



NOTICE IS HEREBY GIVEN that the Forty-Third Annual General Meeting ("43rd AGM") of RGT BERHAD ("the Company") will be held at Pangkor Room, Hotel Jen Penang, Jalan Magazine, 10300 George Town, Pulau Pinang, Malaysia on Monday, 18 November 2024 at 10.00 am for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of Directors and Auditors thereon.
- To re-elect the following Directors who are retiring in accordance with Clause 102 of the Company's Constitution:
 - Ng Choon Keat; and
 - Dato' Lim Yong Jin
- To approve the payment of Directors' Fees and benefit payable to the Non-Executive Directors of the Company up to an aggregate amount of approximately RM250,000 from one day after the 43rd AGM until the conclusion of the next AGM of the Company.
- To re-appoint Crosse Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4

AS SPECIAL BUSINESS

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

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

Ordinary Resolution 5

"THAT, subject always to the Companies Act 2016 ("the Act"), the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("MMLR") and the approvals of the relevant government or regulatory authorities, where such approvals are 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 at any time, at such price, upon such terms and conditions, for such purposes and to such person or persons, as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.

AND 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 AGM of the Company.

AND THAT pursuant to Section 85 of the Act, read together with Clause 62 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued of the Company arising from issuance of new shares pursuant to this mandate.

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."

- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO BUY-BACK ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**

Ordinary Resolution 6

"THAT subject to the Companies Act 2016, provisions of the Company's Constitution, the MMLR of Bursa Securities and the approvals of all relevant regulatory authorities and parties, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company on the Main Market of Bursa Securities and/or hold from upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that:-

- the aggregate number of ordinary shares purchased ("Purchased Share(s)") and/or held as treasury shares pursuant to this ordinary resolution shall not exceed 10% of the total number of issued shares (inclusive 7,957,033 treasury shares) of the Company at any point in time;
- the maximum funds to be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority shall not exceed the total retained earnings of the Company at the time of the purchase;
- the authority to facilitate the Proposed Renewal of Share Buy-Back Authority will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time the authority will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM is required by law to be held; or
 - revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and / or any other relevant governmental and /or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:-

- to cancel the ordinary shares so purchased; or
- to retain the ordinary shares so purchased as treasury shares; and/or
- to retain part thereof as treasury shares and cancel the remainder.

AND THAT the Board be and is hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to give effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority."

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

By Order of the Board

Ong Tze-En (MAICSA 7026537 SSM | PC No. 202008003397)
Company Secretary
Penang, 18 October 2024

Notes on Appointment of Proxy:

- A proxy may but need not be a Member.
- The instrument appointing a proxy must be deposited/submitted via the following ways not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof:
 - By hardcopy form**
The Proxy Form must be deposited at the 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, Malaysia.
 - By electronic form**
The Proxy Form can be electronically submitted through facsimile at 03-7890 4670 or emailed to bsh.helpdesk@boardroomlimited.com.
- A member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him/herself. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- If the appointor is a corporation this form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 11 November 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.

Explanatory Notes on Ordinary Business:

- Ordinary Resolutions 1 and 2** deal with the re-election of Mr Ng Choon Keat and Dato' Lim Yong Jin. Both are standing for re-election and being eligible, have offered themselves for re-election at this 43rd AGM. The Board of Directors ("the Board") has, through the Nomination Committee ("NC"), considered the evaluation of retiring Directors and concurred that they met the criteria as prescribed by paragraph 2.20A of the MMLR of Bursa Securities on character, experience, integrity, competence and time to effectively discharge their roles as Directors.
Mr Ng Choon Keat is the Executive Director of the Board. He oversees the day-to-day operation functions and is responsible for executive decision-making across the Company and its subsidiaries ("the Group"). His extensive experience in management and invaluable in-depth technical knowledge in mechanical engineering have been instrumental in the research and development of machinery and equipment for customers. This has contributed to business expansion and value creation for the Group. Dato' Lim Yong Jin is the Independent Non-Executive Director ("INED") of the Board. He chairs the Risk Management Committee ("RMC") and is a member of the Audit Committee ("AC"), Remuneration Committee ("RC") and NC. Dato' Lim has fulfilled the requirements on independence as set out in the MMLR. He has exhibited his objectivity through proactive engagements during meetings of both Board and Board Committees ("AC, RC and RMC") by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion.
The retiring Directors do not have any conflict of interest with the Company save as disclosed in the Annual Report 2024 and had also abstained from deliberation and decision making on their re-election.
- Ordinary Resolution 3** is to seek shareholders' approval on the directors' fees and the benefits payable to the Non-Executive Directors ("NEDs") which have been reviewed by the Remuneration Committee and approved by the Board of the Company. The directors' fees and the benefits payable are in the best interest of the Company and in accordance with the remuneration framework. The directors' fees comprised fees payable to NEDs as members of Board and Board Committees. The amount

also includes a contingency sum to cater to unforeseen circumstances such as the appointment of any additional NED and/or for the formation of additional Board Committees and/or increase in directors' fees. The benefits payable comprised of meeting allowance per meeting day.

Upon approval, this will facilitate payment of directors' fees and benefits payable on current financial year basis, based on the current board size and assuming that all NEDs shall hold office until the end of the financial year. In the event the proposed directors' fees and benefits payable is insufficient (due to the enlarged board size), approval will be sought at the next AGM for additional fees to meet the shortfall. It will also authorised payment to be made by the Company on a monthly basis and/or as and when incurred. The Board is of the view that it is fair and equitable for the NEDs to be paid on a monthly basis and/or as and when incurred particularly after they have discharged their responsibilities and rendered their services to the Company throughout the relevant period.

Details of directors' fees and benefits payable for the financial year ended 30 June 2024 are enumerated under the Corporate Governance Overview Statement in the Annual Report 2024.

Explanatory Notes on Special Business:

- Ordinary Resolution 5** is for the purpose of granting a renewed general mandate ("General Mandate") and if passed, will give authority to the Board to issue shares and allot up to a maximum of ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.
The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 62 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 17 November 2023 and which will lapse at the conclusion of the 43rd 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 projects), 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 in 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.
- Ordinary Resolution 6** if passed, will allow empower the Directors of the Company to exercise the power of the Company to purchase its own shares. The total number of shares purchased shall not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. This authority will, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required to be held, whichever occurs first.
Please refer to the Statement on Proposed Renewal of Share Buy-Back Authority set out in the Annual Report 2024 for further information.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the MMLR of Bursa Securities)
No individual is standing for election as a Director at the forthcoming 43rd AGM of the Company.



RGT BERHAD

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

**Administrative Guide for the
Forty-Third Annual General Meeting (“43rd AGM”) of RGT Berhad (“the Company”)**

Day & Date : Monday, 18 November 2024
Time : 10:00 am
Venue : Pangkor Room, Hotel Jen Penang, Jalan Magazine, 10300 George Town, Pulau Pinang, Malaysia

Entitlement to Participate and Appointment of Proxy

1. Only members whose names appear on the Record of Depositors on 11 November 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, Malaysia 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 AGM 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 43rd AGM in person, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the 43rd AGM or any adjournment thereof.

Poll Voting

4. The voting at the 43rd AGM 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 good gifts or food vouchers to shareholders/proxies/corporate representatives who participate in the 43rd AGM.

Enquiries

6. For any enquiries, kindly contact our Share Registrars during office hours on Mondays to Fridays from 9.00 am to 5.30 pm (except on public holidays):

General Line: +603 7890 4700 | Email: bsr.helpdesk@boardroomlimited.com

No Recording or Photography

7. No recording or photography of the 43rd AGM proceedings is allowed without the prior written permission of the Company

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 43rd AGM of the Company or any adjournment thereof.