



RAMSSOL GROUP BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual 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 Thursday, 1 June 2023 at 2.00 p.m. for the following purposes: -

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and the Auditors thereon.
(Please refer to Explanatory Note A)
- To re-elect the following Directors who retire by rotation in accordance with Regulation 76(3) of the Company's Constitution and who being eligible offer themselves for re-election: -
(a) Datuk Seri CM Vignaesvaran A/L Jeyandran
(b) Mr. Liew Yu Hoe
Ordinary Resolution 1
Ordinary Resolution 2
- To re-elect Puan Khadijah binti Iskandar who was appointed during the year and retires in accordance with Regulation 78 and who being eligible offer herself for re-election.
Ordinary Resolution 3
- To approve the payment of additional Director's Fees of RM11,200.00 for financial period from 1 September 2022 to 31 December 2022.
Ordinary Resolution 4
- To approve the payment of Directors' Fees of RM350,000.00 for the financial year ending 31 December 2023.
Ordinary Resolution 5
- To approve the payment of Directors' Remuneration (excluding Directors' Fees) payable to the Directors of the Company and its subsidiaries up to RM220,000.00 for the financial period from 1 June 2023 until the next Annual General Meeting.
Ordinary Resolution 6
- To re-appoint Messrs. TGS TW PLT as Auditors of the Company and to authorise the Directors to determine their remuneration.
Ordinary Resolution 7

Special Business

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modification: -

8. PROPOSED WAIVER OF STATUTORY PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS AND AUTHORITY TO ISSUE SHARES

"THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the issued capital (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company.

THAT pursuant to Section 85 of the Companies Act, 2016 to be read together with Regulation 12(2) of the Constitution of the Company, approval be and is 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 new shares in the Company pursuant to this mandate.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

- To transact any other business of which due notice shall be given in accordance with the Companies Act, 2016 and the Constitution of the Company.

By Order of the Board
NG SALLY (MAICSA 7060343 & SSM PC NO. 202008002702)
GOH XIN YEE (LS0010359 & SSM PC NO. 202008000375)

Company Secretaries
Selangor Darul Ehsan
Dated this on the 28th day of April, 2023

Notes:

(A) The Audited Financial Statements for the financial year ended 31 December 2022 ("AFS") are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 ("Act") for discussion only under Agenda 1. The AFS does not require shareholders' approval and thus, it would not be put for voting.

- 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 25 May 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 of the Company 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.
 - 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 Company's Share Registrar of the Company 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.
- 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 Tuesday, 30 May 2023 at 2.00 p.m.

Explanatory Notes on the Ordinary and/or Special Business:

(i) **Ordinary Resolution 1, Ordinary Resolution 2 & Ordinary Resolution 3**
Regulation 76(3) of the Constitution provides that one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the Annual General Meeting in every year provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.
Regulation 78 of the Constitution provides that any Director appointed to fill casual vacancy or to be an addition to existing directors shall hold office until the next Annual General Meeting, and shall then be eligible for re-election.

With the current Board size of seven (7) directors, two (2) Directors namely Datuk Seri CM Vignaesvaran A/L Jeyandran and Mr. Liew Yu Hoe, being the longest in office since their last election are to retire in accordance with Regulation 76(3) of the Constitution and one (1) Director namely Puan Khadijah binti Iskandar who was appointed on 1 September 2022, would retire in accordance with Regulation 78 of the Constitution. The retiring directors being eligible have offered themselves for re-election.

The Nomination Committee has taken into account the Board Evaluation Assessment including the results of Self and Peer Assessment of Datuk Seri CM Vignaesvaran A/L Jeyandran, Mr. Liew Yu Hoe and Puan Khadijah binti Iskandar and concurred that

they have met the Board's expectation in terms of experience, expertise, integrity, competency, commitment and individual contribution by continuously performing their duties diligently as Directors of the Company.

The profile of Datuk Seri CM Vignaesvaran A/L Jeyandran, Mr. Liew Yu Hoe and Puan Khadijah binti Iskandar is set out on pages 10, 13 and 16 of the Annual Report 2022.

(ii) Ordinary Resolution 4

Section 230(1) of the Act provides that, amongst others, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

Puan Khadijah binti Iskandar was appointed as an Independent Non-Executive Director ("INED") of the Company with effect from 1 September 2022. Subsequent to her appointment as INED, she was also appointed as a Chairperson of the Nomination Committee and a member of the Audit Committee, Risk Management Committee and Remuneration Committee.

Accordingly, the Board of Directors of the Company would like to seek shareholders' approval on the payment of additional Directors' Fees for the period from 1 September 2022 to 31 December 2022 amounting to RM11,200.00 to be payable to Puan Khadijah binti Iskandar.

(iii) Ordinary Resolution 5 & Ordinary Resolution 6

The Board of Directors of the Company would like to seek for shareholders' approval on the payments which shall be payable to the Directors, at the Third Annual General Meeting ("3rd AGM") under two (2) separate resolutions as listed below: -

- Ordinary Resolution 5 – Payment of Directors' Fees amounting to RM350,000.00 for the financial year ending 31 December 2023; and
- Ordinary Resolution 6 – Payment of Directors' Remuneration (excluding Directors' Fees) payable to the Directors of the Company and its subsidiaries up to RM220,000.00 for the financial period from 1 June 2023 until the next Annual General Meeting ("AGM").

The Directors' Remuneration (excluding Directors' Fees) comprises benefits-in-kind such as training allowances payable to the Directors of the Company and its subsidiaries are as follows: -

| | Executive Directors (RM'000) | Non-Executive Directors (RM'000) | Total (RM'000) |
|------------------|------------------------------|----------------------------------|----------------|
| Benefits-in-kind | 160 | 60 | 220 |
| Total | 160 | 60 | 220 |

(iv) Ordinary Resolution 7

The Audit Committee ("AC") has carried out an assessment of the suitability, objectivity and independence of the external auditors, Messrs. TGS TW PLT ("TGS") and was satisfied with the suitability of TGS based on the quality of audit, performance, competency and sufficiency of resources of the external audit team provided to the Group.

The Board therefore approved the AC's recommendation on the re-appointment of TGS as the external auditors of the Company be put forward for the shareholders' approval at the forthcoming 3rd AGM.

(v) Ordinary Resolution 8

Proposed Waiver of Statutory Pre-Emptive Rights of the Shareholders and Authority to Issue Shares

The proposed Ordinary Resolution 8, if approved, would allow the Company 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 new shares in the Company pursuant to this mandate.

This mandate, if passed, would also give flexibility to the Directors of the Company to issue shares 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 without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The purpose of this general mandate sought would provide flexibility to the Company for any possible fund raising activities but not limited for further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

This is the renewal of the mandate obtained from the shareholders at the last AGM held on 9 June 2022 ("Previous Mandate").

Pursuant to the Previous Mandate, the Company has undertaken a private placement exercise which was completed on 27 February 2023 where 22,305,100 new shares had been issued ("Private Placement"). The Private Placement has raised a total gross proceed of RM7,703,962.72 and the details of the utilisation of the proceeds raised from the Private Placement, as at the date of this Notice are as follows:-

| Utilisation of Proceeds | Status of Utilisation (RM'000) | Actual Utilisation (RM'000) | Amounted Unutilised (RM'000) |
|---|--------------------------------|-----------------------------|------------------------------|
| Expenditure in relation to the provision of Rider Gate | 7,374 | 7,374 | - |
| Estimated expenses in relation to the Private Placement | 330 | 330 | - |
| | 7,704 | 7,704 | - |

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad

No notice in writing has been received by the Company nominating any candidate for election as Directors at the 3rd AGM of the Company. The Directors who are due for retirement and seeking for re-election pursuant to the Company's Constitution are as set out in the Notice of 3rd AGM and their profile are set out in the Directors' Profile in the Annual Report 2022.

ADMINISTRATIVE GUIDE OF THE THIRD ANNUAL GENERAL MEETING

Date : Thursday, 1 June 2023
Time : 2.00 p.m.
Online Meeting Platform : <https://tjih.online>

MODE OF MEETING

The Third Annual General Meeting ("3rd AGM") of the Company will be conducted fully virtual through live streaming at the Online Meeting Platform as provided above.

REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES

The RPV facilities are available on Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") TIH Online website at <https://tjih.online>.

Shareholders and proxies are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 3rd AGM using RPV facilities from Tricor.

Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

Procedures to Remote Participation and Voting via RPV Facilities

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 3rd AGM using the RPV facilities:

Before the 3rd AGM Day

| Procedure | Action |
|--|---|
| i. Register as a user with TIH Online | <ul style="list-style-type: none"> Using your computer, access to website at https://tjih.online. Register as a user under the "e-Services". Select the "Sign Up" button and followed by "Create Account by Individual Holder". Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user with TIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIH Online. |
| ii. Submit your request to attend AGM remotely | <ul style="list-style-type: none"> Registration is open from 28 April 2023 until the day of 3rd AGM on 1 June 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 3rd AGM to ascertain their eligibility to participate in the 3rd AGM using the RPV. Login with your user ID (i.e. email address) and password and select the corporate event: "(REGISTRATION) RAMSSOL GROUP BERHAD 3rd AGM". Read and agree to the Terms & Conditions and confirm the Declaration. Select "Register for Remote Participation and Voting". Review your registration and proceed to register. System will send an email to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 25 May 2023, the system will send you an e-mail on or after 30 May 2023 to approve or reject your registration for remote participation. <p>(Note: Please allow sufficient time for approval of new user of TIH Online and registration for the RPV).</p> |

On the 3rd AGM Day

| Procedure | Action |
|------------------------|--|
| i. Login to TIH Online | <ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 3rd AGM at any time from 1:00 p.m. i.e. 1 hour before the commencement of meeting at 2:00 p.m. on 1 June 2023. |

| | |
|--|---|
| ii. Participate through Live Streaming | <ul style="list-style-type: none"> Select the corporate event: "(LIVE STREAM MEETING) RAMSSOL GROUP BERHAD 3rd AGM" to engage in the proceedings of the 3rd AGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the 3rd AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting. |
| iii. Online remote voting | <ul style="list-style-type: none"> Voting session commences from 2.00 p.m. on 1 June 2023 until a time when the Chairman announces the end of the session. Select the corporate event: "(REMOTELY VOTING) RAMSSOL GROUP BERHAD 3rd AGM" or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes. |
| iv. End of remote participation | <ul style="list-style-type: none"> Upon the announcement by the Chairman on the conclusion of the 3rd AGM, the Live Streaming will end. |

Note to users of the RPV facilities:

- Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIH Online on the day of meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tjih.online@my.tricorglobal.com for assistance.

Entitlement to Participate and Appointment of Proxy

- Only members whose names appear on the Record of Depositors as at 25 May 2023 shall be eligible to attend, speak and vote at the 3rd AGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- In view that the 3rd AGM will be conducted on a virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- If you wish to participate in the 3rd AGM yourself, please do not submit any Form of Proxy for the 3rd AGM. You will not be allowed to participate in the 3rd AGM together with a proxy appointed by you.
- For corporate member who has appointed representative, the ORIGINAL certificate of appointment shall be deposited with Tricor's office to participate via RPV facilities in the 3rd AGM. The certificate of appointment shall be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment shall be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment shall be affixed with the rubber stamp of the corporate member and executed by:
 - at least two (2) authorised officers, of whom at least one must be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- Accordingly, Form of Proxy and/or documents relating to the appointment of proxy for the 3rd AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Tuesday, 30 May 2023 at 2.00 p.m.:**
 - In Hard copy:
By hand or post to the office of the 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;
 - By Electronic form:
All shareholders can have the option to submit Form of Proxy electronically via TIH Online and the steps to submit are summarised below:

| Procedure | Action |
|--|---|
| i. Steps for Individual Shareholders | |
| Register as a User with TIH Online | <ul style="list-style-type: none"> Using your computer, please access the website at https://tjih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIH Online, you are not required to register again. |
| Proceed with submission of Form of Proxy | <ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: "RAMSSOL GROUP BERHAD 3rd AGM - SUBMISSION OF PROXY FORM". Read and agree to the Terms and Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Appoint your proxy(s) and insert the required details of your proxy(s) or appoint the Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. Review and confirm your proxy(s) appointment. Print the Form of Proxy for your record. |
| ii. Steps for corporation or institutional shareholders | |
| Register as a User with TIH Online | <ul style="list-style-type: none"> Access TIH Online at https://tjih.online. Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects the "Sign Up" button and followed by "Create Account by Representative of Corporate Holder". Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact the Share Registrar if you need clarifications on the user registration.)</p> |
| Proceed with submission of Form of Proxy | <ul style="list-style-type: none"> Login to TIH Online at https://tjih.online. Select the corporate exercise name: "RAMSSOL GROUP BERHAD 3rd AGM - SUBMISSION OF PROXY FORM". Agree to the Terms & Conditions and Declaration. Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. Prepare the file for the appointment of proxies by inserting the required data. Submit the proxy appointment file. Login to TIH Online, select corporate exercise name: "RAMSSOL GROUP BERHAD 3rd AGM - SUBMISSION OF PROXY FORM". Proceed to upload the duly completed proxy appointment file. Select "Submit" to complete your submission. Print the confirmation report of your submission for your record |

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 3rd AGM via Tricor's TIH Online website at <https://tjih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than Tuesday, 30 May 2023 at 2.00 p.m. The Board will endeavour to answer the questions received at the 3rd AGM.

NO DOOR GIFT/FOOD VOUCHER

There will be no distribution of door gifts or food vouchers for the 3rd AGM since the meeting is being conducted on a fully virtual basis.

The company would like to thank all its shareholders for their kind co-operation and understanding in these challenging times.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 8.30 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.
General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com