



RAY GO SOLAR HOLDINGS BERHAD
201901004963 (1314290-M)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting (“3rd AGM” or “Meeting”) of RAY GO SOLAR HOLDINGS BERHAD (“RGSH” or “the Company”) will be held on a fully virtual basis and entirely via remote participation and electronic voting via an online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. in Malaysia (Domain registration number with MYNIC: D1A403841) on Monday, 22 April 2024 at 11:00 a.m. or at any adjournment thereof, to transact the following businesses: -

A G E N D A

AS ORDINARY BUSINESS:

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| 1. To receive the Audited Financial Statements for the financial year ended 31 October 2023 together with the Reports of the Directors and Auditors thereon. | PLEASE REFER TO EXPLANATORY NOTE 1 |
| 2. To approve the payment of Directors’ fees and/or benefits of up to RM600,000 from the date immediately after this 3 rd AGM until the next Annual General Meeting (“AGM”) of the Company. | ORDINARY RESOLUTION 1 |
| 3. To re-elect Dato’ Tan Boon Teck who retires by rotation pursuant to Clause 94 of the Company’s Constitution. | ORDINARY RESOLUTION 2 |
| 4. To re-appoint PKF PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. | ORDINARY RESOLUTION 3 |

AS SPECIAL BUSINESS:

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

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| 5. GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“THE ACT”) | ORDINARY RESOLUTION 4 |
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“THAT subject always to the Constitution of the Company, the Act, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), and the approvals of the relevant governmental and/or regulatory authorities, where required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company (“Shares”) to such persons, at any time, 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 pursuant to this resolution must be not more than 100% of the total number of issued Shares, of which the aggregate number of Shares issued other than on pro rata basis to existing shareholders must be not more than 50%

of the total number of issued Shares for the time being AND THAT the Directors be and are also empowered to obtain approval from Bursa Securities for the listing of and quotation for the additional Shares so issued ("Mandate") AND the Mandate shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

AND THAT pursuant to Section 85 of the Act read together with the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND the Board of Directors is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares pursuant to the Mandate.

AND FURTHER THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing Shares, 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."

6. To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)
LIM KEE SAN (MAICSA 7067348) (SSM PC No.: 202308000295)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
1 March 2024

Notes:

- a) A member who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- b) A proxy may, but need not, be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- c) The instrument appointing a proxy or attorney shall be in writing signed by the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised.
- d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
- e) 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. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.

- f) To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or email to ir@shareworks.com.my not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- g) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 69 of the Company's Constitution to issue a General Meeting Record of Depositors as at 15 April 2024. Only members whose names appear in the General Meeting Record of Depositors as at 15 April 2024 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- h) All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- i) The members are advised to refer to the Administrative Notes on the registration process for the Meeting.

EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 October 2023

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

2. Item 2 of the Agenda – Directors' Fees and Benefits

Pursuant to Section 230(1) of the Act, the directors' fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. The estimated Directors' fees and benefits are calculated based on the current Board size and the number of scheduled Board meetings to be held. This resolution is to facilitate the payment of Directors' fees and benefits for the period from the date immediately after this 3rd AGM until the date of the next AGM to be held in the year 2025. In the event that the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for the shortfall.

3. Items 3 of the Agenda – Re-election of Director

Clause 94 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third (1/3) shall retire by rotation at an AGM of the Company and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Hence, one (1) out of two (2) Directors of the Company is to retire pursuant to Clause 94 of the Company's Constitution.

Dato' Tan Boon Teck will retire pursuant to Clause 94 of the Company's Constitution and being eligible, he has offered himself for re-election at the 3rd AGM.

4. Item 5 of the Agenda – General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 4 proposed under item 5 of the Agenda is a renewal of the general mandate for the Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Act and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities.

This general mandate will provide flexibility to the Company for the allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s). This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a 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 the earlier.

Pursuant to Section 85 of the Act and the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 4, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

As at the date of the notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 20 April 2023 which will lapse at the conclusion of the 3rd AGM.

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ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL THIRD ANNUAL GENERAL MEETING (“3RD AGM” OR “MEETING”) OF RAY GO SOLAR HOLDINGS BERHAD (“RGSH” OR “THE COMPANY”)

- Meeting Day & Date** : Monday, 22 April 2024
- Time** : 11:00 a.m.
- Online Meeting Platform** : The 3rd AGM will be held on a fully virtual basis and entirely via remote participation and electronic voting via an online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. in Malaysia (Domain registration number with MYNIC: D1A403841)
- Platform for Communication** : Shareholders may submit questions to the Board of Directors of Ray Go Solar Holdings Berhad (“**Board**”) prior to the 3rd AGM to ir@shareworks.com.my no later than 11:00 a.m. on 20 April 2024 or to use the Question and Answer (“**Q&A**”) platform to transmit questions to the Board via Remote Participation and Voting (“**RPV**”) platform during live streaming.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV FACILITY”)

1. The 3rd AGM will be conducted on a fully virtual basis through live streaming and online remote voting. Should you wish to attend the 3rd AGM, you are required to register yourself using the RPV Facility in accordance with the instructions as set out under paragraph 3 below.

With the RPV Facility, you may exercise your rights as a Shareholder to participate including to pose questions (in the form of real-time submission of typed texts) to the Board and vote remotely at the 3rd AGM.

2. **Individual Shareholders** are strongly encouraged to take advantage of the RPV Facility to participate and vote remotely at the 3rd AGM. Please refer to the details as set out under RPV Facility for information. If an Individual Shareholder is unable to participate in the Meeting, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

Corporate Shareholders (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the 3rd AGM using the RPV Platform. Corporate Shareholders who wish to participate and vote remotely at the 3rd AGM must contact the poll administrator, ShareWorks Sdn. Bhd. (“**ShareWorks**”) with the details set out below for assistance and will be required to provide the following documents to the Company no later than 20 April 2024 at 11:00 a.m.:-

- a. Certificate of appointment of its Corporate Representative or Proxy Form under the seal of the corporation;
- b. Copy of the Corporate Representative’s or proxy’s identity card (MyKad)

- (front and back) / Passport; and
- c. Corporate Representative's or proxy's email address and mobile phone number.

If a Corporate Shareholder (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the 3rd AGM, the Corporate Shareholder is encouraged to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

In respect of **Nominee Company Shareholders**, the beneficiaries of the shares under a Nominee Company's CDS account are also strongly advised to participate and vote remotely at the 3rd AGM using RPV Facility. Nominee Company Shareholders who wish to participate and vote remotely at the 3rd AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the 3rd AGM. Nominee Company must contact the poll administrator, ShareWorks with the details set out below for assistance and will be required to provide the following documents to the Company no later than 20 April 2024 at 11.00 a.m.:-

- a. Proxy Form under the seal of the Nominee Company;
- b. Copy of the proxy's identity card (MyKad) (front and back) / Passport; and
- c. Proxy's email address and mobile phone number.

If a Nominee Company Shareholder is unable to attend the 3rd AGM, he/she is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

3. The procedures for the RPV Facility in respect of the live streaming and remote voting at the 3rd AGM is as follows:

Procedures		Action
Before the 3rd AGM		
(i)	Register as a user	<ul style="list-style-type: none"> If you have already registered an account at the website, you are not required to register again. Access website www.swsb.com.my Click "Login" and click "Register" to sign up as a user. The registration will be open from 11.00 a.m. on 2 March 2024 and close at 11.00 a.m. on 21 April 2024. Complete the registration process and upload a softcopy of MyKAD (front and back) or Passport for foreign shareholders. Read and agree to the terms & conditions and thereafter submit your request. Upon submission, kindly login to the valid email address and verify your user ID within one (1) hour. Upon verification of the user ID, ShareWorks will send an email notification to approve you as a user. After verification of your registration against the General Meeting Record of Depositors of the Company as at 15 April 2024, the system will send you an email to notify you if your registration is approved or rejected after 16 April 2024. If your registration is rejected, you can contact ShareWorks or the Company for clarifications or to appeal.

On the day of 3rd AGM		
(ii)	Login to www.swsb.com.my	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 3rd AGM at any time from 10:30 a.m. i.e. 30 minutes before the commencement of the 3rd AGM on 22 April 2024 at 11:00 a.m.
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the “Virtual Meeting” from the main menu. Click the “Join Meeting” located next to the event. You are required to provide your full name as per the CDS account and your user registered email address. Kindly click the video link and insert the password given to you in your email notification in order to join the live video streaming. If you have any questions for the Chairman/ Board, you may use the Q&A platform to transmit your question. The Chairman/Board will try to respond to all questions submitted by remote participants during the 3rd AGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the meeting ended. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.
(iv)	Online remote voting	<ul style="list-style-type: none"> Select “Voting” located next to the “Join Meeting” and indicate your votes for the resolutions that are tabled for voting. The voting session will commence once the Chairman of the Meeting declares that the voting platform is activated and will announce the completion of the voting session of the 3rd AGM. Cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.
(v)	End of RPV Facility	<ul style="list-style-type: none"> The RPV Facility will end and the Messaging window will be disabled the moment the Chairman of the Meeting announces the closure of the 3rd AGM.

PROXY

If a shareholder is unable to attend the 3rd AGM, he/she may appoint a proxy or the Chairman of the meeting as his/ her proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

Please note that if an individual shareholder has submitted his/her Proxy Form prior to the 3rd AGM and subsequently decides to personally participate in the 3rd AGM via RPV Facility, the individual shareholder shall proceed to contact ShareWorks or the Company with the details set out below to revoke the appointment of his/her proxy no later than **20 April 2024 at 11:00 a.m.**

POLL VOTING

The voting at the 3rd AGM will be conducted by poll in accordance with Clause 79 of the Constitution of the Company. The Company has appointed ShareWorks as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn Bhd as Scrutineers to verify the poll results.

The Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolution is duly passed.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD

To administer the proceedings of the 3rd AGM in an orderly manner, shareholders may before the 3rd AGM, submit questions to the Board to ir@shareworks.com.my no later than **20 April 2024** at **11:00 a.m.** The Board will endeavour to address the questions received at the 3rd AGM.

NO RECORDING OR PHOTOGRAPHY

By participating at the 3rd AGM, you agree that no part of the 3rd AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted, or uploaded in any form, platform or social media or by any means whether it is mechanical, electronic, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

ENQUIRY

If you have any enquiry prior to the virtual meeting, please contact Mr. Kou and Mr. Wai Kien during office hours (from 9.00 a.m. to 5.00 p.m.) on Monday to Friday except public holidays:

ShareWorks Sdn. Bhd.

No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan (KL)

Telephone Number : 03-6201 1120
Email : ir@shareworks.com.my