

**REXIT**REXIT BERHAD 200401029606 (668114-K)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Eighteenth (18th) Annual General Meeting ("AGM") of the Company will be held at Greens 3 (Sports Wing), Club House, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 21 November 2022 at 9.30 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 2022 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Notes |
| 2. | To re-elect the following Directors who retire pursuant to Article 131 of the Company's Constitution:-
(a) Datuk Ng Kam Chiu
(b) Dato' Abdul Murad Bin Khalid | Resolution 1
Resolution 2 |
| 3. | To elect Madam Amarjeet Kaur A/P Ranjit Singh who retires pursuant to Article 116 of the Company's Constitution. | Resolution 3 |
| 4. | To approve the payment of Directors' fees of up to RM144,000 and Directors' benefits of up to RM8,000 from 22 November 2022 until the next AGM of the Company. | Resolution 4 |
| 5. | To re-appoint Messrs. Ecovis Malaysia PLT as Auditors of the Company and authorise the Directors to determine their remuneration. | Resolution 5 |

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolutions:-

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| 6. | Ordinary Resolution - Continuing In Office As Independent Non-Executive Director | Resolution 6 |
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"THAT, approval be and is hereby given for Datuk Ng Kam Chiu, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company."

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| 7. | Ordinary Resolution - Authority to Issue and Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016 | Resolution 7 |
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"THAT, subject to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Section 75 and Section 76 of the Act, to issue shares in the Company, from time to time and upon such terms and conditions and for such purposes the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate of number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.

AND FURTHER THAT, pursuant to Section 85 of the Act read together with Article 49 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act and that the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

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| 8. | Ordinary Resolution - Proposed Renewal of Authority for the Purchase by the Company of its own Shares | Resolution 8 |
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"THAT, subject to the Act, the Constitution of the Company, the Listing Requirements of Bursa Securities for the ACE Market and the approval of such relevant governmental and/or regulatory authorities where necessary, the Company be and is hereby authorised to purchase its own shares ("Shares") on the ACE Market of Bursa Securities at any time, upon such terms and conditions as the Directors shall in their discretion deem fit and expedient in the best interests of the Company provided that:

- the aggregate number of Shares which may be purchased pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of purchase; and
- the maximum funds to be allocated by the Company for the purchase of Shares shall not exceed the total retained profits of the Company at the time of the said purchase;

"THAT, upon the purchase by the Company of its own Shares, the Board be and are hereby authorised to:-

- cancel all or part of the Shares so purchased; and/or
- retain all or part of the Shares so purchased as Treasury Shares; and/or
- distribute the Treasury Shares as share dividends to the Company's shareholders for the time being and/or resell the Treasury Shares on Bursa Securities.

"THAT, such authority shall commence upon the passing of this resolution and shall continue to be in force until:-

- the conclusion of the next AGM of the Company at which time the authority shall lapse unless by ordinary resolution passed at that meeting the authority is renewed either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first, but not so as to prejudice the completion of purchase by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any other relevant authority;

AND THAT, authority be and is hereby given to the Directors of the Company and/or any one of them to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as the Directors in their discretion deem it and expedient to give effect to the aforesaid purchase contemplated and/or authorised by this Ordinary Resolution."

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| 9. | To transact any other business for which due notice shall have been given. | |
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By Order of the Board

NG HENG HOOI (MAICSA 7048492) (PC NO. 202008002923)

WONG MEE KIAT (MAICSA 7058813) (PC NO. 202008001958)

Company Secretaries

Dated: 21 October 2022

NOTES:-

- Only members whose names appear in the Record of Depositors as at 14th November 2022 will be entitled to attend and vote at the Meeting.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two proxies, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 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 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 its common seal or the hand of its officer or its duly authorised attorney.
- The instrument appointing a proxy shall be deposited at the Share Registrar of the Company at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.

Explanatory Notes:-**1. Agenda 1 - Audited Financial Statements and the Reports of the Directors and Auditors**

Agenda item no. 1 is meant for discussion only. The provisions of Section 340(1)(a) of the Act and the Constitution of the Company require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this agenda item is not a business which requires a resolution to be put to vote by shareholders.

2. Resolution 4 - Payment of Directors' fees and benefits

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of fees and benefits for the period commencing 22 November 2022 up till the next AGM of the Company in 2023. The benefits comprise of meeting allowances payable to directors.

3. Resolution 6 - Continuing In Office As Independent Non-Executive Director

The Nominating Committee (save for the interested Director) has assessed the independence of Datuk Ng Kam Chiu, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, and upon its recommendation, the Board of Directors has recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- He fulfills the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements of Bursa Securities, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
- His vast experience in the industry and background would enable him to provide the Board with a diverse set of experience, expertise and independent judgment to better manage and run the Group;
- He has been with the Company for more than 12 years and is familiar with the Company's business operations; and
- He has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

The Proposed Resolution 6, if passed, will enable Datuk Ng Kam Chiu to continue in office as Independent Non-Executive Director of the Company until 31 May 2023 pursuant to Listing Requirements of Bursa Securities for the ACE Market. Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance, the Company would be seeking the shareholders' approval through a two-tier voting process.

4. Resolution 7 - Authority to Issue and Allot Shares Pursuant to Section 75 and 76 of the Companies Act 2016

Pursuant to Section 75 and Section 76 of the Act, the Proposed Resolution 7, if passed, will give the Directors of the Company from the date of the above meeting, authority to issue and allot ordinary shares from the unissued capital of the Company for such purposes as the Directors consider would be in the best interest of the Company provided that the aggregate of number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being. The authority will, unless revoked or varied by the Company in General Meeting, expire at the next AGM.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Act shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Article 49 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Act and Article 49 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Act, which will result in a dilution to their shareholding percentage in the Company.

The Company is seeking the approval from shareholders on the renewal of the above mandate for the purpose of possible fund raising exercise including but not limited to further placement of shares for working capital requirements. The Company did not exercise the mandate given by the shareholders at the 17th AGM held on 26 November 2021.

5. Resolution 8 - Proposed Renewal of Authority for Share Buy-Back

The Proposed Resolution 8, if passed, will empower the Company to purchase up to 10% of its total number of issued shares by utilising the funds allocated which shall not exceed the total retained earnings of the Company. Further information on the Proposed Share Buy-Back is set out in the Statement to Shareholders dated 21 October 2022, which can be downloaded from www.rexit.com.