



RHONG KHEN INTERNATIONAL BERHAD
[REGISTRATION NO.: 199401017151 (302829-W)]

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth ("30th") Annual General Meeting ("AGM") of the Company will be held at Glenmarie Hotel & Golf Resort, No. 1, Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan, Malaysia on Thursday, 28 November 2024 at 12.00 noon to transact the following business:

A G E N D A

- ORDINARY BUSINESS**
- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note A)
 - To approve a final single-tier dividend of 3.0 sen per ordinary share for the financial year ended 30 June 2024. **Resolution 1**
(Please refer to Explanatory Note B)
 - To approve the payment of Directors' fees and Directors' benefits up to RM350,000.00 for the period from 29 November 2024 until the next Annual General Meeting of the Company payable quarterly in arrears. **Resolution 2**
(Please refer to Explanatory Note C)
 - To re-elect the following Directors, who retire in accordance with Clause 96 of the Constitution of the Company and being eligible offer themselves for re-election:
(a) Dato' Dr Norraesah Binti Haji Mohamad
(b) Madam Lin Chen, Jui-Fen **Resolution 3**
Resolution 4
(Please refer to Explanatory Note D)

- To re-appoint Messrs Ernst & Young PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 5**
(Please refer to Explanatory Note E)

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without modifications:

- ORDINARY RESOLUTION**
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES **Resolution 6**
(Please refer to Explanatory Note F)

"THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise the maximum amount of funds available in the Company which shall not exceed the Company's aggregate retained earnings to purchase such amount of shares in the Company ("Proposed Renewal of Share Buy-Back Authority") as may be determined by the Directors of the Company from time to time through Bursa Securities 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 shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company;

THAT an amount not exceeding the Company's retained earnings account be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority;

THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either cancel and/or retain the shares so purchased as treasury shares (in accordance with Section 127 of the Act);

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:

- the conclusion of the next AGM of the Company following the 30th AGM, at which such resolution was passed, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company at a 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);

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, complete and 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 Proposed Renewal of Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority."

- ORDINARY RESOLUTION**
AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016 **Resolution 7**
(Please refer to Explanatory Note G)

"THAT subject to Section 76 of the Act, the Directors be and are hereby empowered to issue and allot shares in the Company at any time until the conclusion of the next AGM 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 capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issuance.

THAT in connection with the above, pursuant to Section 85 and Clause 59 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

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."

- To transact any other business of which due notice shall have been given in accordance with the Act.

BY ORDER OF THE BOARD

YEOH JOE SON (MIA 9238)

(SSM PC No.: 202008004222)

TAI YIT CHAN (MAICSA 7009143)

(SSM PC No.: 202008001023)

TIA HWEI PING (MAICSA 7057636)

(SSM PC No.: 202008001687)

Company Secretaries

Selangor Darul Ehsan

Dated: 30 October 2024

NOTES:

- A member [other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991] entitled to attend and vote at the meeting is entitled to appoint a maximum of two (2) proxies to attend, participate, speak and vote on his/her behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting shall have the same rights as the members to speak at the meeting.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds 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.
- The Proxy Form shall be signed by the appointor or his/her attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
- The original instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company's Share Registrar office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Miumin, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time of the meeting and be retained by the Registrar until the meeting.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 21 November 2024 and only Members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in the Notice of the 30th AGM will be put to vote by way of poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

EXPLANATORY NOTES:

- Audited Financial Statements for Financial Year Ended 30 June 2024**
Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from shareholders of the Company and hence, Agenda 1 is not put forward for voting.
- Ordinary Resolution 1: Final Single-tier Dividend**
The Board of Directors ("Board") had on 27 August 2024 proposed a final single-tier dividend of 3.0 sen per ordinary share for the financial year ended 30 June 2024, subject to the shareholders' approval at the forthcoming 30th AGM of the Company.
- Ordinary Resolution 2: Directors' Fees and Benefits Payable**
Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors of the Company and its subsidiaries shall be approved at a general meeting.
The Proposed Ordinary Resolution 2 is to facilitate the payment of Directors' fees and Directors' benefits for the period from 29 November 2024 up to the date of the next AGM, calculated based on the current board size and the number of scheduled Board and Board Committees meetings for the period commencing from the date immediately after this AGM. In the event the Directors' fees and Directors' benefits proposed are insufficient (due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall. The Directors' benefits comprised of meeting allowances.
- Ordinary Resolutions 3 and 4: Re-election of Directors**
Dato' Dr Norraesah Binti Haji Mohamad and Madam Lin Chen, Jui-Fen, who retire in accordance with Clause 96 of the Constitution of the Company, are eligible for re-election and hence, they have offered themselves for re-election as the Directors of the Company at the 30th AGM.
Each of the Directors standing for re-election had undergone a performance evaluation and had provided their annual declaration on their fitness and propriety to continue acting as Directors of the Company in accordance with the Fit and Proper Policy of the Group.
Upon the Nomination Committee's ("NC") assessment, the performance and suitability of each of the retiring Directors was found to be satisfactory and that each of the retiring Directors had demonstrated their commitment to the role and continues to be the effective and valuable members of the Board.
Based on the above premise, the NC had recommended for the retiring Directors to be re-elected at the 30th AGM and the Board had endorsed NC's recommendations. The retiring Directors had abstained from deliberations and decisions on their re-election at the NC and Board meetings.
The detailed profile of each retiring Director, including their career history, competencies and experience can be found on pages 12 and 13 of the Annual Report 2024.
- Ordinary Resolution 5: Re-appointment of Messrs Ernst & Young PLT**
The Audit Committee and the Board have considered the re-appointment of Messrs Ernst & Young PLT ("EY") as Auditors of the Company following the annual assessment of the suitability and independence of the Auditors and collectively agreed that EY have met the relevant criteria prescribed by Paragraph 15.21 of the MMLR of Bursa Securities.
- Ordinary Resolution 6: Proposed Renewal of Share Buy-Back Authority**
Ordinary Resolution 6 is to seek the renewal of the share buy-back authority granted by the shareholders to the Company at the Twenty-Ninth ("29th") AGM of the Company held on 29 November 2023, which will lapse at the conclusion of the 30th AGM to be held on 28 November 2024. The resolution, if passed, will authorise the Company to make market purchases of its own shares as permitted by the Act.
If the share buy-back authority is renewed at the 30th AGM, the Board will be allowed to purchase up to ten percent (10%) of the Company's total number of issued shares, should market conditions and price justify such purchase(s). The Board intends to make such purchase(s) under the share buy-back authority if doing so could lead to an increase in the net assets value per share held by the remaining shareholders and the purchase(s) are in the best interests of the Company in general, having due regard to appropriate gearing levels, alternative investment opportunities and the overall financial position of the Company.
Any purchase of shares by the Company would be by market purchases through Bursa Securities. Shares purchased under the share buy-back authority may either be cancelled or held as treasury shares by the Company. Such treasury shares may subsequently be cancelled, or resold for cash, or distributed as dividends or be dealt with by the Directors in the manners allowed by the Act.
- Ordinary Resolution 7: Authority for Directors to Issue and Allot Shares in the Company pursuant to Section 76 of the Companies Act 2016**
The Company had, during its 29th AGM held on 29 November 2023, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 76 of the Act. As at the date of the notice, the Company did not issue any shares pursuant to this mandate obtained.
Ordinary Resolution 7 is a renewal of the general mandate for issuance of shares by the Company under Section 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for such purpose as the Directors consider would be in the best interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM.
With this renewed General Mandate, the Company will be able to carry any fund-raising activities, including but not limited to further placing of shares, for purpose of funding investment project(s) and/or working capital.
The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 59 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.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.