RICHTECH
Digital Berhad

RICHTECH DIGITAL BERHAD

Registration No. 202301037196 (1531119-U)
(Incorporated in Malaysia)

NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting ("**3rd 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 Tuesday, 29 September 2026 at 10:30 a.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 year ended 31 March 2026 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 Benefits of RM220,000.00 to the Non-Executive Directors for the period from 30 September 2026 until the date of the next AGM in year 2027. ***Ordinary Resolution 1 (Please refer to Explanatory Note 2)***

3. To re-elect the following Directors who retire pursuant to Clause 113 of the Company's Constitution and being eligible, have offered themselves for re-election:
   (i) Mr. Wong Koon Wai ***Ordinary Resolution 2***
   (ii) Ms. Koo Woon Kan ***Ordinary Resolution 3 (Please refer to Explanatory Note 3)***

4. To re-elect Mr. Ang Seng Wong who retires pursuant to Clause 119 of the Company's Constitution and being eligible, has offered himself for re-election. ***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.

By order of the Board

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

Petaling Jaya, Selangor Darul Ehsan
31 July 2026

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 21 September 2026. Only members whose names appear in the General Meeting Record of Depositors as at 21 September 2026 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 3rd 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 2026.

(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 Sunday, 27 September 2026 at 10:30 a.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.

EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS

1. **Agenda 1 – Audited Financial Statements for the financial year ended 31 March 2026**

   The Audited Financial Statements for the financial year ended 31 March 2026 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 Resolution 1 – 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 of RM220,000.00 for the period from 30 September 2026 until the date of the next AGM in year 2027 under Ordinary Resolution 1.

   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 Resolution, 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 2, 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. Wong Koon Wai and Ms. Koo Woon Kan are due for retirement by rotation and they have offered themselves for re-election at the 3rd AGM.

   Clause 119 of the Company's Constitution provides that any Director appointed either to fill a casual vacancy or as an addition to the existing Board of Directors shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation pursuant to Clause 113 at that meeting.

   Mr. Ang Seng Wong, appointed as a Director on 5 May 2026, is subject to re-election as a Director of the Company in accordance with Clause 119 of the Company's Constitution.

   For the purpose of determining the eligibility of the Directors to stand for re-election at the 3rd AGM of the Company, the Board through its Nomination Committee ("NC") undertook a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance, which included the following: -
   i) Commitment and time to serve the Company;
   ii) The fit and proper assessment;
   iii) Past contribution and performance.

   Based on the outcome of the annual performance evaluation, the NC and the Board are satisfied that the retiring Directors, namely Mr. Wong Koon Wai, Ms Koo Woon Kan and Mr. Ang Seng Wong (collectively, "**the retiring Directors**") standing for re-election, have performed their duties as per the Board Charter. In addition, the NC and the Board are confident that the retiring Directors will continue to bring their knowledge, experience and skills, and will contribute effectively to the Board's discussions, deliberations and decisions. In view thereof, the Board recommends that the retiring Directors be re-elected as Directors of the Company.

   The details and profiles of the Retiring Directors are provided in the Directors' Profile of the Company's Annual Report 2026.

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.

   As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 2nd AGM held on 29 September 2025, which will lapse at the conclusion of the 3rd AGM.

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.*