



RAMSSOL GROUP

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Ramssol Group Berhad (“Ramssol” or “Company”) will be conducted fully virtual through live streaming and online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via its TIH Online website at <https://tjih.online> on Tuesday, 7 February 2023 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 122,678,325 WARRANTS IN RAMSSOL (“WARRANTS”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING ORDINARY SHARES IN RAMSSOL HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

“THAT subject to the approvals of the relevant authorities and/or parties having been obtained (where required), approval be and is hereby granted to the Board of Directors (“Board”) of Ramssol Group Berhad (“Ramssol” or “Company”) to allot and issue up to 122,678,325 warrants in Ramssol (“Warrants”) on the basis of 1 Warrant for every 2 existing ordinary shares in Ramssol (“Ramssol Shares” or “Shares”) held on an entitlement date to be determined and announced later (“Entitlement Date”) in registered form and constituted by a deed poll constituting the Warrants (“Deed Poll”) to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5:00 p.m. on the Entitlement Date (“Proposed Bonus Issue of Warrants”).

THAT the Board be and is hereby authorised to allot and issue such appropriate number of Warrants in accordance with the provisions of the Deed Poll and where required, to adjust the exercise price and/or the number of Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequences of any adjustments in accordance with the provisions of the Deed Poll (“Additional Warrants”).

THAT the Board be and is hereby authorised to allot such appropriate number of new Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new Ramssol Shares arising from the exercise of subscription rights represented by the Additional Warrants.

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

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll on behalf of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll with full powers to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient and/or appropriate to implement, finalise and give full effect to the terms and conditions of the Deed Poll.

THAT the new Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that such new Shares will not be entitled to any dividends, rights, allotments and/or any other form of distributions where the entitlement date of such dividends, rights, allotments and/or any other form of distributions precedes the relevant date of allotment and issuance of such new Shares issued pursuant to the exercise of the Warrants.

THAT the proceeds raised from the exercise of the Warrants, if any, be and are hereby utilised for the purposes set out in Section 2.6 of the circular to shareholders of the Company dated 20 January 2023 and the Board be and is hereby authorised with full power to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (if required) to the approval of the relevant authorities and in the best interest of the Company.

AND THAT the Board be and is hereby authorised to do all acts, things and to execute, sign and deliver or caused to be delivered for and on behalf of the Company, all such documents and/or agreements as it may consider necessary, expedient and/or relevant in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants with full power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed by the Board to be necessary, expedient and/or relevant in the best interest of the Company.”

**BY ORDER OF THE BOARD
RAMSSOL GROUP BERHAD**

NG SALLY (MAICSA 7060343 & SSM PC NO. 202008002702)
GOH XIN YEE (LS 0010359 & SSM PC NO. 202008000375)
Company Secretaries

20 January 2023
Selangor Darul Ehsan

Notes:

- 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 30 January 2023. 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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:
 - 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 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.
 - Online
In the case of an appointment made via online lodgement facility, please login to the website via TIH Online at <https://tjih.online>.
- 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 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 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 notariably and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is on Sunday, 5 February 2023 at 10.00 a.m.