

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has only perused through this Circular in respect of the Proposed Shareholders’ Mandate (as defined below) on a limited review basis pursuant to the provision of the ACE Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



**RADIANT GLOBALTECH BERHAD**  
Registration No. 200301018877 (621297-A)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED NEW SHAREHOLDERS’  
MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR  
TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)**

The Proposed Shareholders’ Mandate will be tabled at the Nineteenth Annual General Meeting (“19<sup>th</sup> AGM” or “Meeting”) of Radiant Globaltech Berhad (“Radiant Globaltech” or “the Company”) which to be held at Green III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 24 June 2022 at 2:30 p.m., or at any adjournment thereof.

The Notice of the 19<sup>th</sup> AGM together with the Proxy Form, Administrative Notes and this Circular are available at the Company’s website at <http://rgtech.com.my/agm-egm/>. Please follow the procedures provided in the Administrative Notes for the 19<sup>th</sup> AGM in order to register, participate and vote remotely.

If you are unable to participate in the 19<sup>th</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited to Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or by electronically via TIIH online website at <https://tiih.online>, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting as the case may be.

The last date and time for lodging the Proxy Form : Wednesday, 22 June 2022 at 2:30 p.m.  
Day, date and time of the 19<sup>th</sup> AGM : Friday, 24 June 2022 at 2:30 p.m.

This Circular is dated 29 April 2022



## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	: The Companies Act 2016 as amended from time to time and any re-enactment thereof
“ADP”	: Adaptive Pos Sdn. Bhd. [Registration No. 201801016215 (1278231-M)]
“AGM”	: Annual General Meeting
“Audit and Risk Management Committee”	: Audit and Risk Management Committee of Radiant Globaltech
“Board”	: The Board of Directors of Radiant Globaltech
“BKS”	: Burger King Singapore Pte. Ltd. (200900741N)
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“CMSA”	: Capital Markets and Services Act 2007
“Cosmo”	: Cosmo Restaurants Sdn. Bhd. [Registration No. 199401010330 (296009-T)]
“CPSB”	: Careon Pharmacy Sdn. Bhd. [Registration No. 202001028195 (1384515-A)]
“Director(s)”	: The meaning given in Section 2(1) of the CMSA and for the purpose of the Proposed Shareholders’ Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive officer of Radiant Globaltech and/or its subsidiary or holding company
“FYE”	: Financial year ended/ Financial year ending
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
“LPD”	: 31 March 2022, being the latest practicable date prior to the printing of this Circular

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## DEFINITIONS (CONT'D)

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“Major Shareholder”	: A person who has an interest or interests in one or more of the voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:  (a) ten percent (10%) or more of the aggregate of the nominal amounts of all the voting shares in the Company; or  (b) five percent (5%) or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.  For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act  For the purposes of the Proposed Shareholders’ Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company
“Person(s) Connected”	: Person(s) connected as defined in Rule 1.01 of the Listing Requirements
“Proposed Shareholders’ Mandate” or “Proposal”	: Proposed New Shareholders’ Mandate for the RRPT
“Radiant ADC”	: Radiant Global ADC Sdn. Bhd. [Registration No. 199401019745 (305424-W)]
“Radiant Globaltech” or “Company”	: Radiant Globaltech Berhad [Registration No. 200301018877 (621297-A)]
“Radiant Globaltech Group” or “Group”	: Radiant Globaltech and its subsidiaries (including all future subsidiaries which are acquired/incorporated by Radiant Globaltech Group before the next AGM of the Company) as defined in the Act
“Radiant Globaltech Share(s)” or “Share(s)”	: Ordinary share(s) in Radiant Globaltech
“Recurrent Related Party Transaction(s)” or “RRPT”	: Related party transaction(s) which is/are recurrent, of a revenue and/or trading nature, which are necessary for the day-to-day operations of Radiant Globaltech Group within the ordinary course of business of Radiant Globaltech Group
“Related Party” or “Related Parties”	: A Director, Major Shareholder and/or Person Connected with such Director or Major Shareholder; and “Related Parties” shall be construed accordingly
“RM” and “sen”	: Ringgit Malaysia and sen respectively
“SMEM”	: 99 Speed Mart (East Malaysia) Sdn. Bhd. [Registration No. 201301011044 (1040881-M)]
“SMSB”	: 99 Speed Mart Sdn. Bhd. [Registration No. 200001016930 (519537-X)]

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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## **RADIANT GLOBALTECH BERHAD**

Registration No. 200301018877 (621297-A)  
(Incorporated in Malaysia)

**Registered Office:**  
Third Floor, No. 77, 79 & 81  
Jalan SS 21/60  
Damansara Utama  
47400 Petaling Jaya  
Selangor Darul Ehsan

29 April 2022

### **Board of Directors:**

Dato' Siow Kim Lun (Independent Non-Executive Chairman)  
Yap Ban Foo (Vice Chairman and Senior Executive Director)  
Yap Sin Sang (Senior Executive Director)  
Tevanaigam Randy Chitty (Independent Non-Executive Director)  
Mashitah Binti Osman (Independent Non-Executive Director)

### **To: The Shareholders of Radiant Globaltech**

Dear Sir/Madam,

### **PROPOSED SHAREHOLDERS' MANDATE**

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#### **1 INTRODUCTION**

On 6 April 2022, the Board had announced to Bursa Securities that the Company intends to seek its shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming 19<sup>th</sup> AGM of the Company for Radiant Globaltech Group to enter into the RRPT with the Related Parties which is necessary for its day-to-day operations.

The purpose of this Circular is to provide you with relevant details and information pertaining to the Proposal together with the Board's recommendation, and to seek your approval for the ordinary resolution to be tabled at the forthcoming 19<sup>th</sup> AGM of the Company. The notice convening the 19<sup>th</sup> AGM is set out in this Circular.

**SHAREHOLDERS OF RADIANT GLOBALTECH ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSAL AT THE FORTHCOMING 19<sup>th</sup> AGM OF THE COMPANY.**

## 2 PROPOSED SHAREHOLDERS' MANDATE

### 2.1 Details of the Proposed Shareholders' Mandate

In the ordinary course of the Group's businesses, the Company anticipates that the Group would enter into certain RRPT with the Related Parties. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Pursuant to Rule 10.09(2) of the Listing Requirements, the Company may seek a shareholders' mandate in respect of RRPT which are necessary for its day-to-day operations subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value of the RRPT is equal to or more than the prescribed threshold prescribed in Rule 10.09(1) of the Listing Requirements;
- (c) the issuance of a circular to shareholders by the listed issuer, which includes the information as may be prescribed by the Exchange, together with a checklist showing compliance with such information when submitting the circular to the Exchange);
- (d) in a meeting to obtain shareholders' mandate, the relevant Related Party must comply with the requirements set out in Rule 10.08(7) of the Listing Requirements; and
- (e) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

In this regard, the Board proposes to seek shareholders' mandate for the Group to enter into arrangements or transactions with the Related Party, details of which are set out in Section 2.3 below, which are necessary for the day-to-day operations of the Group and are based on transaction prices and on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

If approved, the Proposed Shareholders' Mandate shall be valid for the period described in Section 2.5 below.



## 2.2 Principal activities of Radiant Globaltech Group

The Company is an investment holding company. As at LPD, the principal activities of its subsidiaries are as follows:

Name of company	Effective interest (%)	Principal activities
<b>Direct</b>		
Radiant Global ADC Sdn. Bhd. [199401019745 (305424-W)]	100%	Engaged in the business of trading in retail technology hardware, provision of maintenance and technical support services and investment holding.
Radiant Global Solutions Sdn. Bhd. [201201044616 (1029093-W)]	100%	Engaged in the provision of retail technology software solutions.
Infoconnect Commerce Sdn. Bhd. [201801016025 (1278041-X)]	100%	Engaged in the business of computer consultancy, computer programming activities and wholesale of a variety of goods without any particular specialisation.
Grand-Flo Spritvest Sdn. Bhd. [199501019036 (348239-W)]	80%	Engaged in the provision of information technology solutions specialising in automated data collection processes and mobile computing.
Adaptive Pos Sdn. Bhd. [201801016215 (1278231-M)]	70%	Engaged in the business of computer consultancy, computer programming activities and wholesale of a variety of goods without any particular specialisation.
World Pos Sdn. Bhd. [201901024132 (1333461-W)]	70%	Engaged in the business management consultancy services, computer programming activities and investment holding.
World Portal Sdn. Bhd. [202001023374 (1379694-W)]	70%	Engaged in the provision of computer programming activities and other information technology services.
Arms Software International Sdn. Bhd. [199801016879 (473008M)]	70%	Engaged in developing and selling of software systems, providing web designing services and dealing in all kinds of computer accessories and peripherals.
Radiant Global ADC Cambo Pte. Ltd. [00004647]	100%	Engaged in the business of trading in retail technology hardware and provision of retail technology software solutions, maintenance and technical support services.
Rgtech Simat Co. Ltd. [0105563002283]	49%	Engaged in the business of information technology services business, hardware distribution, software development and maintenance.

Name of company	Effective interest (%)	Principal activities
<u>Subsidiary company of Radiant Global ADC Sdn. Bhd.</u>		
Radiant Global ADC Vietnam Co. Ltd. [0304765787]	100%	Engaged in the business of trading in retail technology hardware and provision of retail technology software solutions, maintenance and technical support services.
<u>Subsidiary company of Radiant Global Solutions Sdn. Bhd.</u>		
RG Posconnect Sdn. Bhd. [202001012753 (1369073-V)]	70%	Engaged in the provision of retail software solutions.
<u>Subsidiary company of Infoconnect Commerce Sdn. Bhd.</u>		
RG Gateway Sdn. Bhd. [202001035523 (1391844-X)]	70%	Engaged in the business of retail technology solutions provider.

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### 2.3 Related Party and Nature of RRPT contemplated

In the normal course of the Group's businesses, transactions of a revenue and/or trading nature between company(ies) in the Group and the Related Party(ies) are likely to occur and are necessary for its day-to-day operations.

Transactions contemplated for which the Proposed Shareholders' Mandate (based on the Group's structure as at LPD) is sought are set out below:

Transacting company within Radiant Globaltech Group as service provider	Related Party as the recipient of the services	Nature of Transaction	Estimated aggregate value <sup>(1)</sup> during the validity period of the mandate <sup>(2)</sup>  (RM)	Actual Value Transacted from the date of the first transaction up to LPD <sup>(3)</sup>  (RM)	Interested Directors/ Major Shareholders/ persons connected to Directors or Major Shareholders
Radiant Globaltech Group	SMSB/ SMEM/ Cosmo/ CPSB/ BKS	Sales of Retail Technology Solutions (E.g. POS hardware and peripherals, POS software and related licenses, maintenance and technical support services)	10,000,000	1,278,394	Lee Thiam Wah is a Major Shareholder of the Company.  He is also a director and has direct/indirect interest in SMSB/SMEM/Cosmo/CPSB/BKS.  Ng Lee Tieng, is a major shareholder of the Company and she is the spouse of Lee Thiam Wah.

Notes:

- <sup>(1)</sup> The estimated values stated are determined by the Group's management. Actual transaction values may differ from the values stated.
- <sup>(2)</sup> The validity period of the Proposed Shareholders' Mandate is from the forthcoming 19<sup>th</sup> AGM to the next AGM.
- <sup>(3)</sup> The percentage ratio for the transaction(s) from the date of the first transaction up to the date of the forthcoming 19<sup>th</sup> AGM is less than 5%.

### 2.4 Basis of estimates

The abovementioned estimated values in respect of each transaction referred to above are based on prevailing prices obtained from the Related Parties which are reasonable market-competitive prices and are derived based on the normal level of transactions to be entered into by the Group for the period up to the conclusion of the next AGM. The estimated amounts are further based on the assumptions that the current level of operations will continue and all external conditions remain constant. Due to the nature of the transactions, the actual value of transactions may vary from the estimated value disclosed above.

### 2.5 Validity period of the Proposed Shareholders' Mandate

The authority from the shareholders of Radiant Globaltech to undertake the Proposed Shareholders' Mandate, if granted, shall be effective upon the passing of the ordinary resolution for the Proposed Shareholders' Mandate at the forthcoming 19<sup>th</sup> AGM until:

- (i) the conclusion of the next AGM of Radiant Globaltech following the general meeting at which this ordinary resolution for the Proposed Shareholders'

Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or

- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

## **2.6 Review procedures for the RRPT**

Radiant Globaltech has internal control systems to ensure that the RRPT are undertaken on an arm's length basis and on normal commercial terms consistent with the Company's usual business practices and policies, which are no more favourable to the interested parties than those extended to third parties/public and are not detrimental to the interest of the minority shareholders. The management of Radiant Globaltech will ensure that the RRPT with interested parties will only be transacted at the prevailing market rates/prices for the services or products on the usual commercial terms, or otherwise in accordance with applicable industry norms, after taking into account the pricing, the level of services, quality of products and other related factors.

The following methods and procedures have been implemented by Radiant Globaltech Group to ensure proper identification and reporting of RRPT and to ensure that RRPT contemplated under the Proposed Shareholders' Mandate are undertaken on transaction prices and terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders:

- (i) Any tender, quotation or contract received from or proposed to be entered with a Related Party will be reviewed by the senior management who will ascertain if it is an approved RRPT. Such tender, quotation or contract will not be approved unless the terms offered to the Group are comparable with those offered by other unrelated parties for the same or substantially similar type of transactions. The transactions with a Related Party will only be entered into after taking into account the pricing, quality, deliverables, level of service and other related facts including competitors' prices of similar products and services in the open market;
- (ii) All transactions entered into pursuant to the Proposed Shareholders' Mandate will be tabled to the Audit and Risk Management Committee for review on a quarterly basis. In its review of such transactions, the Audit and Risk Management Committee may, as it deems fit, request for additional information pertaining to the transactions from independent sources;
- (iii) Records will be maintained by the Company to capture all RRPT entered into pursuant to the Proposed Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (iv) The Audit and Risk Management Committee has and shall continuously review the adequacy and appropriateness of the procedures, as and when required, with the authority to sub-delegate to individuals or committee within the Company as they deem appropriate;

- (v) The pricing for services and products to be provided/supplied and/or received is determined based on the Group's business practices and policies to ensure that prices and terms and conditions are based on competitive prices of similar products and services in the open market;
- (vi) Where practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for substantially similar products or services and/or quantities will be used as a comparison to determine whether the price and terms offered to/by the Related Party are fair and reasonable and comparable to those offered to/by other unrelated third parties, for the same or substantially similar type of products/services and/or quantities; and
- (vii) In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Audit and Risk Management Committee shall review the transaction price based on the usual business practices of the Group to ensure that the RRPT are not detrimental to the Company and the Group.

## **2.7 Threshold for approval of RRPT**

There is no specific threshold for approval of RRPT within the Radiant Globaltech Group. All RRPT are subject to the same authority limit threshold established by the respective business units for its other business transactions where transactions of different nature and value are subject to approval by the appropriate level of authority as determined by senior management and/or the Board. Where a Director has an interest (direct or indirect) in an RRPT, such Director shall abstain from deliberating over such transaction.

In addition, the Audit and Risk Management Committee and the Board shall review and approve all aspects of the RRPT where the consideration, value of the assets, capital outlay or costs thereof, equal or exceed RM200,000, and ensure that they are conducted at arm's length basis. Whilst the Vice Chairman and Senior Executive Director or Senior Executive Director shall review RRPT of a consideration less than RM200,000.

## **2.8 Statement by the Audit and Risk Management Committee**

The procedures and processes of RRPT as set out in the sections above are and will be reviewed annually. The Audit and Risk Management Committee of the Company is of the view that the Group has in place adequate procedures and processes to monitor, track and identify the RRPT in a timely and orderly manner.

The Audit and Risk Management Committee has also reviewed the RRPT and is of the opinion that the review procedures in Section 2.6 above are sufficient to ensure that RRPT will be carried out at arm's length and on commercial terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders.

## **2.9 Disclosure in the annual report**

Disclosure will be made in the Company's annual report on the breakdown of the aggregate value of the RRPT made during the financial year, amongst others, based on the following information:

- (i) the type of the RRPT made; and
- (ii) the names of the Related Parties involved in each type of the RRPT made and their relationship with the Company.

## 2.10 Rationale for and benefits of the Proposed Shareholders' Mandate

The rationale for and benefits of the Proposed Shareholders' Mandate to the Group are as follows:

- (i) the Proposed Shareholders' Mandate will empower the Group to enter into transactions with the Related Parties which are necessary in the day-to-day operations of the Group, undertaken at arm's length, normal commercial terms, are not more favourable to the Related Parties than those generally made available to the public and are not detrimental to the minority shareholders;
- (ii) the Proposed Shareholders' Mandate will eliminate the need for the convening of general meetings on an ad hoc basis and hence will reduce substantially the administrative time, inconvenience and the expenses associated therewith; and
- (iii) the RRPT entered into by the Group are intended to meet business needs at the best possible terms and to allow the Group to tap into the expertise of the Related Parties which will be of benefit to all the companies within the Group.

## 2.11 Effects of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate will not have any effect on the issued share capital, substantial shareholders' shareholdings, net assets and gearing of the Group.

## 3 APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of Radiant Globaltech's shareholders to be obtained at the forthcoming 19<sup>th</sup> AGM of the Company.

## 4 AMOUNT OWING BY THE RELATED PARTIES PURSUANT TO RRPT

As at LPD, there is no amount due and owing to Radiant Globaltech Group by Related Parties pursuant to RRPT which has exceeded the credit term.

## 5 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Saved as disclosed below, none of the Directors, Major Shareholders and/or persons connected to them have any interest, direct or indirect, in the Proposed Shareholders' Mandate as at LPD:

Name	Direct		Indirect	
	No. of shares	%*	No. of shares	%*
<b><u>Interested Major Shareholders</u></b>				
Global Success Network Sdn. Bhd.	80,905,000	16.865	-	-
Lee Thiam Wah	-	-	82,822,300 <sup>(1)</sup>	15.769
Ng Lee Tieng	1,917,300	0.365	80,905,000 <sup>(2)</sup>	15.405

Notes:

\* Based on the number of issued shares of the Company as at the LPD of 525,200,000 Shares.

- (1) *Deemed interested by virtue of his shareholdings in Global Success Network Sdn. Bhd. and his spouse's, Ng Lee Tieng shareholdings in the Company pursuant to Section 8 of the Act.*
- (2) *Deemed interested by virtue of her spouse's shareholdings held in Global Success Network Sdn. Bhd. pursuant to Section 8 of the Act.*

Accordingly, the Interested Major Shareholders will abstain from deliberation and voting in respect of their direct and indirect shareholdings on the resolution deliberating or approving the Proposed Shareholders' Mandate at the forthcoming 19<sup>th</sup> AGM of the Company. Further, the Interested Major Shareholders have undertaken to ensure that persons connected to them will abstain from deliberation and voting in respect of their direct and/or indirect shareholdings on the resolution deliberating or approving the Proposed Shareholders' Mandate at the forthcoming 19<sup>th</sup> AGM of the Company.

## 6 DIRECTORS' RECOMMENDATION

The Board having considered all aspects of the Proposed Shareholders' Mandate, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Group.

Accordingly, the Board recommends that you **vote in favour** of the Ordinary Resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 19<sup>th</sup> AGM of the Company.

## 7 19<sup>th</sup> AGM OF THE COMPANY

The Notice of the 19<sup>th</sup> AGM together with the Proxy Form, Administrative Notes and this Circular are available at the Company's website at <http://rgtech.com.my/agm-egm/>. The 19<sup>th</sup> AGM of the Company will be held at Green III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on the date and time indicated below or at any adjournment thereof for the purpose of considering and, if though fit, passing the resolution, with or without modifications, to give effect to the Proposal.

If you are unable to participate in the 19<sup>th</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited to Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or by electronically via TIIH online website at <https://tiih.online>, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting as the case may be.

The last date and time for lodging the Proxy Form	:	Wednesday, 22 June 2022 at 2:30 p.m.
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Day, date and time of the 19 <sup>th</sup> AGM	:	Friday, 24 June 2022 at 2:30 p.m.
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The lodging of Proxy Form does not preclude you from attending and voting in person should you subsequently decide to do so.

Shareholders are advised to refer to the Administrative Notes on the registration and voting process for the 19<sup>th</sup> AGM of Radiant Globaltech.

**8 FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully,  
For and on behalf of the Board of  
**RADIANT GLOBALTECH BERHAD**

**YAP BAN FOO**  
Vice Chairman and Senior Executive Director



**FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors of Radiant Globaltech who collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no other fact, the omission of which would make any statement herein misleading.

**2. MATERIAL CONTRACTS**

Save for the Share Sale Agreement and the Shareholders Agreement disclosed below, the Radiant Globaltech Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within 2 years immediately preceding the date of this Circular:

- (i) Share Sale Agreement dated 10 September 2020 between Radiant Globaltech and NCT Alliance Berhad, for the purposes of acquisition by Radiant Globaltech of 800,000 ordinary shares in Grand-Flo Spritvest Sdn. Bhd. ("GF Spritvest"), representing 80% of the issued share capital of GF Spritvest for a purchase consideration of RM11,600,000.00. The proposal was completed on 1 November 2020.

**3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

Radiant Globaltech Group is not engaged in any material litigation, claim or arbitration either as plaintiff or defendant or otherwise and the Directors of Radiant Globaltech are not aware of any proceeding pending or threatened against Radiant Globaltech and/or its subsidiaries, or of any fact likely to give rise to any proceeding which might materially or adversely affect the financial position or business of Radiant Globaltech Group.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents are available for inspection at the registered office of the Company at Third Floor, No. 77, 79 and 81, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, during normal business hours from Monday to Friday (except for Public Holidays) from the date of this Circular up to and including the date of the 19<sup>th</sup> AGM:

- (a) Constitution of the Company; and
- (b) Audited consolidated financial statements of the Company for the financial year ended 31 December 2020 and 31 December 2021.

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**EXTRACT OF NOTICE OF 19<sup>TH</sup> AGM**

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**ORDINARY RESOLUTION 6  
PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY  
TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED SHAREHOLDERS'  
MANDATE")**

"THAT authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.3 of the Circular to Shareholders in relation to the Proposed Shareholders' Mandate dated 29 April 2022 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Shareholders' Mandate in the best interest of the Company."

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