

RED IDEAS

HOLDINGS BERHAD

[Registration No.: 201701020066 (1234231-M)]
(Incorporated in Malaysia)

NOTICE BE AND IS HEREBY GIVEN for the 6th Annual General Meeting ("AGM") of **RED IDEAS HOLDINGS BERHAD** ("the Company") to be held at the Meeting Room at Unit 606, Block G, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Seksyen 16, 46350 Petaling Jaya, Selangor, Malaysia, on Tuesday, 27th June 2023, at 11.00 a.m. for the following purposes:-

A G E N D A

1. To receive the Audited Financial Statements for the financial year ended 31st December 2022 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A (1)**
2. To approve the payment of the Directors' fees and benefits of RM162,000 for the period from 6th AGM up to the 7th AGM. **Ordinary Resolution 1**
3. To re-elect Dato' Wee Hoe Soon @ Gooi Hoe Soon as the Director who retires by rotation in accordance with Article 114 of the Constitution of the Company and being eligible, offers himself for re-election. **Ordinary Resolution 2**
4. To re-elect Mr. Lim Kee Choon as the Director who retires by rotation in accordance with Article 114 of the Constitution of the Company and being eligible, offers himself for re-election. **Ordinary Resolution 3**
5. To re-appoint Messrs. Russell Bedford LC & Company (AF 1237) as the Auditors of the Company until the conclusion of the next AGM and to authorize the Directors to fix their remuneration. **Ordinary Resolution 4**

SPECIAL BUSINESS:

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

6. **Ordinary Resolution**
Authority to Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 **Ordinary Resolution 5**

"**THAT** subject always to the Companies Act, 2016, the Constitution of the Company and the Leap Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and all other applicable laws, guidelines, rules and regulations, the Directors of the Company be hereby empowered to allot and issue shares in the Company, from time to time, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit **PROVIDED THAT** the aggregate number of shares to be issued pursuant to this Resolution, must not be more than one hundred percent (100%) of the total number of the issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing members must not be more than fifty percent (50%) of the total number of issued shares for the time being of the Company, **AND THAT** the Directors be also authorised and empowered to obtain the approval from Bursa Securities, for listing of and quotation for the additional shares so allotted **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next AGM of the Company, unless such approval is revoked or varied by the Company at a general meeting."
7. To transact any other business of which due notice shall have been given.

By Order of the Board

THANABALASINGAM A/L S. MANICKAM (MAICSA 7016657)

(SSM Practising Certificate No.: 201908000625)

NURSHARUNNIZA BINTI SHAHARUDIN (LS0010583)

(SSM Practising Certificate No.: 202208000069)

Company Secretaries

Kuala Lumpur, Malaysia

Date: 2nd June 2023

NOTES:

1. Please refer to the Administrative Guide for the procedures to register, participate and vote in the Meeting.
2. A member of the Company who is entitled to attend and vote at this Meeting, is entitled to appoint up to one (1) proxy to attend and vote in his/her stead. The proxy may but need not be a member of the Company and the proxy so appointed shall have the same rights as the member to speak at the Meeting.
3. In the case of a corporate member, the instrument appointing a proxy shall be either under its common seal or signed under hand by its attorney or by an officer of the corporation duly authorised on its behalf.
4. Where a member of the Company is an authorised exempt nominee, which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), may appoint proxy in respect of each omnibus account it holds.
5. Where a member of the Company is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
6. Only Depositors whose names appear in the Record of Depository of the Company as at 20th June 2023, shall be regarded as members and shall be entitled to attend, speak and vote at the 6th AGM.
7. The appointment of proxy shall not be valid unless he specifies the proportions of the shareholdings to be represented by each proxy.
8. For validity purposes, the duly completed Proxy Form must be deposited at the Registered Office of the Company at 54B, Damai Complex, Jalan Lumut, 50400 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
9. All resolutions as set out in this Notice of AGM are to be voted by way of poll and the results of the poll shall be verified by an appointed Independent Scrutineers.

A) Explanatory Note:-

1) Agenda No. 1

Audited Financial Statements for the financial year ended 31st December 2022

The Agenda No. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval from members of the Company. Hence, Agenda No. 1 is not put forward for voting.

2) Agenda No. 2

Ordinary Resolution 1 – Directors' Fees and Benefits

Pursuant to Section 230(1) of the Companies Act, 2016, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting.

The Board agreed that the members' approvals shall be sought at the 6th AGM for the payment of the Directors' fees and benefits for the period commencing from the conclusion of the 6th AGM up to the conclusion of the 7th AGM of the Company.

3) Agenda No. 6

Ordinary Resolution 5 - Authority to Directors to allot and issue shares

This Resolution 5 is proposed for the purpose of granting a general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016. The proposed Resolution 5, if passed, will give the Directors, the authority to issue and allot ordinary shares in the Company, for such purposes as the Directors consider would be in the interest of the Company and also to avoid any delay and cost involved in convening a general meeting to approve such issue of shares. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law, to be held, whichever is earlier. The General Mandate is to provide flexibility to the Company for any possible fundraising exercises, including but not limited to placement of new shares for the purposes of funding current and/or future investment project(s), working capital, repayment of borrowings and/or acquisition(s).

As at the date of this Notice, no new shares were issued pursuant to the general mandate granted to the Directors of the Company at the last AGM held on 29th June 2022, which will lapse at the conclusion of the 6th AGM to be held on 27th June 2023.

ADMINISTRATIVE GUIDE

SIXTH ANNUAL GENERAL MEETING OF RED IDEAS HOLDINGS BERHAD (“the Company”) (“6TH AGM”)

Date : Tuesday, 27th June 2023
Time : 11.00 a.m
Meeting : Meeting Room, Unit 606, Block G, Pusat Dagangan Phileo Damansara 1, No.
Venue : 9, Jalan 16/11, Seksyen 16, 46350 Petaling Jaya, Selangor, Malaysia.

1. Safety Measures due to Covid-19 Endemic

- a) Members are encouraged to abide and take all the necessary precautions and preventive measures including the Standard Operating Procedures (SOP) for government and private events, including meetings as issued by the Ministry of Health, the Malaysian National Security Council and other relevant authorities before attending the 6th AGM of the Company.
- b) You will not be allowed to enter the Meeting Venue if you exhibit any flu-like symptoms or related.
- c) All attendees must sanitize their hands and are strongly advised to wear a face mask at the Meeting Venue.
- d) You may submit your Proxy Form to the Registered Office of the Company at **54B, Damai Complex, Jalan Lumut, 50400 Kuala Lumpur, Malaysia**, at least forty-eight (48) hours before the convene of the 6th AGM with pre-determined voting instructions for the Chairperson to vote for and on your behalf.

2. Eligibility to attend based on the Record of Depositors

Only members whose names appear in the Record of Depositors as at 20th June 2023 (“ROD”) shall be entitled to attend or appoint proxy(ies) to attend and vote on his/her behalf.

3. Registration on the Meeting Date

Registration shall commence at 9.00 a.m. on 27th June 2023. Original MyKad or passport is required to be presented during registration for verification at the Meeting Venue. You will not be allowed to register on behalf of another person even with the original MyKad or passport of that person. If you are appointed Proxy Holder, please bring together your proxy form.

4. No Refreshment/Food or Door Gift

There will be no refreshment/food or door gift provided at the 6th AGM.

5. Updates on 6th AGM arrangement

Members are reminded to monitor the Company's website or announcements from time to time for the latest updates on the status or changes to the arrangement of the 6th AGM process (<http://www.redideasholdings.com/>).

6. Enquiry

If you have any enquiries prior to the AGM, please contact the following person during office hours:-

<p>Red Ideas Holdings Berhad The Company Secretaries Tel: 03-40423522 Email : polladm.nuc@gmail.com</p>
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