

RCE

RCE CAPITAL BERHAD

Registration No.: 195301000151 (2444-M)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of RCE Capital Berhad ("**RCE**" or the "**Company**") will be held as a fully virtual meeting conducted entirely through live streaming and remote voting using the remote participation and voting facilities hosted on Securities Services e-Portal at <https://sshbs.net.my/> provided by SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia on Thursday, 5 September 2024 at 11.30 a.m. or immediately following the conclusion of the Company's forthcoming 70th Annual General Meeting which will be held at 10.30 a.m. on the same day via the same meeting platform, whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 764,755,767 NEW ORDINARY SHARES IN RCE ("RCE SHARES") ("BONUS SHARES") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING RCE SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED ("PROPOSED BONUS ISSUE")

"THAT subject to the approvals of all the relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of RCE ("**Board**") to allot and issue up to 764,755,767 Bonus Shares on the basis of one (1) Bonus Share for every one (1) existing RCE Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on an entitlement date to be determined;

THAT the Board be and is hereby authorised to allot and issue the Bonus Shares as fully paid shares, at nil consideration and without capitalisation of the Company's reserves;

THAT any fractional entitlements arising from the Proposed Bonus Issue shall be disregarded and/or dealt with in such manner as the Board may in its absolute discretion deem fit, expedient and in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing RCE Shares in issue;

AND THAT the Board be and is hereby authorised to take all such steps and to execute all necessary documents as the Board may deem fit to give effect to the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may consider necessary and/or expedient in the best interest of the Company in order to implement, finalise, complete and to give full effect to the Proposed Bonus Issue."

By Order of the Board

JOHNSON YAP CHOON SENG (MIA 20766) (SSM PC No. 202008000685)

SEOW FEI SAN (MAICSA 7009732) (SSM PC No. 201908002299)

Secretaries

Petaling Jaya

19 August 2024

Notes:

(1) *The EGM will be held as a fully virtual meeting conducted entirely through live streaming and remote voting using the remote participation and voting facilities hosted on Securities Services e-Portal at <https://sshbs.net.my/>.*

Should you wish to personally participate at the EGM remotely, please register electronically via Securities Services e-Portal at <https://sshbs.net.my/> by the registration cut-off time. Please refer to the Administrative Guide for the EGM for further details.

The Administrative Guide for the EGM is available for download at www.rce.com.my.

(2) *In respect of deposited securities, only members whose names appear in the Record of Depositors as at 29 August 2024 shall be eligible to participate and vote at the EGM.*

(3) *A member entitled to participate and vote at the EGM is entitled to appoint not more than two (2) proxies to participate and vote in his/her stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. There shall be no restriction as to the qualification of the proxy.*

(4) *Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.*

(5) *Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with the ordinary shares of the Company standing to the credit of the said account.*

(6) *A member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds.*

(7) *The instrument appointing a proxy ("**Form of Proxy**") shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.*

(8) *The Form of Proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof must be deposited at SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the EGM. Alternatively, you may submit the Form of Proxy electronically via Securities Services e-Portal at <https://sshbs.net.my/>.*