH”) via its TIH Online website at <https://tiih.online>. This is in line with the Guidance Notes on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and last revised on 1 June 2021. We might be required to change the EGM arrangements at short notice due to the constantly evolving COVID-19 situation in Malaysia. Please visit Bursa Malaysia Securities Berhad’s website or the Company’s website at <https://www.ranhill.com.my/investor-relations> for the latest announcements related to the EGM.

2. The Broadcast Venue is strictly for the purpose of complying with Section 327 (2) of the Companies Act, 2016 (“CA 2016”) which requires the Chairman of the meeting to be present at the main venue of the meeting.

3. Members and/or proxy(ies) and/or corporate representative(s) **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the EGM. Members will attend and participate in the EGM remotely via the RPV facilities including posing questions to the Board of Directors and voting.

4. Shareholders who wish to participate in the EGM will therefore have to register via TIH Online website at <https://tiih.online>. Please follow procedures as set out in the Administrative Guide of the EGM which can be downloaded from the Company’s Investor Relations website at <https://www.ranhill.com.my/investor-relations/>.

##### MEMBERS ENTITLED TO ATTEND AND PARTICIPATE

In respect of deposited securities, only a member whose name appears in the General Meeting Record of Depositors as at 21 June 2021, Monday, shall be entitled to attend, participate, speak and vote at the EGM.

##### NOTES ON THE APPOINTMENT OF PROXY

1. A member of the Company entitled to attend, participate, speak and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf except in the circumstances set out in notes 3 and 4 below. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.

2. Where a member appoints more than one (1) proxy, each proxy appointed, shall represent a minimum of 100 shares and such appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.

3. Where a member who is an authorised nominee as defined under the Securities Industry (Central Depositors) Act, 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

4. 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 to vote instead of it, and that a proxy need not also be a member and that where a member appoints more than one proxy, the appointments shall be invalid unless it specifies the proportion of its holdings to be represented by each proxy.

5. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if such appointer is a corporation, it must be under its seal or under the hand of an officer or attorney duly authorised by the corporation.

7. The instrument appointing a proxy must be deposited at the office of our Company’s Special Share Registrar, 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 or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not later than 27 June 2021, Sunday at 3.00 p.m.. The proxy appointment may also be submitted electronically via Tricor’s TIH Online website at <https://tiih.online> not later than 27 June 2021, Sunday at 3.00 p.m. before the time appointed for holding the EGM. For further information on the electronic submission of proxy form, kindly refer to the Administrative Guide of the EGM.

##### OTHERS

Pursuant to Paragraph 8.29A (1) of the Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the EGM will be put to vote by poll. Poll administrator and independent scrutineers will be appointed to conduct the online voting via RPV facilities and verify the results of the poll respectively.

##### Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or corporate representative(s) and/or attorney(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.