

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First Annual General Meeting of the Company will be held as a fully virtual meeting via live streaming and online remote voting at the Broadcast Venue at Unit 25-12, Level 25, Q Sentral, 2A, Jalan Stesen Sentral 2, KL Sentral 50470 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Tuesday, 12 January 2021 at 10.00 a.m., for the following purposes:

AGENDA

As Ordinary Business:

- | | |
|---|--|
| 1. To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial period from the date of incorporation, 22 April 2019 to 30 June 2020. | Please refer to Explanatory Note 1 |
| 2. To approve the payment of Directors' fees and benefits amounting to RM49,553.00 with effect from their date of appointment as Directors of the company for the financial period from the date of incorporation, 22 April 2019 to 30 June 2020. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors' fees and benefits of up to RM66,000.00 for the period from 1 July 2020 until the conclusion of the next Annual General Meeting of the Company to be held in the year 2021. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors of the Company who retire by rotation pursuant to Clause 129 of the Company's Constitution and who being eligible, have offered themselves for re-election:-
i) Lian Wah Seng;
ii) Panjetty Kumaradevan Senthil Kumar;
iii) Mohamed Azhar Bin Ahmad; and
iv) Phang Hong Hai. | Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6 |
| 5. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 7 |

As Special Business:

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

6. Ordinary Resolution

Authority to issue new ordinary shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") Ordinary Resolution 8

"THAT, pursuant to Sections 75 and 76 of 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 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities 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 must not be more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must not be more than 50% 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."

7. Special Resolution

Proposed Alteration or Amendments to the Constitution of Redplanet Berhad ("the Company") Special Resolution 1

"THAT the proposed alteration or amendments to the existing Rules 76,78, 105 and 194 of the Constitution of the Company, as annexed herewith as Appendix A, be and are hereby approved and adopted, with immediate effect.

AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modification, variation and /or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

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

WONG YOKE FUN (MAICSA 7027345)
(SSM PC No.: 202008003051)
REBECCA KONG SAY TSUI (MAICSA 7039304)
(SSM PC No.: 202008001003)
Company Secretaries

Kuala Lumpur
Dated: 21 December 2020

Important Notes:-
1. As part of the measures taken by the Company to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of the members of the Company, the First Annual General Meeting of the Company ("1st AGM") will be held as a fully virtual meeting via live streaming and online remote voting. This is also in line with the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 9 September 2020 including any amendments that may be made from time to time ("Guidance Note").
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note which require the Chairperson of the meeting to be present at the main venue of the meeting.
3. Members and/or proxy(ies) and/or corporate representative(s) and/or partners **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the 1st AGM.

Notes:-
1. A Member of the Company entitled to attend and vote at the meeting is entitled to appoint proxy(ies) or in the case of a corporation, to appoint representative(s) to attend and vote in his place. A proxy may but need not be a Member of the Company.
2. A Member shall appoint not more than two (2) proxies to attend and vote at the meeting.
3. Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
4. 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.
5. Members/proxies/corporate representatives who wish to attend the AGM in person, besides submitting the proxy form, you are advised to specify the proportions of his holdings to be represented by each proxy. A proxy appointed shall exercise all or any of his rights to attend, participate, speak and vote at a meeting of the Company.
6. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised.
7. To be valid, the Proxy Form duly completed must be deposited at the Share Registrar's Office situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinci, 59200 Kuala Lumpur, Wilayah Persekutuan or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinci, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the meeting or adjourned general meeting at which the person named in the appointment proposes to vote.
8. For the purpose of determining a Member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 4 January 2021 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.
9. Members/proxies/corporate representatives who wish to attend the AGM in person, besides submitting the proxy form, you are advised to pre-register by completing a Pre-Registration Form and submitted to shorturl.at/DERZ7 (individual member) or shorturl.at/HKPW (corporate member).

Explanatory Notes on Agenda Items:

- Item 1 of the Agenda – Audited Financial Statements.**
The Audited Financial Statements for the financial period from the date of incorporation, 22 April 2019 to 30 June 2020 in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Act. Hence, this Agenda Item will not be put forward for voting by shareholders of the Company.
- Item 2 and 3 of the Agenda – Directors' Fees and Benefits**
The proposed Ordinary Resolution 1 on the payment of Directors' fees and benefits amounting to RM49,553.00 with effect from the date of appointment as Directors of the company for the financial period from the date of incorporation, 22 April 2019 to 30 June 2020.
The Proposed Ordinary Resolution 2 is to facilitate payment of Directors' fees and benefits up to RM66,000.00 for the period from 1 July 2020 until the conclusion of the Company's next Annual General Meeting to be held in the year 2021. In the event the amount proposed is insufficient (e.g. due to enlarged Board size etc), approval will be sought at the next Annual General Meeting for the additional amount to meet the shortfall.
Item 4 of the Agenda – Approval for Issuance of New Ordinary Shares Pursuant to Sections 75 and 76 of the Act
The Proposed Ordinary Resolution 8 is for the purpose of seeking a general mandate to empower the Directors to issue new shares in the Company pursuant to Sections 75 and 76 of the Act and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.
The mandate will provide flexibility to the Company to issue new shares for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment projects), working capital, acquisition(s), repayment of bank borrowings, issuance of shares as settlement of purchase consideration or such other applications that the Directors may in their absolute discretion deemed fit.
- Item 7 of the Agenda – Proposed Alteration or Amendments to the Constitution of Redplanet Berhad ("the Company")**
The Proposed amendments to the existing Clauses 76, 78, 105 and 194 of the Constitution of the Company ("Proposed Amendments") are made mainly to the forms of notice and proxy form of meetings and modes of voting to enhance administrative efficiency.
The shareholders' approval is being sought under a Special Resolution for the Company to incorporate the Proposed Amendments into its existing Constitution, in accordance with Section 36(1) of the Act. The Proposed Amendments as per Appendix A, which is circulated together with the Notice of the First Annual General Meeting dated 21 December 2020, shall take effect once the proposed Special Resolution has been passed by a majority of the members who are entitled to vote and do vote in person or by proxy.

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The Constitution of the Company is proposed to be amended in the following manner: -

Clause No.	Existing Clause	Clause No.	Proposed Clause
76 (Specifications on notice)	Every notice convening general meetings shall specify the place, day and time of the meeting and shall be given to all shareholders at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special businesses. At least fourteen (14) days' notice, or twenty-one (21) days' notice in the case where the special resolution is to be proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.	76 (Specifications on notice)	Every notice convening general meetings shall specify the place, day and time of the meeting and shall be given to all shareholders at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special businesses. At least fourteen (14) days' notice, or twenty-one (21) days' notice in the case where the special resolution is to be proposed or where it is an annual general meeting, of every such meeting shall be given in hard copy, electronic form by transmitting to the last known electronic mail address, publish on the Company's website, via other electronic platform or partly in hardcopy and partly in electronic form and in writing to each stock exchange upon which the Company is listed.
78 (Notice of meeting and manner of notice)	Subject to this Constitution and to any restrictions imposed on any shares, every notice calling a general meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange on which the Company is listed, to all the Members, to all persons entitled to a share (who have produced such evidence as may from time to time be	78 (Notice of meeting and manner of notice)	Subject to this Constitution and to any restrictions imposed on any shares, every notice calling a general meeting shall be given in hard copy, electronic form by transmitting to the last known electronic mail address, publish on the Company's website, via other electronic platform or partly in hardcopy and partly in electronic form and in writing to the Exchange on which the

	<p>required by the Depository in accordance with the Rules or as the Depository may determine) in consequence of the death, bankruptcy or mental disorder of a Member or by operation of law and to the Directors and auditors of the Company. A notice by advertisement under this Constitution shall be deemed given on the day on which the advertisement appears in the daily newspaper through which such advertisement is made.</p> <p>Save as otherwise provided in the Constitution or in the Act, no other person shall be entitled to receive notices of general meetings.</p> <p>Any notice on behalf of the Company or the Board of Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.</p>		<p>Company is listed, to all the Members, to all persons entitled to a share (who have produced such evidence as may from time to time be required by the Depository in accordance with the Rules or as the Depository may determine) in consequence of the death, bankruptcy or mental disorder of a Member or by operation of law and to the Directors and auditors of the Company. A notice by advertisement under this Constitution shall be deemed given on the day on which the advertisement appears in the daily newspaper through which such advertisement is made.</p> <p>Save as otherwise provided in the Constitution or in the Act, no other person shall be entitled to receive notices of general meetings.</p> <p>Any notice on behalf of the Company or the Board of Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.</p>
<p>105 (Deposit or delivery of proxy etc)</p>	<p>An instrument appointing a proxy or (in the case of a power of attorney appointing an attorney to or to (inter alia) attend and vote at meetings or polls) such power of attorney or a notarially certified copy of such power of attorney and (if required by any Director) any authority under which such proxy or power of attorney is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall:</p> <p>(1) be deposited at the Office or at such other place as is specified for that purpose in the notice convening the</p>	<p>105 (Deposit or delivery of proxy etc)</p>	<p>An instrument appointing a proxy or (in the case of a power of attorney appointing an attorney to or to (inter alia) attend and vote at meetings or polls) such power of attorney or a notarially certified copy of such power of attorney and (if required by any Director) any authority under which such proxy or power of attorney is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall:</p> <p>(1) be deposited at the Office or at such other place or by way of electronic means or in such other manner as is</p>

	<p>meeting at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote; or</p> <p>(2) in the case of a poll be deposited at the Office or at such other place as is specified for that purpose in the notice convening the meeting not less than twenty-four (24) hours before the time appointed for the taking of the poll.</p> <p>Such a power of attorney (or a notarially certified copy of such power of attorney) once deposited or delivered in a manner so permitted in relation to a meeting, adjourned meeting or poll shall be deemed deposited or delivered in a manner so permitted in relation to all future meetings, adjourned meetings and polls for which such power of attorney is by its terms valid. An instrument of proxy or power of attorney shall be invalid unless such instrument or power of attorney (or a notarially certified copy of such power of attorney) is deposited or delivered in a manner so permitted. A Member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.</p>		<p>specified for that purpose in the notice convening the meeting at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote; or</p> <p>(2) in the case of a poll be deposited at the Office or at such other place or by way of electronic means or in such other manner as is specified for that purpose in the notice convening the meeting not less than twenty-four (24) hours before the time appointed for the taking of the poll.</p> <p>Such a power of attorney (or a notarially certified copy of such power of attorney) once deposited or delivered in a manner so permitted in relation to a meeting, adjourned meeting or poll shall be deemed deposited or delivered in a manner so permitted in relation to all future meetings, adjourned meetings and polls for which such power of attorney is by its terms valid. An instrument of proxy or power of attorney shall be invalid unless such instrument or power of attorney (or a notarially certified copy of such power of attorney) is deposited or delivered in a manner so permitted. A Member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.</p>
<p>194. (Advertisement)</p>	<p>Any notice required to be given by the Company to Members and not expressly provided for by this Constitution shall be sufficiently given if given by advertisement. Any notice</p>	<p>194.</p>	<p>Any notice required to be given by the Company to Members and not expressly provided for by this Constitution shall be sufficiently given if given by advertisement. Any notice</p>

Company No.

201901014292 (1323620A)

APPENDIX A

	required to be or which may be given by advertisement shall be advertised once in at least one (1) nationally circulated Bahasa Malaysia or English language daily newspaper.		required to be or which may be given by advertisement shall be advertised once in at least one widely circulated Bahasa Malaysia or English language daily newspaper.
--	---	--	--