

NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Tenth (10th) Annual General Meeting (“AGM”) of Radium Development Berhad (“Radium” or “Company”) will be held at Platinum Hall @ Platinum Suites, D-50A-01, Level 50A, 1020, Jalan Sultan Ismail, Kampung Baru, 50250 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Thursday, 27 June 2024 at 10.30 a.m. for the following purposes: -

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to item 1 of the Explanatory Notes)
- To approve the payment of fees and benefits to the Non-Executive Directors amounting to RM398,258.08 for the financial year ended 31 December 2023. (Ordinary Resolution 1)
- To approve the payment of fees to the Non-Executive Directors up to RM800,000.00 for the period from 1 January 2024 until the next AGM of the Company. (Ordinary Resolution 2)
- To re-elect the following Directors who retire by rotation in accordance with Clause 109 of the Company's Constitution and who being eligible offer themselves for re-election:
  - Datuk Gan Kah Siong (Ordinary Resolution 3)
  - Mr Gan Tiong Kian (Ordinary Resolution 4)
  - Datuk Sydney Lim Tau Chin (Ordinary Resolution 5)

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following Ordinary Resolutions:

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS TO NEW SHARES UNDER SECTION 85 OF THE COMPANIES ACT 2016 READ TOGETHER WITH CLAUSE 61 OF THE COMPANY'S CONSTITUTION** (Ordinary Resolution 7)

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next AGM 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 pursuant to this resolution during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such relevant documents) as they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate.

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 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 Companies Act 2016.

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.”

- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS' MANDATE”)** (Ordinary Resolution 8)

“THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act 2016, the Company's Constitution and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company and/or its subsidiaries (“Group”) to enter into recurrent related party transactions of a revenue or trading nature with the Related Party(ies) as specified in Section 2.5 of the Circular to Shareholders dated 30 April 2024 (“Circular”), provided that such arrangements and/or transactions are:

- necessary for the day-to-day operations;
- undertaken at arm's length basis;
- based on normal commercial terms which are not more favourable to the related party(ies) than those generally available to the public; and
- not detrimental to the minority shareholders of the Company.

THAT such approval shall take effect upon the passing of this Ordinary Resolution and shall continue to be in force until:

- the conclusion of the next AGM of the Company following this 10th AGM at which the Proposed Shareholders' Mandate is passed, at which time such mandate will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the Proposed Shareholders' Mandate.”

- ANY OTHER BUSINESS**

To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

**BY ORDER OF THE BOARD**

**WONG CHOW LAN** (MAICSA 7012088) (SSM PC No. 201908000012)  
**WONG KOK XIANG** (MAICSA 7074422) (SSM PC No. 201908003350)  
Company Secretaries

Selangor  
30 April 2024

**NOTES:**

- For the purpose of determining who shall be entitled to attend the 10th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 20 June 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend, participate, speak and vote in this 10th AGM.
- A member who is entitled to attend, participate, speak and vote at this 10th AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the 10th AGM. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her holdings to be represented by each proxy, failing which the appointment shall be invalid.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- The appointment of a proxy may be made in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 10th AGM or any adjournment thereof:
  - In hard copy form  
In the case of an appointment made in hard copy form, the Proxy Form should be lodged at the Share Registrar's office, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia.
  - By electronic form  
In the case of an appointment made in electronic form, the Proxy Form must be deposited electronically via the Share Registrar's website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> to login and deposit your Proxy Form electronically. Please follow the procedures set out in the Administrative Guide for the electronic lodgement of the Proxy Form.
- Please ensure all the particulars as required in the Proxy Form are completed, signed and dated accordingly.
- Last date and time for lodging the Proxy Form is Tuesday, 25 June 2024 at 10.30 a.m.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar's office, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 10th AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of the 10th AGM will be put to vote by poll.
- By submitting the Proxy Form, the member or shareholder consents to the Company (and/or its agents /service providers) collecting, using and disclosing his/her personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the 10th AGM, including any adjournment thereof.

**EXPLANATORY NOTES TO THE AGENDA**

**Item 1 of the Agenda**

**Audited Financial Statements for the financial year ended 31 December 2023**

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

**Ordinary Resolutions 1 to 2**

**Payment of Directors' fees and benefits**

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

The proposed Ordinary Resolution 1 is to facilitate the payment of fees and benefits to the Non-Executive Directors (“NEDs”) in respect of the financial year ended 31 December 2023.

The proposed Ordinary Resolution 2 is to facilitate the payment of fees to the NEDs for the period from 1 January 2024 until the next AGM of the Company.

The fees payable to the NEDs for the period commencing from 1 January 2024 until the next AGM will be paid as and when they are incurred. The Board opined that the payments to the NEDs are just and equitable, taking into account their roles and responsibilities towards the Company and the services that they have rendered to the Company.

NEDs who are shareholders of the Company will abstain from voting on the aforesaid resolutions at the 10th AGM.

**Ordinary Resolutions 3 to 5**

**Re-election of Directors Pursuant to Clause 109 of the Company's Constitution**

The Nomination Committee (“NC”) had assessed and recommended to the Board the re-election of Datuk Gan Kah Siong, Gan Tiong Kian and Datuk Sydney Lim Tau Chin who are seeking re-election as Directors of the Company at the 10th AGM.

This recommendation is supported by the results of the annual assessment of the Board, Board Committees and Individual Directors whereby the NC reached the consensus that the existing composition of the Board is at optimum where the current mix of knowledge, skills, attributes and competencies sufficed for the Board to carry out their duties adequately.

The following Directors who are seeking re-election as Directors of the Company at the 10th AGM have offered themselves for re-election in pursuance to Clause 109 of the Company's Constitution:

- Datuk Gan Kah Siong
- Gan Tiong Kian
- Datuk Sydney Lim Tau Chin

The Board supports the re-election of the above-mentioned Directors at the 10th AGM as they have the relevant industry-related experience to achieve the Company's business objective and carry the Company through the challenging future ahead.

**Ordinary Resolution 6**

**Re-appointment of Auditors**

Based on the results of the External Auditors Evaluation for the financial year ended 31 December 2023 and the Audit and Risk Management Committee's recommendation on the re-appointment of Baker Tilly Monteiro Heng PLT as Auditors of the Company, the Board reviewed the recommendation and recommended the same be tabled to the shareholders for approval at the 10th AGM of the Company.

**Ordinary Resolution 7**

**Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 7, if passed, will empower the Directors to issue and allot up to a maximum of 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, 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 the earlier.

The mandate is to provide flexibility to the Company to issue new securities for any possible fund-raising activities including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings and/or acquisitions without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

This is the first general mandate to be sought by the Company since listing on the Main Market of Bursa Malaysia Securities Berhad on 31 May 2023.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 61 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 Companies Act 2016 and Clause 61 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution of their shareholding percentage in the Company. By approving Ordinary Resolution 7, the shareholders of the Company shall agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016.

**Ordinary Resolution 8**

**Proposed Shareholders' Mandate**

The details of the Proposed Shareholders' Mandate are set out in the Circular to Shareholders dated 30 April 2024.

**STATEMENT ACCOMPANYING NOTICE OF**

**10TH ANNUAL GENERAL MEETING**

**(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)**

- Details of individuals who are standing for election as Director (excluding Directors standing for re-election)**

Save for re-election of the retiring Directors, there are no directors standing for election at the 10th AGM.

The profile of the Directors who are standing for re-election (as per Ordinary Resolutions 3 to 5 as stated above) at the 10th AGM of the Company are set out in the “Profile of Board of Directors” section on pages 24 to 34 of the Company's Annual Report 2023.

The details of any interest in securities held by the said Directors are set out in the “Directors' Report” section on pages 102 to 110 of the Company's Annual Report 2023.

- General mandate for issue of securities in accordance with paragraph 6.03(3) of Bursa Malaysia Securities Berhad Main Market Listing Requirements**

The details of the general mandate/authority for Directors to issue and allot shares in the Company pursuant to Sections 75, 76 and 85 of the Companies Act 2016 and Clause 61 of the Company's Constitution are set out in the Explanatory Notes on Special Business of the Notice of the 10th AGM.