



RAMSSOLGROUP

RAMSSOL GROUP BERHAD

Registration No. 201901001120 (1310446-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Company will be held as a fully virtual meeting entirely through live-streaming from the online meeting platform at <https://tjih.online> on Wednesday, 19 October 2022 at 10.00 a.m. for the following purposes: -

ORDINARY RESOLUTION

PROPOSED WAIVER OF STATUTORY PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS ("PROPOSED WAIVER")

THAT further to the approval granted by the shareholders of the Company on the Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Companies Act, 2016 at the Second Annual General Meeting of the Company held on 9 June 2022 ("**Placement Shares**"), approval be hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with new shares ranking equally to the existing issued shares of the Company arising from any issuance of Placement Shares pursuant to Section 85 of the Companies Act, 2016 to be read together with Regulation 12 of the Constitution of the Company.

THAT the Directors and/or the Company Secretaries be hereby authorised to take all steps that are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Waiver for and on behalf of the Company.

By Order of the Board

NG SALLY (MAICSA 7060343 & SSM PC NO. 202008002702)

GOH XIN YEE (LS 0010359 & SSM PC NO. 202008000375)

Company Secretaries

Selangor Darul Ehsan

Dated this on the 4th day of October, 2022

Notes:

1. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 12 October 2022. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/ its behalf.
2. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
In the case of an appointment made in hard copy form, this proxy form must be deposited at the Company's Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur.
 - (ii) Online
In the case of an appointment made via online lodgement facility, please login to the website via TIH Online at <https://tjih.online>.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging this proxy form is on Monday, 17 October 2022 at 10.00 a.m.

Explanatory Notes on the Special Business:

Ordinary Resolution

Proposed Waiver of Statutory Pre-Emptive Rights of the Shareholders ("Proposed Waiver")

The Company had vide its Second Annual General Meeting held on 9 June 2022 obtained approval from the shareholders of the Company on the Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016 up to a maximum of ten percent (10%) of the total number of the issued shares of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company ("**General Mandate**").

On 22 September 2022, the Company announced to undertake a Proposed Private Placement in Ramssol ("**Proposed Private Placement**") which involves the issuance of up to 10% of the total number of issued shares in the Company ("**Ramssol Shares**"), at an issue price to be determined and announced at a later date. The maximum number of up to 22,305,150 new Ramssol Shares to be issued pursuant to the Proposed Private Placement was arrived at after taking into consideration the issued share capital of Ramssol of RM29,899,022 comprising 223,051,500 Ramssol Shares.

Accordingly, the Company wishes to seek approval from the shareholders on the Proposed Waiver for the Directors to issue shares to any person, whether a member or not, in such numbers or proportions as the Directors may determine under the General Mandate and in accordance with Regulation 12 of the Company's Constitution.