



**RHONE MA HOLDINGS BERHAD**  
[Registration No. 201401040077 (1116225-A)]

**NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Eighth Annual General Meeting ("AGM") of Rhone Ma Holdings Berhad will be held at Atlanta East, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 14 June 2022 at 10.00 a.m. for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 ("FY2021") together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Final Single-Tier Dividend of 1.0 sen per ordinary share in respect of the FY2021.
- To approve the payment of Directors' fees to the Non-Executive Directors of the Company and its subsidiaries for the financial year ending 31 December 2022 ("FY2022"):
  - Director's fee of RM90,000 to Dato' Hamzah Bin Mohd Salleh
  - Director's fee of RM60,000 to Teoh Chee Yong
  - Director's fee of RM60,000 to Martin Jeyaratnam A/L Thiagaraj
  - Director's fee of RM80,000 to Rahanawati Binti Ali Dawam
- To approve the payment of Directors' benefits payable to the Non-Executive Directors of the Company amounting to RM19,200 until the next AGM of the Company.
- To re-elect the following Directors retiring pursuant to Clause 95 of the Constitution of the Company:
  - Dato' Hamzah Bin Mohd Salleh
  - Rahanawati Binti Ali Dawam
- To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Please refer to Note A  
Ordinary Resolution 1**

**Ordinary Resolution 2  
Ordinary Resolution 3  
Ordinary Resolution 4  
Ordinary Resolution 5  
Ordinary Resolution 6**

**Ordinary Resolution 7  
Ordinary Resolution 8  
Ordinary Resolution 9**

**AS SPECIAL BUSINESS**

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

- AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016**

**Ordinary Resolution 10**

"THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed twenty per centum (20%) of the total number of issued shares/ total number of voting shares of the Company (excluding treasury shares) at the time of issue and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

To transact any other business that may be transacted at an AGM of which due notice shall have been given in accordance with the Companies Act 2016 and Constitution of the Company.

**NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** the final single-tier dividend of 1.0 sen per ordinary share in respect of the FY2021, if approved by the shareholders at the Eighth Annual General Meeting, will be paid on 15 July 2022 to Depositors whose names appear in the Record of Depositors at the close of business on 4 July 2022.

A depositor shall qualify for entitlement to the dividend only in respect of the following:

- Shares transferred into the Depositor's Securities Account on or before 4.30 p.m. on 4 July 2022 in respect of ordinary transfers; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

TAI YIT CHAN (MAICSA 7009143)(SSM PC No.: 202008001023)

TAN AI NING (MAICSA 7015852)(SSM PC No.: 202008000067)

Company Secretaries

Selangor Darul Ehsan

28 April 2022

**NOTES:**

- A proxy may but need not be a member.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee who holds ordinary shares in the Company for multiple beneficial owners in one 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.
- 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.
- The 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 that power or authority shall be deposited with the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. (Registration No. 199601006647 (378993-D)) at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
- Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the AGM or Adjourned AGM.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 8 June 2022 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/ or vote on his behalf.

**EXPLANATORY NOTES:**

**Note A**

**To receive the Audited Financial Statements for the FY2021 together with the Reports of the Directors and Auditors thereon**

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

**Ordinary Resolutions 2 to 5**

**Payment of Directors' fees for the FY2022**

Payment of Directors' fees and benefits under Section 230(1) of the Companies Act 2016 provides amongst others, that the Directors' fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting.

During a review in 2022, the Remuneration Committee recommended and the Board has approved, subject to shareholders' approval at this AGM, that Directors' fees remained unchanged.

**Ordinary Resolution 6**

**Directors' benefits payable to the Non-Executive Directors of the Company**

There is no revision to the proposed Directors' benefits payable to the Non-Executive Directors per annum until the next AGM of the Company. In determining the estimated total amount of the Directors' benefits, the Board has considered the number of scheduled and special meetings for the Board and Board Committees as well as the number of Non-Executive Directors involved in the meetings.

**Ordinary Resolution 7**

**Re-election of Dato' Hamzah Bin Mohd Salleh as Independent Non-Executive Director**

Dato' Hamzah Bin Mohd Salleh fulfils the requirement of independence set out in the Main Market Listing Requirements ("MMLR") of Bursa Securities as well as the prescribed criteria under the Malaysian Code on Corporate Governance 2021 ("MCCG 2021"). As the Chairman of the Board, he demonstrates sound leadership skills and encourages open communication which allows the Board members to raise important matters without inhibition. He also exercised his due care and carried out his professional duties proficiently during his tenure as an Independent Non-Executive Director of the Company.

**Ordinary Resolution 8**

**Re-election of Rahanawati Binti Ali Dawam as Independent Non-Executive Director**

Rahanawati Binti Ali Dawam fulfils the requirement of independence set out in the MMLR of Bursa Securities as well as the prescribed criteria under the MCCG 2021. She has demonstrated her independence through her engagement in the meetings by proactively giving valuable insights to the Management in developing the Group's business strategies. She also exercised her due care and carried out her professional duties proficiently during her tenure as an Independent Non-Executive Director of the Company.

**Ordinary Resolution 10**

**Authority to allot and issue shares by Directors pursuant to Section 76 of the Companies Act 2016**

Bursa Securities had vide its letter dated 23 December 2021 granted extension of the enhanced general mandate, amongst others, listed issuers will have up to 31 December 2022 to issue new securities under Paragraph 6.03 of the MMLR of not more than twenty per centum (20%) of the total number of issued shares/total number of voting shares of the Company for issue of new securities ("20% General Mandate"), provided that the following are being complied with:

- procure shareholders' approval for the 20% General Mandate at a general meeting;
- complies with all relevant applicable legal requirements, including its Constitution or relevant constituent document; and
- will continue to comply with all other requirements for new issue of securities under the MMLR.

This 20% General Mandate may be utilised by the Company to issue new securities until 31 December 2022 and thereafter, the 10% general mandate pursuant to paragraph 6.03 of the MMLR will be reinstated unless extended by Bursa Securities pursuant to their letter dated 23 December 2021.

The Board of Directors, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders.

The proposed Ordinary Resolution 10, if passed, will give flexibility to the Directors of the Company to issue shares and allot up to a maximum of twenty per centum (20%) of the total number of issued shares/ total number of voting shares of the Company (excluding treasury shares) at the time of such allotment and issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new shares for future business opportunities for the purpose of funding investment project(s), working capital and/or acquisitions and thereby reducing administrative time and cost associated with the convening of such meeting(s).

The Company had on 10 March 2022 issued and allotted 20,086,000 ordinary shares, representing 10% of the total number of issued shares via private placement and raised proceeds amounting to RM13,457,620 for the purpose of establishing a milk processing plant, marketing expenses and working capital.

As of to-date, the Company has not utilised the proceeds raised from the said private placement.

**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.