

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Sixth Annual General Meeting (“26<sup>th</sup> AGM”) of RAPID SYNERGY BERHAD (“RSB” or the “Company”) will be held at Meeting Room 9, AC Hotel Penang Bukit Jambul, 213 Jalan Bukit Gambir, Bukit Jambul, 11950 Bayan Lepas, Penang on Friday, 19 November 2021 at 12.00 noon to transact the following business:

**As Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of Directors and Auditors thereon.
2. To re-elect Mr Ding Ming Hea, the Director retiring pursuant to Clause 106 of the Company’s Constitution and who being eligible, offer himself for re-election Ordinary Resolution 1
3. To re-elect Dato’ Lim Git Hooi @ Robert Lim, the Director retiring pursuant to Clause 113 of the Company’s Constitution and who being eligible, offer himself for re-election. Ordinary Resolution 2
4. To approve the payment of Directors’ fees and benefits payable of up to RM400,000 for the period commencing this AGM through to the next AGM of the Company in 2022. Ordinary Resolution 3
5. To re-appoint KPMG PLT as auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 4

**As Special Business**

To consider and if thought fit, to pass the following Ordinary Resolutions with or without modification:

6. **Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares** Ordinary Resolution 5  
 “THAT subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company to such persons, at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.”

7. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** Ordinary Resolution 6

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("RSB Group") to enter into recurrent related party transactions of a revenue or trading nature as specified in Section 2.5 as set out in the Circular to Shareholders dated 27 May 2021 which transactions are necessary for the day-to-day operations in the ordinary course of business of RSB Group on terms not more favourable to the related parties than those generally available to the public or unrelated third parties and are not to the detriment of the minority shareholders of the Company and the shareholders' mandate is subject to annual renewal and disclosure being made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which the authorisation is obtained, at which time it shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("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 resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorized to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorized by this resolution."

8. **Retention as Independent Director** Ordinary Resolution 7

"THAT, contingent upon the passing of Ordinary Resolution 1, Mr. Ding Ming Hea be retained as Independent Non-Executive Director of the Company, in accordance with the Malaysian Code on Corporate Governance until the conclusion of the next AGM."

9. **Proposed retirement gratuity payment to Mr. Lee Chun Weng, former Independent Non-Executive Director of the Company ("Proposed Retirement Gratuity Payment")** Ordinary Resolution 8

"THAT approval be and is hereby given for the payment of a retirement gratuity of RM68,000 to Mr. Lee Chun Weng, former Independent Non-Executive Director of the Company in recognition of his 18 years' service and contribution to the Board of Directors of the Company.

AND THAT the Directors be authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Proposed Retirement Gratuity Payment."

10. To transact any other business of which due notice shall have been given.

By Order of the Board

**Tai Yit Chan** (MAICSA 7009143) (SSM PC No. 202008001023)

**Ong Tze-En** (MAICSA 7026537) (SSM PC No. 202008003397)

Joint Company Secretaries

Penang, 26 October 2021

#### Notes:

1. A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting, and that a proxy may but need not be a member. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
3. 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. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under its Common Seal, or under the hand of an officer or attorney duly authorised. A proxy must be of full age. An instrument appointing a proxy to vote shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointer. Members not resident in Malaysia may appoint and revoke proxies by cable.
5. For the proxy to be valid, the completed Revised Form of Proxy must be deposited at the Company's Registered Office at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Penang at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

**The Form of Proxy which was circulated together with the Notice of the 26<sup>th</sup> AGM dated 27 May 2021 for the 26<sup>th</sup> AGM is INVALID. Shareholders who wish to appoint proxy(ies) to attend the 26<sup>th</sup> AGM scheduled to be held on 19 November 2021 need to submit the Revised Form of Proxy in the manner as afore-mentioned.**

6. In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 12 November 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.

#### Explanatory Notes:

1. The proposed Ordinary Resolution 3, if passed, will facilitate the payment of the Directors' fees and benefits payable to the Directors for the period commencing this AGM through to the next AGM. Details of the Directors' fees and benefits payable to the Directors for the financial year ended 31 December 2020 are enumerated under the Corporate Governance Overview Statement in the Annual Report 2020 and the Corporate Governance Report.  

The Directors' fees and benefits proposed for this AGM up to the next AGM of the Company in 2022 are calculated based on the number of days scheduled for Board and Board Committees' meetings. The amount also includes a contingency sum to cater to unforeseen circumstances such as the appointment of any additional Director, additional unscheduled Board and Board Committees' meeting days and/or for the formation of additional Board Committees.
2. The proposed Ordinary Resolution 5 is for the purpose of granting a renewed general mandate ("General Mandate") empowering the Directors of the Company, pursuant to Sections 75 and 76 of the Act to issue and allot 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 next AGM 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 purpose of funding future investment project(s), working capital and/or acquisitions.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the last AGM held on 24 August 2020 and which will lapse at the conclusion of the 26<sup>th</sup> AGM.
3. The proposed Ordinary Resolution 6, if approved by shareholders, will authorise the Proposed Shareholders' Mandate and allow the Company and its subsidiaries to enter into RRPT of a revenue or trading nature as set out in Section 2.5 of the Circular to Shareholders dated 27 May 2021, with the related parties in the ordinary course of business which are necessary for the day-to-day operations based on terms which 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. This approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM after the date it is required 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 revoked/varied by resolutions passed by the shareholders of the Company in general meeting; whichever is the earlier. Further information on the Proposed Renewal of Shareholders' Mandate is set out in the Circular to Shareholders dated 27 May 2021.
4. The proposed Ordinary Resolution 7, if passed, will retain Mr. Ding Ming Hea as Independent Non-Executive Director of the Company to fulfil the requirements of Paragraph 3.04 of Bursa Securities' Main Market Listing Requirements and in line with the Practice 4.2 of the Malaysian Code on Corporate Governance issued by the Securities Commission on 26 April 2017. The detail of the Board's justifications and recommendations for the retention of the Independent Non-Executive Directors are set out in the Corporate Governance Overview Statement in the Annual Report 2020.
5. The proposed Ordinary Resolution 8, when passed, will authorise the Proposed Retirement Gratuity Payment to Mr. Lee Chun Weng. He was appointed to the Board on 17 June 2002 as Independent Non-Executive Director and retired on 24 August 2020. Mr. Lee was the Chairman of the Audit Committee and also served on the Remuneration Committee and Nomination Committee (collectively "Board Committees"). The Proposed Retirement Gratuity Payment is in recognition of his commitment, dedication and contribution to the Board of Directors and Board Committees and is a gesture of appreciation of his 18 years of service.

**Statement Accompanying Notice of Annual General Meeting**

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

No individual is standing for election as a Director at the forthcoming 26<sup>th</sup> AGM of the Company.