

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Eighth Annual General Meeting ("28th AGM") of RAPID SYNERGY BERHAD ("RSB" or the "Company") will be held at Meeting Room 2, Level 1, AC Hotel Penang Bukit Jambul, 213 Jalan Bukit Gambir, Bukit Jambul, 11950 Bayan Lepas, Penang on Friday, 24 November 2023 at 12.00 noon to transact the following business:

As Ordinary Business

1. To receive the Audited Financial Statements for the 18-month financial period from 1 January 2022 to 30 June 2023 together with the Reports of Directors and Auditors thereon.
2. To re-elect Mr. Ding Ming Hea who retire pursuant to Clause 106 of the Company's Constitution and who, being eligible, offer himself for re-election. Ordinary Resolution 1
3. To re-elect the following Directors who retires in accordance with Clause 113 of the Company's Constitution:
 - (a) Tan Sri Datuk Seri (Dr.) Mazlan Bin Lazim Ordinary Resolution 2
 - (b) Mr. Ng Lai Hong Ordinary Resolution 3
 - (c) Ms. Ng Bee Yong Ordinary Resolution 4
4. To approve the shortfall of Directors' fees and benefits payable of up to RM240,000 for the period commencing 3 June 2022 through to this AGM. Ordinary Resolution 5
5. To approve the payment of Directors' fees and benefits payable of up to RM800,000 for the period commencing one day after this AGM through to the next AGM of the Company in 2024. Ordinary Resolution 6
6. To re-appoint KPMG PLT as auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 7

As Special Business

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

7. **Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares** Ordinary Resolution 8
 "THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company to such persons, at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.
 THAT the Directors are also empowered to obtain the approval from the Bursa Securities for the listing and quotation for the additional shares to be issued and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.
 THAT pursuant to Section 85(1) of the Act to be read together with Clause 65 of the Constitution of the Company, all new shares or other convertible securities in the Company shall, before they are issued, be first offered to such persons who are entitled to receive notices from the Company of general meetings as at the date of the offer in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled ("Pre-emptive Rights").
 AND THAT should this resolution be passed by the shareholders, this resolution shall have the effect of the shareholders having agreed to irrevocably waive their Pre-emptive Rights pursuant to Section 85(1) of the Act and Clause 65 of the Constitution of the Company in respect of the new shares to be allotted and issued by the Company and the issuance of such new shares of the Company will result in a dilution to their shareholding percentage in the Company. Subsequent to the passing of this resolution, if this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect.
 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 any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."
8. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature** Ordinary Resolution 9
 ("Proposed Shareholders' Mandate")
 "THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("RSB Group") to enter into recurrent related party transactions of a revenue or trading nature as specified in Section 2.5 as set out in the Circular to Shareholders dated 31 October 2023 which transactions are necessary for the day-to-day operations in the ordinary course of business of RSB Group on terms not more favourable to the related parties than those generally available to the public or unrelated third parties and are not to the detriment of the minority shareholders of the Company and the shareholders' mandate is subject to annual renewal and disclosure being made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall continue to be in force until:
 (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which the authorisation is obtained, at which time it shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed;
 (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting; whichever is the earlier.
 AND THAT the Directors of the Company be and are hereby authorized to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorized by this resolution."
9. To transact any other business of which due notice shall have been given.

By Order of the Board

Tai Yit Chan (MAICSA 7009143) (SSM PC No. 202008001023)

Ong Tze-En (MAICSA 7026537) (SSM PC No. 202008003397)

Joint Company Secretaries

Penang, 31 October 2023

Notes:

1. A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting, and that a proxy may but need not be a member. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
3. 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. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its Common Seal, or under the hand of an officer or attorney duly authorised. A proxy must be of full age. An instrument appointing a proxy to vote shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor. Members not resident in Malaysia may appoint and revoke proxies by cable.
5. For the proxy to be valid, the completed Form of Proxy must be deposited at the Company's Registered Office at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Penang at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
6. In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 17 November 2023 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.

Explanatory Notes:

1. Ordinary Resolution 1 is to re-elect Mr. Ding Ming Hea ("Mr. MH Ding"), the Non-Independent Non-Executive Director ("Non-INED") who retires in accordance with Clause 106 of the Company's Constitution. His background is set out under "Profile of Directors" in the Annual Report 2023. The Board of Directors of the Company ("the Board") had, through the Nomination Committee ("NC"), considered the evaluation of Mr. MH Ding and concluded that he met the criteria as prescribed by paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("MMLR") on character, experience, integrity, competence and time to effectively discharge his role as Director. The NC is satisfied with the outcome of his fit and proper assessment. The Board approved the recommendation from the NC and is supportive of the re-election of Mr. MH Ding. He has demonstrated his objectivity through his proactive engagements during meetings of the Board by sharing valuable, relevant, views and opinions on issues tabled for discussion. He has exercised due care and carried out his professional duties proficiently and effectively throughout his tenure as Director. Mr. Ding was formerly the INED where he met the requirements on independence as set out in the MMLR. In recognition of his commitment, professional experience, skills set and contribution, the Board had re-designated him as Non-INED on 7 April 2023. Mr. Ding had abstained from deliberation and decision on his own eligibility to stand for re-election at both NC and Board meetings, as applicable.
2. Ordinary Resolutions 2, 3 and 4 are to re-elect Tan Sri Datuk Seri (Dr.) Mazlan Bin Lazim, Mr. Ding Lai Hong ("Mr. LH Ding") and Ms. Ng Bee Yong ("Ms. Ng") respectively as Directors of the Company. The three of them were issued as Independent Non-Executive Directors (INEDs) on 28 June 2023. The NC had duly reviewed their qualifications, skills set, expertise and professional experiences upon their appointment. Given the date of their appointment, all 3 were excluded from the annual evaluation and assessment for the 18-month period ended 30 June 2023 ("FPE 2023"). As the three of them were appointed recently and with respect of their appointment, the Board concurred with the NC that they should be given opportunity to contribute to the Company and the Group and therefore supports their re-election. Tan Sri Datuk Seri (Dr.) Mazlan Bin Lazim, Mr. LH Ding and Ms. Ng have provided confirmation of independence.
3. On 26 April 2023, RSB changed its financial year end from 31 December to 30 June. Consequently, RSB would table audited financial statements for FPE 2023. There were changes in the board composition during FPE 2023 for which the amount of Directors' fees and benefits payable of up to RM400,000 as approved at the last 27th AGM held on 3 June 2022 was insufficient. The proposed Ordinary Resolution 5, if passed, will facilitate the payment of the outstanding Directors' fees and benefits payable of up to RM240,000 to the Directors for the period commencing from 3 June 2022 through to this AGM. Details of the Directors' fees and benefits paid/payable to the Directors for FPE 2023 are enumerated under the Corporate Governance Report.
4. The proposed Ordinary Resolution 6, if passed, will facilitate the payment of the Directors' fees and benefits payable to the Directors for the period commencing one day after the 28th AGM through to the next AGM in 2024. This approval shall continue to be in force until the conclusion of the next AGM in 2024. The Directors' fees and benefits payable to the Directors have been reviewed by the Remuneration Committee ("RC") and the Board, which recognises that the fees and benefits payable are in the best interest of the Company. The Directors' fees comprised fees payable to the Directors. The amount is calculated based on the number of days scheduled for meeting of the Board and Board Committees (Audit & Risk Management Committee, NC and RC). The amount also includes a contingency sum to cater to unforeseen circumstances such as the appointment of any additional Director, additional unscheduled Board and Board Committees' meeting days and/or for the formation of additional Board Committees. The benefits payable comprises of meeting day allowances. In the event the proposed amount is insufficient (due to the enlarged board size), approval will be sought at the next AGM for the shortfall.
5. The proposed Ordinary Resolution 8 is for the purpose of granting a renewed general mandate ("General Mandate") empowering the Directors of the Company, pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act") to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the next AGM of the Company. The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 65 of the Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate. As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the last AGM held on 3 June 2022 and which will lapse at the conclusion of this 28th AGM. The renewal of this General Mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions. At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the General Mandate is obtained, the Company will make announcement in respect thereof.
6. The proposed Ordinary Resolution 9, if approved by shareholders, will authorise the Proposed Shareholders' Mandate and allow the Company and its subsidiaries to enter into RRPT of a revenue or trading nature as set out in Section 2.5 of the Circular to Shareholders dated 31 October 2023, with the related parties in the ordinary course of business which are necessary for the day-to-day operations based on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or revoked/ varied by resolutions passed by the shareholders of the Company in general meeting; whichever is the earlier. Further information on the Proposed Renewal of Shareholders' Mandate is set out in the Circular to Shareholders dated 31 October 2023.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

No individual is standing for election as a Director at the forthcoming 28th AGM of the Company.