



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

NOTICE IS HEREBY GIVEN that the First Annual General Meeting (“1st AGM” or “Meeting”) of RAY GO SOLAR HOLDINGS BERHAD (“RGSH” or “the Company”) will be held on a fully virtual 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 Friday, 22 April 2022 at 10.30 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 2021 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 RM347,500 for the financial year ended 31 October 2021. | ORDINARY RESOLUTION 1 |
| 3. To approve the payment of Directors’ fees and/or benefits of up to RM600,000 from 1 November 2021 until the next Annual General Meeting (“AGM”) of the Company. | ORDINARY RESOLUTION 2 |
| 4. To re-elect the following Directors of the Company who retire pursuant to Clause 94 of the Company’s Constitution: i. Dato’ Tan Boon Teck ii. Datin Wang Rui iii. Mr. Ong Kheng Swee | ORDINARY RESOLUTION 3 ORDINARY RESOLUTION 4 ORDINARY RESOLUTION 5 |
| 5. 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 6 |

AS SPECIAL BUSINESS :

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

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| 6. GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 | ORDINARY RESOLUTION 7 |
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“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares 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 of the Company 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 AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

7. 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)
Company Secretary

Petaling Jaya, Selangor Darul Ehsan
31 March 2022

Notes:

- a) A member of the Company 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 proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak 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 at least 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 or via facsimile no. 03-62013121 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 14 April 2022. Only members whose names appear in the General Meeting Record of Depositors as at 14 April 2022 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.

- j) Given the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 1st AGM at short notice. Kindly check Bursa Securities' website at <https://www.bursamalaysia.com> for the latest updates on the status of the Meeting.

EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 October 2021

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

2. Item 3 of the Agenda – Directors' Fees and Benefits for the period from 1 November 2021 until the next AGM of the Company

The estimated Directors' fees and benefits proposed for the period from 1 November 2021 until the next AGM of the Company were 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' fee and benefits for the period from 1 November 2021 until the next AGM of the Company in the year 2023. In the event of 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. Item 6 of the Agenda – General Authority for the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 7 proposed under item 6 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 Companies Act 2016 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 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.