

NOTICE OF THE SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting ("**2nd AGM**") of RICHTECH DIGITAL BERHAD ("**RDB**" or "**the Company**") will be held at Tioman Room, Second Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Malaysia on Monday, 29 September 2025 at 2:30 p.m. or at any adjournment thereof, to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial period from 1 January 2024 to 31 March 2025 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To approve the payment of Directors' fees and allowance of RM190,000.00 to the Non-Executive Directors for the period from 1 January 2025 until 31 March 2026. **Ordinary Resolution 1**
(Please refer to Explanatory Note 2)
3. To approve the payment of Directors' fees and allowance of RM80,000.00 payable to the Non-Executive Directors for the period from 1 April 2026 until the conclusion of the next Annual General Meeting of the Company to be held in 2026. **Ordinary Resolution 2**
(Please refer to Explanatory Note 2)
4. To re-elect the following Directors who retire by rotation pursuant to Clause 113 of the Company's Constitution and being eligible, have offered themselves for re-election:
 - (i) Mr Lee Teik Keong **Ordinary Resolution 3**
 - (ii) Ms Agnes Wong Eei Nien **Ordinary Resolution 4**
(Please refer to Explanatory Note 3)
5. To re-appoint Messrs TGS TW PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS:

To consider and if thought fit, pass with or without any modifications, the following resolutions:

6. **PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("PROPOSED AUTHORITY")** **Ordinary Resolution 6**
(Please refer to Explanatory Note 4)

"THAT subject always to the Constitution of the Company, the Companies Act 2016 ("**Act**"), the ACE Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approvals of the relevant governmental/ regulatory authorities, where required, the Directors of the Company, 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, 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 percent (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("**AGM**") of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier."
7. To transact any other business of which due notice shall have been given in accordance with the Act.

NOTICE OF THE SECOND ANNUAL GENERAL MEETING (CONT'D)

By order of the Board

KHOO MING SIANG (MAICSA 7034037)
(SSM Practising Cert. No.: 202208000150)
Company Secretary

Petaling Jaya, Selangor Darul Ehsan
30 July 2025

Notes:

- (a) A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- (b) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 78(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 22 September 2025. Only members whose names appear in the General Meeting Record of Depositors as at 22 September 2025 shall be regarded as members and entitled to attend, participate, speak and vote at the Meeting.
- (c) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. However, if the appointer or representative attend and vote on a resolution, the proxy or attorney must not vote.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised and shall be in any form (including electronic) that the Directors prescribe or accept.
- (e) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (f) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (g) The Form of Proxy or other instruments of appointment must be deposited at the office of the Share Registrar of the Company, Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia or lodged electronically via SS e-Portal at <https://sshsb.net.my/> not later than 48 hours before the time fixed for holding the forthcoming 2nd AGM or any adjournment thereof. Kindly refer to the Procedures for Electronic Submission of Proxy Form as set out in Appendix A of the Company's Annual Report 2025.
- (h) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- (i) Last date and time for lodging the proxy form is Saturday, 27 September 2025 at 2:30 p.m.
- (j) Pursuant to Rule 8.31A(1) of the Listing Requirements of Bursa Securities, all the resolutions set out in this Notice of the Meeting will be put to vote by poll.

NOTICE OF THE SECOND ANNUAL GENERAL MEETING (CONT'D)

EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS

1. **Agenda 1 – Audited Financial Statements for the financial period from 1 January 2024 to 31 March 2025**

The Audited Financial Statements for the financial period from 1 January 2024 to 31 March 2025 are laid in accordance with Section 340(1) of the Act for discussion only. They do not require a formal approval of the shareholders and hence, will not be put forward for voting.

2. **Ordinary Resolutions 1 and 2 – Directors' Fees and Benefits**

Pursuant to Section 230(1) of the Act, the directors' fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting.

The current structure of Directors' fees has been reviewed by the Remuneration Committee. The Board has endorsed the Remuneration Committee's recommendation to seek for the shareholders' approval for the payment of Non-Executive Directors' fees and benefits as follows:

- (i) RM190,000.00 for the period from 1 January 2025 until 31 March 2026 under Ordinary Resolution 1; and
- (ii) RM80,000.00 for the period from 1 April 2026 up to the next AGM of the Company to be held in year 2026 under Ordinary Resolution 2.

The proposed Directors' fees and benefits are calculated based on the current Board size. In the event the proposed amount is insufficient due to enlarged Board size, approval will be sought at the next AGM for the shortfall.

The above Ordinary Resolutions, if passed, will allow the Company to make the payment to the Non-Executive Directors ("**NEDs**") on a monthly basis. The Board is of the view that it is just and equitable for the NEDs to be paid such payment on a monthly basis after they have discharged their responsibilities and rendered their services to the Company.

3. **Ordinary Resolutions 3 and 4 – Re-election of Retiring Directors**

Clause 113 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not a multiple of three, then the number nearest to one-third (1/3) shall retire by rotation at each AGM of the Company and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

Mr. Lee Teik Keong and Ms Agnes Wong Eei Nien ("**Retiring Directors**") are due for retirement by rotation and they have offered themselves for re-election at the 2nd AGM.

The Board has endorsed the Nomination Committee's recommendation to seek for the shareholders' approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value. The Retiring Directors have abstained from deliberations and decisions on their own eligibility to stand for re-election at the Board meetings and they will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at the 2nd AGM of the Company.

The details and profiles of the Retiring Directors are provided in the Directors' Profile of the Company's Annual Report 2025.

NOTICE OF THE SECOND ANNUAL GENERAL MEETING (CONT'D)

EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS (CONT'D)

4. Ordinary Resolution 6 – Proposed Authority to allot and issue shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 6, is to seek a general mandate for issuance and allotment of shares to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, is to empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company (other than bonus or rights issue) for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The General Mandate will provide flexibility and expediency to the Company for any possible fund-raising activities including but not limited to further placing of shares, to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or to finance the day-to-day operational expenses, working capital requirements, repayment of borrowings or debt settlement/repayment.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

Personal data privacy:

*By submitting an instrument 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.*

**(A) Sign up for a user account at Securities Services e-Portal**

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| <p>Step 1 Visit https://sshsb.net.my/</p> <p>Step 2 Sign up for a user account</p> <p>Step 3 Wait for our notification email that will be sent within one (1) working day</p> <p>Step 4 Verify your user account within seven (7) days of the notification email and log in</p> | <ul style="list-style-type: none">• This is a ONE-TIME registration. If you already have a user account, you need not register again.• Your email address is your User ID.• Please proceed to (B) once you are a registered user. |
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REGISTER AS A USER BY 22 SEPTEMBER 2025 TO SUBMIT E-PROXY FORM**(B) Submit e-Proxy Form**

Meeting Date and Time	Proxy Form Submission Closing Date and Time
Monday, 29 September 2025 at 2:30 p.m.	Saturday, 27 September 2025 at 2:30 p.m.

- Log in to <https://sshsb.net.my/> with your registered email and password.
- Look for **Richtech Digital Berhad** under Company Name and **2nd AGM on 29 September 2025 at 2:30 p.m. – Submission** of Proxy Form under Event and click ">" to submit your proxy forms online for the meeting by the submission closing date and time above.

- Step 1 Check if you are submitting the proxy form as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate/authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to The Company's Share Registrar at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the proxy form submission closing date and time above or handover the said document to the registrar at the registration counter.*
- Step 2 Enter your CDS account number or the body corporate's CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies).
- You may appoint the Chairman of the meeting as your proxy where you are not able to participate.**
- Step 3 Proceed to indicate how your votes are to be casted against each resolution.
- Step 4 Review and confirm your proxy form details before submission.
- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
 - You need to submit your e-Proxy Form for **every CDS account(s)** you have or represent.