



REDPLANET BERHAD

Company No. 201901014292 (1323620-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of the Company will be conducted fully virtually through live streaming via an application known as Zoom from Unit 25-12, Level 25, Q Sentral, 2A, Jalan Stesen Sentral 2, KL Sentral, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Tuesday, 23 November 2021 at 11.00 a.m., for the following purposes:

AGENDA

As Ordinary Business:

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Directors' and Auditors' Reports thereon. | Please refer to Explanatory Note 1 |
| 2. To approve the payment of Directors' fees and benefits of up to RM73,500 for the period from 24 November 2021 until the conclusion of the next Annual General Meeting of the Company to be held in the year 2022. | Ordinary Resolution 1 |
| 3. To re-elect the following Directors of the Company who retire by rotation pursuant to Clause 129 of the Company's Constitution and who being eligible, have offered themselves for re-election:- | |
| i) Lian Wah Seng; and | Ordinary Resolution 2 |
| ii) Panjetty Kumaradevan Senthil Kumar. | Ordinary Resolution 3 |
| 4. To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 4 |

As Special Business:

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

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| 5. <u>Ordinary Resolution</u>
Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") | Ordinary Resolution 5 |
| <p>"THAT, pursuant to Sections 75 and 76 of the Act, Rule 5.04 of LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Constitution of the Company and subject to the approvals from Bursa Securities and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to issue and allot shares or convertible securities in the capital of the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares or convertible securities to be issued must be not more than 100% of the total number of issued shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of the issued shares of the Company for the time being ("Proposed General Mandate").</p> | |

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting (“AGM”) of the Company held after the approval was given;
- b. the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting of the Company,

whichever is the earlier.

THAT the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares or convertible securities on the LEAP Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

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

By Order of the Board

WONG YOKE FUN (MAICSA 7027345)
(SSM PC No.: 202008003051)
REBECCA KONG SAY TSUI (MAICSA 7039304)
(SSM PC No.: 202008001003)
Company Secretaries

Kuala Lumpur
Dated: 25 October 2021

Notes:-

1. As part of the measures taken by the Company to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of the members of the Company, the Second Annual General Meeting (“2nd AGM”) of the Company will be conducted on a fully virtual basis by way of live streaming via an application known as Zoom (“**Zoom**”). Please refer to the Notifications on Notice of the 2nd AGM of the Company for the procedures to register and participate in the virtual meeting.

The Main 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.

Members and/or proxy(ies) and/or corporate representative(s) and/or attorneys **WILL NOT BE ALLOWED** to be physically present at the Main Venue on the day of the 2nd AGM.

2. A Member of the Company entitled to attend and vote at the meeting is entitled to appoint proxy(ies) or in the case of a corporation, to appoint representative(s) to attend and vote in his place. A proxy may but need not be a Member of the Company.
3. A Member shall appoint not more than two (2) proxies to attend and vote at the meeting.
4. Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.

5. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
6. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed shall exercise all or any of his rights to attend, participate, speak and vote at a meeting of the Company.
7. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised.
8. An instrument appointing a proxy must be deposited at the Share Registrar’s Office situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan OR by electronic means via email to is.enquiry@my.tricorglobal.com not less than forty-eight (48) hours before the time for holding the 2nd AGM or any adjournment thereof at which the person named in the appointment proposes to vote.
9. For the purpose of determining a Member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at **16 November 2021** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.
10. Members/proxies/corporate representatives who wish to attend the 2nd AGM in person, besides submitting the proxy form, you are advised to pre-register by completing a Pre-Registration Form and submitted to <https://forms.gle/izq24xqZE8S9p9LU9> (individual member) or <https://forms.gle/A2bF2yHA5b5PUdgF8> (corporate member).

Explanatory Notes on Agenda Items:

1. Item 1 of the Agenda – Audited Financial Statements

The Audited Financial Statements for the financial year ended 30 June 2021 in Agenda item 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Act. Hence, this Agenda item will not be put forward for voting by shareholders of the Company.

2. Item 2 of the Agenda - Directors’ Fees and Benefits

The Proposed Ordinary Resolution 1 is to facilitate payment of Directors’ fees and other benefits for the period from 24 November 2021 until the conclusion of the Company’s next Annual General Meeting (“AGM”) to be held in the year 2022. In the event the amount proposed is insufficient (i.e. due to enlarged Board size etc.), approval will be sought at the next AGM for the additional amount to meet the shortfall.

3. Item 5 of the Agenda - Approval for Issuance and Allotment of Shares pursuant to Sections 75 and 76 of the Act

As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the Proposed General Mandate pursuant to Sections 75 and 76 of the Act which was approved by the shareholders at its First (1st) AGM held on 12 January 2021 and will lapse at the conclusion of its Second (2nd) AGM to be held on 23 November 2021.

The Proposed Ordinary Resolution 5 is a renewal of the previous year’s Proposed General Mandate to empower the Directors of the Company to issue new shares or convertible securities in the Company pursuant to Sections 75 and 76 of the Act under the Proposed General Mandate and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company or during the expiration of period within which the next AGM of the Company is required to be held after the approval was given, whichever is the earlier.

The mandate will provide flexibility to the Company to issue new shares or convertible securities for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares or convertible securities as settlement of purchase consideration or such other applications that the Directors of the Company may in their absolute discretion deemed fit.