



REDTONE DIGITAL BERHAD

[Registration No. 200201028701 (596364-U)]
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting of **REDtone Digital Berhad** ("Company") will be conducted on a virtual basis hosted on Securities Services e-Portal at <https://sshsb.net.my/> at the broadcast venue at Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1, Jalan Imbi, 55100 Kuala Lumpur, Wilayah Persekutuan on Tuesday, 3 December 2024 at 10:00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and the Auditors thereon. | [Please refer to Explanatory Note (i)] |
| 2. | To approve the payment of Directors' fees for an aggregate amount of up to RM1,300,000/- payable to the Non-Executive Directors of the Company on a monthly basis from 4 December 2024 until the next Annual General Meeting of the Company to be held in year 2025. | Ordinary Resolution 1 |
| 3. | To approve the payment of Directors' benefits for an amount of up to RM130,000/- payable to the Directors of the Company from 4 December 2024 until the next Annual General Meeting of the Company to be held in year 2025. | Ordinary Resolution 2 |
| 4. | To re-elect the following Directors who retire in accordance with Clause 116 of the Company's Constitution and being eligible, have offered themselves for re-election:- | |
| | (i) Puan Sabarina Binti Harun; and | Ordinary Resolution 3 |
| | (ii) Encik Syed Ali Shahul Hameed. | Ordinary Resolution 4 |
| 5. | To re-elect the following Directors who retire by rotation in accordance with Clause 117 of the Company's Constitution and being eligible, have offered themselves for re-election:- | |
| | (i) Mr. Lau Bik Soon; and | Ordinary Resolution 5 |
| | (ii) Mr. Kua Choo Kai. | Ordinary Resolution 6 |
| 6. | To re-appoint Ernst & Young PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. | Ordinary Resolution 7 |

AS SPECIAL BUSINESS

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| 7. | Ordinary Resolution
Retention of Dato' Avinderjit Singh A/L Harjit Singh as an Independent Non-Executive Director of the Company | Ordinary Resolution 8 |
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"THAT Dato' Avinderjit Singh A/L Harjit Singh who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2021."

8. **Ordinary Resolution**
Authority to Issue Shares pursuant to the Companies Act 2016

**Ordinary
Resolution 9**

"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 and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Companies Act 2016, to issue and allot shares in the capital of the Company from time to time at such price and to such persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company ("**New Shares**") for the time being without first offering the New Shares to the existing shareholders of the Company;

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad;

AND FURTHER THAT such authority shall commence immediately upon passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

9. **Ordinary Resolution**
Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Persons Connected with Berjaya Corporation Berhad

**Ordinary
Resolution 10**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiary companies ("**Group**"), to enter into recurrent related party transactions of a revenue or trading nature with persons connected with Berjaya Corporation Berhad as specified in Section 2.3 of the Circular to Shareholders dated 22 October 2024 ("**Proposed Mandate I**"), which are necessary for the day-to-day operations and/or in the ordinary course of business of the Group on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the AGM at which such ordinary resolution for the Proposed Mandate I was passed, at which time it will lapse, unless by ordinary resolution passed at that AGM, the authority is renewed;
- (b) 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 Companies Act 2016 ("**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or deem fit and in the best interest of the Group to give effect to such transactions as authorised by this resolution."

10. **Ordinary Resolution**
Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Persons Connected with Berjaya Corporation Berhad and companies in which KDYMM Seri Paduka Baginda Yang Di-Pertuan Agong Sultan Ibrahim is a major shareholder

**Ordinary
Resolution 11**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiary companies ("**Group**"), to enter into recurrent related party transactions of a revenue or trading nature with persons connected with Berjaya Corporation Berhad and companies in which KDYMM Seri Paduka Baginda Yang Di-Pertuan Agong Sultan Ibrahim is a major shareholder as specified in Section 2.3 of the Circular to Shareholders dated 22 October 2024 ("**Proposed Mandate II**"), which are necessary for the day-to-day operations and/or in the ordinary course of business of the Group on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the AGM at which such ordinary resolution for the Proposed Mandate II was passed, at which time it will lapse, unless by ordinary resolution passed at that AGM, the authority is renewed;
- (b) 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 Companies Act 2016 ("**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or deem fit and in the best interest of the Group to give effect to such transactions as authorised by this resolution."

11. **Ordinary Resolution**
Proposed Authority for the Company to Purchase its Own Shares ("Proposed Share Buy-Back")

**Ordinary
Resolution 12**

"THAT, subject always to the Companies Act 2016 ("**Act**"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the requirements of any other relevant authority, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares in the Company ("**REDtone Shares**") through Bursa Malaysia Securities Berhad and to take all such steps as are necessary (including the opening and maintaining of a central depositories account under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things in the best interests of the Company, subject further to the following:-

- (a) the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to ten per centum (10%) of the total number of issued shares of the Company;

- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company; and
- (c) the authority shall commence immediately upon passing of this ordinary resolution until:-
 - (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the AGM at which such ordinary resolution was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next AGM after that date it is required by law to be held; or
 - (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND THAT upon completion of the purchase(s) of the REDtone Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with any REDtone Shares so purchased by the Company in the following manner:-

- (a) cancel all the REDtone Shares so purchased; or
- (b) retain all the REDtone Shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act); or
- (c) retain part thereof as treasury shares and subsequently cancelling the balance; or
- (d) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Malaysia Securities Berhad and any other relevant authority for the time being in force."

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

By order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)
TAN LEY THENG (SSM PC NO. 201908001685) (MAICSA 7030358)
Company Secretaries

Kuala Lumpur
Dated: 22 October 2024

NOTES:

1. The Meeting will be conducted on a virtual basis by way of live streaming and online remote voting via the Remote Participation and Voting ("**RPV**") facilities to be provided by SS E Solutions Sdn. Bhd. via Securities Services e-Portal's platform at <https://sshb.net.my>.

Please read carefully and follow the procedures provided in the Administrative Notes in order to register, participate and vote remotely via the RPV facilities.

2. With the RPV facilities, the members, proxies and/or corporate representatives are strongly encouraged to exercise their rights to participate (including to pose questions to the Chairman, Board of Directors or Management) and vote at the Meeting.

The members, proxies and/or corporate representatives may communicate via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to eservices@sshsb.com.my during the Meeting.

3. In respect of deposited securities, only members whose names appear in the Record of Depositors on 26 November 2024 shall be eligible to attend, speak and vote at the Meeting or appoint proxy(ies) to attend, participate, speak and vote in his stead.
4. A member entitled to attend and vote at the Meeting, may appoint more than one (1) proxy to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same Meeting, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. A proxy 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 and vote at the Meeting shall have the same rights as the member to attend, participate, speak and vote at the meeting.
5. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint more than 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. Where such member appoints more than one (1) proxy, the appointment shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
7. 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.
8. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, must be deposited at the office of SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan OR alternatively, submit the Form of Proxy electronically via Securities Services e-Portal at <https://sshsb.net.my/> not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof. The lodging of the Form of Proxy does not preclude you from attending and voting at the Meeting should you subsequently decide to do so. Please follow the procedures provided in the Administrative Notes for the Twenty-Second AGM for further details.
9. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice will be put to vote by way of poll. Independent Scrutineers will be appointed to validate the results of the poll.

Explanatory Notes to Ordinary and Special Business

(i) Audited Financial Statements for the financial year ended 30 June 2024

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

(ii) Payment of Directors' fees and benefits

Section 230(1) of the Companies Act 2016 provides, amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting.

The Board wishes to seek shareholders' approval at the Twenty-Second Annual General Meeting ("**AGM**") on the separate resolutions as below:

- Ordinary Resolution 1 on payment of Directors' fees payable to the Non-Executive Directors of the Company on a monthly basis from 4 December 2024 until the next AGM of the Company to be held in year 2025.
- Ordinary Resolution 2 on payment of Directors' benefits, which comprise of meeting allowance payable for attendance of Directors at Board and/or Board Committees' meetings from 4 December 2024 until the next AGM of the Company to be held in year 2025.

In the event that the proposed Directors' fees and benefits payable are insufficient due to the enlarged size of the Board of Directors, approval will be sought at the next AGM for additional Directors' fees and benefits to meet the shortfall.

(iii) Re-election of Directors

The following Directors who retire in accordance with Clause 116 and Clause 117 of the Company's Constitution and being eligible, have offered themselves for re-election at the forthcoming Twenty-Second AGM: -

- (i) Puan Sabarina Binti Harun (Clause 116);
- (ii) Encik Syed Ali Shahul Hameed (Clause 116);
- (iii) Mr. Lau Bik Soon (Clause 117); and
- (iv) Mr. Kua Choo Kai (Clause 117).

The retiring Directors had provided the fit and proper declarations and the Board of Directors had through the Nomination Committee ("NC"), carried out the assessment on the retiring Directors and agreed that they met the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their role as Directors, and are eligible to stand for re-election.

The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board of Directors' meeting.

The profiles of the retiring Directors are set out in the Annual Report in respect of the financial year ended 30 June 2024.

(iv) Re-appointment of Auditors

The Audit Committee had assessed the suitability and independence of the External Auditors and recommended the re-appointment of Ernst & Young PLT as External Auditors of the Company for the financial year ending 30 June 2025 at the Twenty-Second AGM of the Company.

The Board of Directors, at the recommendation of the Audit Committee, endorsed the re-appointment of Ernst & Young PLT as External Auditors of the Company for the financial year ending 30 June 2025, to be presented to the shareholders for approval.

(v) Retention of Independent Non-Executive Director

Ordinary Resolution 8 is to seek approval from the shareholders for Dato' Avinderjit Singh A/L Harjit Singh to continue in office as an Independent Non-Executive Director of the Company. Dato' Avinderjit Singh A/L Harjit Singh was appointed as an Independent Non-Executive Director of the Company on 19 February 2014. Therefore, Dato' Avinderjit Singh A/L Harjit Singh has served the Board in that capacity for a cumulative of more than nine (9) years.

The Board, through the NC, recommends that approval of the shareholders be sought through a two-tier voting process as described in the Malaysian Code on Corporate Governance 2021 to retain Dato' Avinderjit Singh A/L Harjit Singh as an Independent Non-Executive Director, based on the following justifications:-

- (a) He fulfils the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (b) He is able to consistently demonstrate his independence and professionalism and effectively contribute and add value to the Company through Board Committees he serves as well as the Board;

- (c) He has vast experience in a diverse range of businesses and is able to provide constructive opinions and exercise independent judgement in the best interests of the Company, and actively expresses his views and participates in Board deliberations and decision making in an objective manner; and
- (d) There are significant advantages to be gained from a long-serving Independent Director who has many years of experience with incumbent knowledge of the Company and the Group's activities and corporate history, and is able to provide invaluable contributions to the Board in his role as an Independent Non-Executive Director.

(vi) Authority to Issue Shares

The proposed Ordinary Resolution 9 is intended to renew the authority granted to the Directors of the Company at the Twenty-First AGM of the Company held on 4 December 2023 ("**Previous Mandate**") to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being ("**New Shares**").

The proposed Ordinary Resolution 9, if passed, will provide flexibility to the Directors of the Company to undertake any possible fund-raising activities, including but not limited to placement of shares for the purpose of funding the Company's current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued pursuant to the general mandate does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

In accordance with Clause 13 of the Constitution of the Company, the proposed Ordinary Resolution 9, if passed, shall be taken as the members' agreement for the New Shares to be issued to such persons as the Directors may deem fit without first offer to the existing shareholders.

As at the date of the Notice, the Company has not issued any new ordinary shares pursuant to the Previous Mandate granted by the shareholders and hence no proceeds were raised therefrom.

(vii) Proposed Renewal of and New Shareholders' Mandates

The proposed Ordinary Resolutions 10 and 11, if passed, will give mandates to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, details of which are set out in Section 2.3 of the Circular to Shareholders dated 22 October 2024.

The aforesaid mandates from shareholders are on an annual basis and are subject to renewal at the next AGM of the Company.

The details of the proposals are set out in the Circular to Shareholders dated 22 October 2024.

(viii) Proposed Share Buy-Back

The proposed Ordinary Resolution 12, if passed will enable the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Unless revoked or varied by the Company in a general meeting, this authority will expire at the conclusion of the next AGM of the Company.

The details of the proposal are set out in the Statement to Shareholders dated 22 October 2024.