



RGT BERHAD
Registration No. 198101004909 (71024-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of RGT Berhad (“RGT” or the “Company”), which will be held at The Executive Room, RGT Berhad, No. 1032, Jalan Perindustrian Bukit Minyak, Taman Perindustrian Bukit Minyak, 14100 Simpang Ampat, Penang, Malaysia on Friday, 24 May 2024 at 2:00 pm or any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED SHARE CONSOLIDATION OF EVERY 3 EXISTING ORDINARY SHARES IN RGT (“RGT SHARE(S)” OR “SHARE(S)”) INTO 1 RGT SHARE (“CONSOLIDATED SHARE(S)”) (“PROPOSED SHARE CONSOLIDATION”)

THAT, subject to the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Board of Directors of the Company (“Board”) to consolidate 3 existing Shares held by the shareholders of RGT, whose names appear in the Record of Depositors of the Company at the close of business on a books closing date to be determined and announced later by the Board, into 1 Consolidated Share;

THAT, fractional entitlements arising from the Proposed Share Consolidation, if any, will be disregarded and dealt with in such a manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT, the Consolidated Shares shall, upon allotment and issuance, rank equally in all respects with each other following the completion of the Proposed Share Consolidation;

AND THAT, the Board be and is hereby authorised to give effect to the Proposed Share Consolidation with full powers to assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to give full effect to the Proposed Share Consolidation.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 70,499,331 FREE WARRANTS IN RGT (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 5 CONSOLIDATED SHARES ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

THAT, subject to the approval of the Ordinary Resolution 1 and the approvals of all relevant authorities and/ or parties (where applicable) being obtained for the Proposed Bonus Issue of Warrants, authority be and is hereby given to the Board to issue and allot up to 70,499,331 Warrants to the entitled shareholders whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Board on the basis of 1 Warrant for every 5 Consolidated Shares held;

THAT, the Board be and is hereby authorised to enter into and execute a deed poll constituting the Warrants (“Deed Poll”) with full powers to assent to any condition, modification, variation and/ or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company, and with full powers for the Board to implement, finalise and give full effect to the Deed Poll;

THAT, the Board be and is hereby authorised to issue and allot 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 consequence of the adjustments pursuant to the provisions of the Deed Poll;

THAT, the Board be and is hereby authorised to issue and allot such appropriate number of new RGT Shares pursuant to the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

THAT, the Board be and is hereby authorised to disregard and deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT, the new RGT Shares to be issued pursuant to the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing RGT Shares, save and except that the new RGT Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new RGT Shares;

THAT, the Board be and is hereby authorised to use the proceeds to be raised from the exercise of the Warrants for such purposes and in such manner as set out in the Circular to shareholders of the Company dated 24 April 2024, and the Board be authorised with full powers to vary the manner and/ or purpose of the use of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient or in the best interest of the Company, subject to the approval of the relevant authorities (where required);

AND THAT, the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

BY ORDER OF THE BOARD, RGT BERHAD

ONG TZE-EN (MAICSA 7026537) (SSM PC No. 202008003397)
Company Secretary

Penang, Malaysia
24 April 2024

Notes:-

1. A proxy may but need not be a member of the Company (“Member”).
2. The instrument appointing a proxy shall be deposited at the Company’s Share Registrar’s Office at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or submitted via facsimile at 03-7890 4670 or emailed to BSR.helpdesk@boardroomlimited.com, not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof.
3. A Member entitled to attend, participate, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
5. If the appointor is a corporation, the Proxy Form must be executed under the corporation’s Common Seal or under the hand of an officer or attorney duly authorised.
6. In respect of deposited securities, only Members whose names appear on the Record of Depositors on 17 May 2024 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and / or vote in his / her behalf.



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Registration No. 198101004909 (71024-T)
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**Administrative Guide for the
Extraordinary General Meeting (“EGM”) of RGT Berhad (“the Company”)**

Day & Date : **Friday, 24 May 2024**
Time : **2:00 pm**
Venue : **The Executive Room, RGT Berhad, No. 1032, Jalan Perindustrian Bukit Minyak, Taman Perindustrian Bukit Minyak, 14100 Simpang Ampat, Penang, Malaysia.**

Entitlement to Participate and Appointment of Proxy

1. Only members whose names appear on the Record of Depositors on 17 May 2024 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
2. The instrument appointing a proxy shall be deposited at the Company’s Share Registrar’s Office at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5 Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or submitted via facsimile at 03-7890 4670 or emailed to BSR.helpdesk@boardroomlimited.com, not less than 48 hours before the time set for holding the EGM or any adjournment thereof.

Revocation of Proxy

3. If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our EGM in person, please write in to BSR.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the EGM or any adjournment thereof.

Poll Voting

4. The voting at the EGM will be conducted by poll in accordance with paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn. Bhd. as the Poll Administrator and SKY Corporate Services Sdn. Bhd. as the Independent Scrutineer to verify and validate the poll results.

No Door Gifts or Food Vouchers

5. There will be no distribution of door gifts or food vouchers to shareholders/proxies/corporate representatives who attend in the EGM.

Enquiries

6. For any enquiries, kindly contact our Share Registrars during office hours on Mondays to Fridays from 8.30 am to 5.30 pm (except on public holidays):
General Line : +603 7890 4700
Fax Number : +603 7890 4670
Email : BSR.helpdesk@boardroomlimited.com

Personal Data Privacy

By submitting the duly executed proxy form, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the EGM of the Company or any adjournment thereof.