



REDPLANET BERHAD

Registration No. 201901014292 (1323620-A)
(Incorporated in Malaysia under the Companies Act 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of RedPlanet Berhad (“**RedPlanet**” or “**Company**”) will be held fully virtually through live streaming via an application known as Zoom from No. 1-8, Level 8, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Friday, 17 November 2023 at 11.00 a.m. or immediately upon the conclusion of the Fourth Annual General Meeting (“**4th AGM**”) of the Company scheduled to be held on the same day at 10.30 a.m., whichever is later or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY REDPLANET OF 51% EQUITY INTEREST IN AZTI TECHNOLOGY SDN. BHD. (“AZTI”) FOR A PURCHASE CONSIDERATION OF RM7.65 MILLION TO BE SATISFIED VIA A COMBINATION OF CASH CONSIDERATION OF RM5.36 MILLION AND SHARE CONSIDERATION OF RM2.29 MILLION VIA ISSUANCE OF 10,928,571 NEW REDPLANET SHARES AT AN ISSUE PRICE OF RM0.21 PER SHARE (“PROPOSED ACQUISITION”)

“THAT subject to all approvals being obtained from the relevant regulatory or authorities, including but not limited to the approval of Bursa Malaysia Securities Berhad for the listing of and quotation of the 10,928,571 new RedPlanet Shares, the Company is hereby authorised to acquire 1,020,000 ordinary shares in AZTI (“**Sale Shares**”), equivalent to 51% of the issued capital of AZTI, from the Vendors for a total purchase consideration of RM7.65 million (“**Purchase Consideration**”) to be satisfied via a combination of cash consideration of RM5.36 million (“**Cash Consideration**”) and share consideration of RM2.29 million via issuance of 10,928,571 new ordinary shares in RedPlanet (“**RedPlanet Shares**”) at an issue price of RM0.21 per share (“**Issue Price**”) (“**Consideration Shares**”).

THAT approval be and is hereby given for the directors of the Company to issue and allot 10,928,571 new RedPlanet Shares as determined based on the principals and terms of the Share Purchase Agreement dated 7 September 2023 (“**SPA**”) as set out in Section 2.1 of the circular to the shareholders of RedPlanet.

THAT in connection with Section 85(1) of the Companies Act 2016 read together with Clause 16 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be first offered the new Consideration Shares to be allotted and issued by the Company pursuant to the Proposed Acquisition which rank equally to the existing issued shares of the Company AND THAT the Board be exempted from the obligation to first offer such new Consideration Shares to the existing shareholders of the Company in respect of the issuance and allotment of the new Consideration Shares pursuant to the Proposed Acquisition.

THAT the Consideration Shares shall be issued free from all encumbrances, and with all rights and benefits attached thereto, ranking equally in all respects with the existing issued and fully paid-up ordinary shares in RedPlanet, including without limitation all rights, dividends and/or other distributions which may be declared, made or paid in respect thereof, where the date on which the shareholders of the Company must be registered in order to participate in the relevant distribution, is on or subsequent to the date of completion of the SPA in accordance with its terms.

AND THAT the Board be and is hereby authorised and empowered to carry out, do all such acts, deeds and things and take all such steps it may consider necessary, and to execute, sign, deliver and cause to be delivered on behalf of the Company all such agreements (including, without limitation, the affixing of the Company's common seal, where necessary), addendums, amendments, supplemental agreement and/or any other documents as the Board may consider necessary or required to give effect to the Proposed Acquisition.”

**By Order of the Board
REDPLANET BERHAD**

REBECCA KONG SAY TSUI (MAICSA 7039304)
(SSM PC No.: 202008001003)
LEELA A/P SURESH KEE SEE LENG (MAICSA 7069589)
(SSM PC No.: 201908001962)
Company Secretaries

Kuala Lumpur
Dated this 1st day of November 2023

Notes:

1. The Extraordinary General Meeting (“**EGM**”) of the Company will be conducted on a fully virtual basis by way of live streaming via an application known as Zoom (“**Zoom**”). Please refer to the Notifications on Notice of the EGM of the Company for the procedures to register and participate in the virtual meeting.

The Main Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Members and/or proxy(ies) and/or corporate representative(s) and/or attorneys **WILL NOT** be physically present at the Main Venue on the day of the EGM.

2. 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.
3. A Member shall appoint not more than two (2) proxies to attend and vote at the meeting.
4. 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.
5. 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.
6. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies 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.
7. 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.
8. An instrument appointing a proxy 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 Kerinchi, 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 Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan OR by electronic means via email to

is.enquiry@my.tricorglobal.com not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof at which the person named in the appointment proposes to vote.

9. 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 **10 November 2023** 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.
10. Members/proxies/corporate representatives who wish to attend the EGM in person, besides submitting the proxy form, you are advised to pre-register by completing a Pre-Registration Form and submit to <https://tinyurl.com/RedPlanetIndividual> (individual member) or <https://tinyurl.com/RedPlanetCorporate> (corporate member).