



RALCO CORPORATION BERHAD
(Company No. 199501003907 (333101-V))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 28th Annual General Meeting ("AGM") of Ralco Corporation Berhad ("Company") will be held as a fully virtual meeting conducted entirely through live-streaming and remote voting using the remote participation and voting facilities from the broadcast venue at Lot 1476, Jalan Lengkok Emas 1, Nilai Industrial Estate, 71800 Nilai, Negeri Sembilan on Thursday, 15th day of June 2023 at 11.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

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| 1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon. | [Please refer to Explanatory Note (i)] |
| 2. To approve the payment of Directors' fees amounting to RM185,034 for the financial year ended 31 December 2022. | RESOLUTION 1 |
| 3. To approve the Directors' remuneration (excluding Directors' fees) payable to the Directors of the Company and its subsidiaries amounting to RM50,000 from 1 July 2023 until 30 June 2024. | RESOLUTION 2 |
| 4. To re-elect the following Directors who retire in accordance with Clause 97 of the Constitution of the Company and being eligible, offered themselves for re-election: -
(1) Mr. Heng Chee Wei
(2) Dato' Chong Kim Fatt | RESOLUTION 3
RESOLUTION 4 |
| 6. To re-appoint Messrs. RSM Malaysia PLT (LLP0030276-LCA & AF 0768) as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration. | RESOLUTION 5 |

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution with or without modifications:-

7. Ordinary Resolution

RESOLUTION 6

Authority to issue and allot shares

THAT subject always to the Companies Act, 2016 ("the Act"), Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Act to issue and allot not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Act ("Mandate").

THAT pursuant to Section 85 of the Companies Act, 2016, to be read together with Clause 54 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 of the Company ranking equally to the existing issued shares of the Company arising from any issuance of new shares in the Company 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."

8. To transact any other ordinary business of the Company for which due notice shall have been given.

BY ORDER OF THE BOARD

TEO MEE HUI (SSM PC NO. 202008001081) (MAICSA 7050642)
ELIZABETH ALLISON DE ZILVA (SSM PC NO. 202008002112) (MAICSA 7030086)
Company Secretaries

Kuala Lumpur
28 April 2023

NOTES:

- The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. Shareholders/proxies will not be allowed to attend the 28th AGM in person at the Broadcast Venue on the day of the meeting. Shareholders who wish to participate at the 28th AGM will therefore have to do so remotely and pre-register their attendance via the link <https://vps.megacorp.com.my/EFJWMR>. Kindly refer to the Administrative Notes for further information.
- 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. A proxy may, but need not, be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company where to the credit of the said Securities Account.
- 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 is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds. Where the Exempt Authorised Nominee appoints two (2) or more proxies to attend and vote at the same meeting, such appointment shall be invalid unless the Exempt Authorised Nominee specifies the proportion of his holdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Poll Administrator's office at Mega Corporate Services Sdn. Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submit via email to AGM-support.Ralco@megacorp.com.my not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. Kindly refer to the Administrative Notes for further information.
- Date of Record of Depositors for the purpose of determining Members' entitlement to attend, vote and speak at the 28th AGM is 8 June 2023.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 28th AGM will be put to vote on a poll.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS:

(i) Item 1 of the Agenda

Audited Financial Statements for the financial year ended 31 December 2022

This Agenda item is meant for discussion only, as the provisions of Section 248 and Section 340(1)(a) of the Companies Act, 2016 do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item will not be put for voting.

(ii) Ordinary Resolution 1

Pursuant to Section 230(1) of the Companies Act 2016, the fee of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 28th AGM on the Directors' fees for the financial year ended 31 December 2022.

The Directors' fees payable to the Directors of the Company for the financial year ended 31 December 2022 are set out as follows:

	Fee (RM)
Executive Directors	35,034
Non-Executive Directors	150,000

(iii) Ordinary Resolution 2

Pursuant to Section 230(1) of the Companies Act 2016, the fee of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 28th AGM on the Directors' remuneration (excluding the Directors' fees) payable to the Directors of the Company and its subsidiaries for the period from 1 July 2023 until 30 June 2024 ("Relevant Period").

The Directors' remuneration (excluding Directors' fees) comprises the allowances and other emoluments payable to the Directors of the Company and its subsidiaries are set out below:

Description	Chairman (RM)	Directors (RM)
Meeting Allowance (per meeting)	500	500
- Board Committees		
Directors Liability Insurance (per annum)	1,768	1,768

Note:

In determining the estimated total amount of the Directors' remuneration (excluding Directors' fees), the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved in these meetings.

Payment of Directors' remuneration (excluding Directors' fees) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Resolution 2 has been passed at the 28th AGM. The Board is of the view that it is just and equitable for the Directors to be paid with such payment 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.

(v) Ordinary Resolutions 3 & 4

Re-election of Directors who retire in accordance with Clause 97 of the Constitution of the Company

No individual is seeking election as a Director at the forthcoming 28th AGM of the Company.

Clause 97 of the Constitution of the Company provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office by rotation at an Annual General Meeting of the Company and be eligible for re-election.

With the current Board size of six (6) Directors, two (2) Directors, namely Mr Heng Chee Wei and Dato' Chong Kim Fatt being the longest in office since their last election are to retire in accordance with Clause 97 of the Constitution of the Company.

The Nomination Committee has taken into account the Board Evaluation Assessment including the results of Self and Peer Assessment of Mr Heng Chee Wei and Dato' Chong Kim Fatt and concurred that they have met the Board's expectation in terms of experience, expertise, integrity, competency, commitment and individual contribution by continuously performing their duties diligently as Directors of the Company.

The details of Mr Heng Chee Wei and Dato' Chong Kim Fatt are set out on pages 9 and 8 of the Annual Report.

(vi) Ordinary Resolution 6

Authority to issue and allot shares

The proposed Ordinary Resolution 6, if approved, would give flexibility to the Directors of the Company to issue and allot shares up to a maximum of ten per centum (10%) of the total number of the issued shares (excluding treasury shares) of the Company at the time of such 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, would expire at the conclusion of the next AGM of the Company.

This is the renewal of the mandate obtained from the shareholders at the last AGM held on 16 June 2022 ("the Previous Mandate"). The Previous Mandate was not utilised and no proceeds were raised.

The purpose of this general mandate sought would provide flexibility to the Company for any possible fund raising activities including but not limited to placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

By voting in favour of this proposed resolution, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016 and Clause 54 the Company's Constitution to be first offered any new shares ranking equally to the existing issued shares of the Company under this general mandate which will result in a dilution of their shareholding percentage in the Company.