

# Notice of Annual General Meeting

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**NOTICE IS HEREBY GIVEN THAT** the Eighth (8<sup>th</sup>) Annual General Meeting (“AGM”) of Reservoir Link Energy Bhd (“RLEB” or “the Company”) will be conducted on a fully virtual basis through live streaming and online remote voting via online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657) on Thursday, 30 November 2023 at 10.00 a.m., to transact the following business:-

## AGENDA

### ORDINARY BUSINESS

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|----|---|--|
| 1. | To lay before the meeting the Audited Financial Statements of the Company for the financial period ended 30 June 2023 together with the Reports of the Directors and Auditors thereon.  | <b>Please refer to explanatory note (A)</b>                  |
| 2. | To approve the payment of Directors’ fees amounting to RM396,000 for the financial period ended 30 June 2023.   | <b>Ordinary Resolution 1</b>                                 |
| 3. | To approve the payment of Directors’ benefits from the date of the passing of this Ordinary Resolution until the next AGM of the Company.   | <b>Ordinary Resolution 2</b>                                 |
| 4. | To re-elect the following Directors who retire by rotation pursuant to Clause 91 of the Company’s Constitution and being eligible, offer themselves for re-election:-<br>a) Datuk Tai Hee<br>b) Dato’ Wan Hassan Bin Mohd Jamil | <b>Ordinary Resolution 3</b><br><b>Ordinary Resolution 4</b> |
| 5. | To re-elect Dato’ Ahmad Rizal Bin Abdul Rahman who was appointed during the year retires pursuant to Clause 90 of the Company’s Constitution and being eligible, offers himself for re-election.                                | <b>Ordinary Resolution 5</b>                                 |
| 6. | To appoint Messrs Nexia SSY PLT as the Auditors of the Company in place of the retiring auditors, Messrs Crowe Malaysia PLT and to authorise the Directors to fix their remuneration.   | <b>Ordinary Resolution 6</b>                                 |

### SPECIAL BUSINESS

To consider and, if thought fit, pass the following Resolutions:

- |    |   |                              |
|----|---|------------------------------|
| 7. | <b>Authority to Issue Shares Pursuant to Sections 75 And 76 of the Companies Act 2016 (“Act”)</b> | <b>Ordinary Resolution 7</b> |
|----|---|------------------------------|

“THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and the Constitution of the Company and subject to the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being; AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities (“General Mandate”).

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THAT, pursuant to Section 85 of the Act read together with Clause 16 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board of Directors is exempted from the obligation to offer such new shares first to the existing shareholders of the Company in respect of the issuance and allotment of new shares pursuant to the General Mandate."

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

## BY ORDER OF THE BOARD

**PAULINE KON SUK KHIM**  
**(CCM Practicing Certificate No. 202008001607)**  
**(MAICSA 7014905)**  
 Company Secretary

Date: 31 October 2023

Notes: -

- (i) *The 8<sup>th</sup> AGM will be conducted as a fully virtual meeting through live streaming and online remote voting via Remote Participation and Voting ("RPV") Facilities provided by Boardroom Share Registrars Sdn. Bhd. via online meeting platform at <https://meeting.boardroomlimited.my>. Please read these Notes carefully and follow the Procedures in the Administrative Guide for the meeting to participate remotely.*
- (ii) *According to the Revised Guidance Note and FAQ on the conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022, an online meeting platform located in Malaysia is recognised as the meeting venue, and 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 present at the main venue of the meeting.*
- (iii) *In respect of deposited securities, only members whose names appear on the Record of Depositors on **24 November 2023** (AGM Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and/or vote on his (her) behalf.*
- (iv) *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 not more than 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 of the Company shall have the same rights as the members to speak at the meeting.*
- (v) *Where a member appoints two (2) proxies, the appointment shall be invalid unless he (she) specifies the proportions of his (her) shareholdings to be represented by each proxy.*
- (vi) *Where a member of the Company is an Exempt Authorised Nominee who holds shares in the Company for multiple beneficial owners in one 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.*

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- (vii) Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, it is entitled to appoint not more than two (2) proxies in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where an Authorised Nominee appoints two (2) proxies to attend and vote at the AGM, the proportion of shareholdings to be represented by each proxy must be specified in the proxy form, failing which, the appointment shall be invalid.
- (viii) The appointment of a proxy may be made in a hard copy form or by electronic means by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised. The proxy form must be received by the Share Registrar of the Company not less than forty-eight (48) hours before the time appointed for holding the 8<sup>th</sup> AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
- (a) *Hard Copy form*
- In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company at Boardroom Share Registrars Sdn. Bhd. 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia.*
- (b) *Electronic means*
- In the case of an appointment made by electronic means, the proxy form can be deposited through the Boardroom Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please follow the procedure as set out in the Administrative Guide of the 8<sup>th</sup> AGM for the electronic deposit of proxy form.*
- (ix) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- (x) Last date and time for lodging the proxy form is Tuesday, 28 November 2023 at 10.00 a.m.
- (xi) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the resolutions set out in the Notice of the AGM will be put to vote by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

## EXPLANATORY NOTES:

### (A) Audited Financial Statements

The Audited Financial Statements are laid before the shareholders for discussion only as they do not require a formal shareholders' approval pursuant to Sections 248(2) and 340(1) of the Companies Act 2016. Hence, this Agenda item will not be put forward for voting.

### (B) Ordinary Resolution 1 and 2 – Payment of Directors' Fees and Directors' Benefits

Section 230(1) of the Companies Act 2016 requires that the directors' fees and any benefits payable to the Directors of a listed Company and its subsidiaries must be approved at a general meeting. Accordingly, shareholders' approval is sought for the payment of the directors' fee for the financial period ended 30 June 2023, amounting to RM396,000.

The Proposed Directors' benefits payable comprise of meeting allowance and other benefits. The estimated amount of Directors' benefit is based on the size of the Board and Board Committees and the number of scheduled Board and Board Committee meetings for the period from the 8<sup>th</sup> AGM until the next AGM of the Company. The payment of the Directors' meeting attendance allowance and any other benefits will be as follows:

- a) Board of Directors meeting allowance of RM1,000.00 per meeting; and  
 b) Board Committee meeting allowance of RM1,000.00 per meeting.

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## (C) Ordinary Resolution 3, 4 and 5 – Re-election of Directors Pursuant to Clause 91 and 90 of the Constitution

In accordance with Clause 91 of the Company's Constitution, one third (1/3) of the Directors shall retire by rotation at the AGM. As such, Datuk Tai Hee and Dato' Wan Hassan Bin Mohd Jamil are due for retirement as the Directors of the Company in this AGM. Both are eligible for re-election.

In furtherance to Clause 90 of the Company's Constitution, any new Director appointed during the year shall retire at the AGM. Therefore, Dato' Ahmad Rizal Bin Abdul Rahman, appointed on 13 June 2022, is due for retirement and eligible for re-election.

Upon the recommendation and assessment of the Remuneration and Nomination Committee, the Board is supportive of the re-election of Dato' Wan Hassan Bin Mohd Jamil, Datuk Tai Hee and Dato' Ahmad Rizal Bin Abdul Rahman ("the Retiring Directors").

The Retiring Directors have offered themselves for re-election. The profiles of the Retiring Directors are set out in the Annual Report 2023 under the Board of Directors Profiles section.

## (D) Ordinary Resolution 6 – Appointment of Auditors

Messrs Crowe Malaysia PLT, the retiring Auditors, have expressed their decision not to seek re-appointment as the auditors of the Company at the forthcoming 8<sup>th</sup> AGM.

The Audit Committee had on 17 October 2023 conducted an assessment of the suitability and independence of potential firms and subsequently recommended the appointment of Messrs Nexia SSY PLT as the External Auditors of the Company in place of the retiring Auditors, Messrs Crowe Malaysia, for the financial period ending 30 June 2024.

The Board concurred with the Audit Committee's recommendation and recommends the same for shareholders approval at the forthcoming 8<sup>th</sup> AGM of the Company. Messrs Nexia SSY PLT have consented to act as the auditors of the Company.

## (E) Ordinary Resolution 7 – Authority to Issue and Allot Shares of the Company Pursuant to Sections 75 and 76 of the Companies Act 2016

This Ordinary Resolution, if passed, a renewal of the general mandate pursuant to Sections 75 and 76 of the Act ("General Mandate") obtained from the shareholders of the Company at the previous AGM and, if passed, will empower the Directors of the Company to issue new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued share capital of the Company for the time being.

The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding current and/or future investment project(s), working capital, acquisition and/or for issuance of shares as settlement of purchase consideration.

Pursuant to Section 85 of the Act and Clause 16 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

As at the date of this notice, no new shares in the Company were issued pursuant to the general mandate which was approved at the Seventh (7<sup>th</sup>) AGM held on 12 May 2022, which will lapse at the conclusion of this Eighth (8<sup>th</sup>) AGM to be held on 30 November 2023.

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## The Statement Accompanying the Notice of Annual General Meeting

There is no person seeking election as Director of the Company at this AGM.

### **Personal Data Privacy:**

*By submitting proxy form(s) 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.*