

**THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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**RADIANT GLOBALTECH BERHAD**  
Registration No. 200301018877 (621297-A)  
(Incorporated in Malaysia)

**PART A**

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (“PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE”)**

**PART B**

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PROPOSED SHARE BUY-BACK AUTHORITY”)**

**(COLLECTIVELY, THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND THE PROPOSED SHARE BUY-BACK AUTHORITY ARE REFERRED TO AS “THE PROPOSALS”)**

The Proposals will be tabled as Special Business at the Twenty-Third Annual General Meeting (“23<sup>rd</sup> AGM” or “Meeting”) of Radiant Globaltech Berhad (“RGTECH” or “the Company”) which will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 23 June 2026 at 10:00 a.m., or at any adjournment thereof.

The Notice of the 23<sup>rd</sup> AGM together with the Proxy Form, Administrative Notes, and this Circular/Statement are available on the Company’s website at <http://rgtech.com.my/agm-egm/>. Please follow the procedures provided in the Administrative Notes for the 23<sup>rd</sup> AGM in order to register, participate and vote.

If you are unable to participate in the 23<sup>rd</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited at the office of the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or by electronically via Vistra Share Registry and IPO (MY) portal at <https://smy.vistra.com>, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting as the case may be.

The last date and time for lodging the Proxy Form : Sunday, 21 June 2026 at 10:00 a.m.  
Day, date and time of the 23<sup>rd</sup> AGM : Tuesday, 23 June 2026 at 10:00 a.m.

This Circular/Statement is dated 30 April 2026

## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular/Statement:

“Act”	: The Companies Act 2016 as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Annual Report 2025”	: Annual Report of RGTECH issued for FYE 2025
“Audit and Risk Management Committee”	: Audit and Risk Management Committee of RGTECH
“Board”	: The Board of Directors of RGTECH
“BKS”	: Burger King Singapore Pte. Ltd. (200900741N)
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Circular”	: This Circular to Shareholders dated 30 April 2026
“CMSA”	: Capital Markets and Services Act 2007
“Cosmo”	: Cosmo Restaurants Sdn. Bhd. [Registration No. 199401010330 (296009-T)]
“CPSB”	: Careon Pharmacy Sdn. Bhd. [Registration No. 202001028195 (1384515-A)]
“Director(s)”	: The meaning given in Section 2(1) of the CMSA and for the purpose of the Proposed Renewal of Shareholders’ Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive officer of RGTECH and/or its subsidiary or holding company
“EPS”	: Earnings per Share
“FYE”	: Financial year ended/ Financial year ending
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
“LPD”	: 3 April 2026, being the latest practicable date prior to the printing of this Circular/Statement

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## DEFINITIONS (CONT'D)

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“Major Shareholder”	: A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:  (a) ten percent (10%) or more of the total number of voting shares in the Company; or  (b) five percent (5%) or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.  For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act  For the purposes of the Proposed Renewal of Shareholders’ Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is its subsidiary or holding company
“Minister”	: The Minister charged with the responsibility for companies
“NA”	: Net assets attributable to ordinary equity holders of RGTECH
“Person(s) Connected”	: Person(s) connected as defined in Rule 1.01 of the Listing Requirements
“Proposals”	: Proposed Renewal of Shareholders’ Mandate and Proposed Share Buy-Back Authority
“Proposed Renewal of Shareholders’ Mandate”	: Proposed renewal of existing shareholders’ mandate for the Group to enter into the RRPT as set out in Part A of this Circular/Statement
“Proposed Share Buy-Back Authority”	: Proposed authority for the Company to purchase its own Shares of up to ten percent (10%) of the total number of issued Shares as set out in Part B of this Circular/Statement
“Purchased Share(s)”	: Share(s) purchased by the Company pursuant to the Proposed Share Buy-Back Authority
“RGTECH” or “Company”	: Radiant Globaltech Berhad [Registration No. 200301018877 (621297-A)]
“RGTECH Group” or “Group”	: RGTECH and its subsidiaries (including all future subsidiaries which are acquired/incorporated by RGTECH Group before the next AGM of the Company) as defined in the Act
“RGTECH Share(s)” or “Share(s)”	: Ordinary share(s) in RGTECH
“Recurrent Related Party Transaction(s)” or “RRPT”	: Related party transaction(s) which is/are recurrent, of a revenue and/or trading nature, which are necessary for the day-to-day operations of RGTECH Group within the ordinary course of business of RGTECH Group
“Related Party” or “Related Parties”	: A Director, Major Shareholder and/or Person Connected with such Director or Major Shareholder; and “Related Parties” shall be construed accordingly
“RM” and “sen”	: Ringgit Malaysia and sen respectively

“Rules”	: Rules on Take Overs, Mergers and Compulsory Acquisitions as amended from time to time and any re-enactment thereof
“SMEM”	: 99 Speed Mart (East Malaysia) Sdn. Bhd. [Registration No. 201301011044 (1040881-M)]
“SMSB”	: 99 Speed Mart Sdn. Bhd. [Registration No. 200001016930 (519537-X)]
“Statement”	: This Share Buy-Back Statement dated 30 April 2026

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular/Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular/Statement shall be a reference to Malaysian time, unless otherwise stated.

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## RADIANT GLOBALTECH BERHAD

Registration No. 200301018877 (621297-A)  
(Incorporated in Malaysia)

**Registered Office:**

Third Floor, No. 77, 79 & 81  
Jalan SS 21/60  
Damansara Utama  
47400 Petaling Jaya  
Selangor Darul Ehsan

30 April 2026

**Board of Directors:**

Dato' Siow Kim Lun (Independent Non-Executive Chairman)  
Yap Ban Foo (Vice Chairman/Senior Executive Director)  
Yap Sin Sang (Senior Executive Director)  
Tevanaigam Randy Chitty (Independent Non-Executive Director)  
Mashitah Binti Osman (Independent Non-Executive Director)

**To: The Shareholders of RGTECH**

Dear Sir/Madam,

**PART A - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

**PART B – PROPOSED SHARE BUY-BACK AUTHORITY**

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On 23 April 2026, the Board announced that the Company intends to seek the shareholders' approval at the forthcoming 23<sup>rd</sup> AGM in respect of the following proposals:

- (a) Proposed Renewal of Shareholders' Mandate; and
- (b) Proposed Share Buy-Back Authority.

The purpose of this Circular/Statement is to provide you with relevant details and information pertaining to the Proposals together with the Board's recommendation and to seek your approval for the ordinary resolutions to be tabled at the forthcoming 23<sup>rd</sup> AGM of the Company. The notice convening the 23<sup>rd</sup> AGM together with the Proxy Form are enclosed in the Annual Report 2025, an extract of which is enclosed in this Circular/Statement.

**SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR/STATEMENT BEFORE VOTING ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSALS AT THE FORTHCOMING 23<sup>RD</sup> AGM OF THE COMPANY.**

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**PART A**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

## **1 INTRODUCTION**

At the last AGM of the Company held on 12 June 2025, the Company had sought and obtained from its shareholders the mandate for RGTECH Group to enter into the RRPT of a revenue and/or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties other than those generally available to the public and which are necessary for RGTECH Group's day-to-day operations. The existing authority shall lapse at the conclusion of the forthcoming AGM, unless authority for its renewal is obtained from the shareholders at the forthcoming AGM.

On 23 April 2026, the Board had announced to Bursa Securities that the Company intends to seek its shareholders' approval for the Proposed Renewal of Shareholders' Mandate.

## **2 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

### **2.1 The Listing Requirements**

In the ordinary course of the Group's businesses, the Company anticipates that the Group would enter into certain RRPT with the Related Parties. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Pursuant to Rule 10.09(2) of the Listing Requirements, the Company may seek a shareholders' mandate in respect of RRPT which are necessary for its day-to-day operations subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value of the RRPT is equal to or more than the prescribed threshold prescribed in Rule 10.09(1) of the Listing Requirements;
- (c) the issuance of a circular to shareholders by the listed issuer, which includes the information as may be prescribed by Bursa Securities, together with a checklist showing compliance with such information when submitting the circular to Bursa Securities;
- (d) in a meeting to obtain shareholders' mandate, the relevant Related Party must comply with the requirements set out in Rule 10.08(7) of the Listing Requirements; and
- (e) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

In this regard, the Board proposes to seek shareholders' mandate for the Group to enter into arrangements or transactions with the Related Party, details of which are set out in Section 2.3 below, which are necessary for the day-to-day operations of the Group and are based on transaction prices and on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

If approved, the Proposed Renewal of Shareholders' Mandate shall be valid for the period described in Section 2.5 below.

## 2.2 Principal activities of RGTECH Group

The Company is an investment holding company. As at LPD, the principal activities of its subsidiaries are as follows:

Name of company	Effective interest (%)	Principal activities
<b>Direct</b>		
Radiant Global ADC Sdn. Bhd. [199401019745 (305424-W)]	100%	Engaged in the business of trading in retail technology hardware, provision of maintenance and technical support services and investment holding.
Radiant Global Solutions Sdn. Bhd. [201201044616 (1029093-W)]	100%	Engaged in the provision of retail technology software solutions.
Infoconnect Commerce Sdn. Bhd. [201801016025 (1278041-X)]	100%	Engaged in the business of computer consultancy, computer programming activities and wholesale of a variety of goods without any particular specialisation.
RGTECH Spritvest Sdn. Bhd. (formerly known as Grand-Flo Spritvest Sdn. Bhd.) [199501019036 (348239-W)]	100%	Engaged in the provision of information technology solutions specialising in automated data collection processes and mobile computing.
World Pos Sdn. Bhd. [201901024132 (1333461-W)]	100%	Engaged in the business management consultancy services, computer programming activities and investment holding.
World Portal Sdn. Bhd. [202001023374 (1379694-W)]	100%	Engaged in the provision of computer programming activities and other information technology services activities.
Rymnet Solutions Sdn. Bhd. [200301033025 (635446-H)]	80%	Engaged in the provision of IT services, computer software programming and products, human resource management software and application programming, computer human resource management software consultancy and training.
Adaptive Pos Sdn. Bhd. [201801016215 (1278231-M)]	70%	Engaged in the business of computer consultancy, computer programming activities and wholesale of a variety of goods without any particular specialisation.
Arms Software International Sdn. Bhd. ("ARMS") [199801016879 (473008-M)]	100%	Engaged in developing and selling of software systems, providing web designing services and dealing in all kinds of computer accessories and peripherals.

<b>Name of company</b>	<b>Effective interest (%)</b>	<b>Principal activities</b>
Radiant Global ADC Cambo Pte. Ltd. [00004647]	100%	Engaged in the business of trading in retail technology hardware and provision of retail technology software solutions, maintenance and technical support services.
RGTECH Simat Co. Ltd. [0105563002283]	49%	Engaged in the business of information technology services business, hardware distribution, software development and maintenance.
<u>Subsidiaries company of Radiant Global ADC Sdn. Bhd.</u>		
Radiant Global ADC Vietnam Co. Ltd. [0304765787]	100%	Engaged in the business of trading in retail technology hardware and provision of retail technology software solutions, maintenance and technical support services.
RGTECH International Pte. Ltd. [202240032H]	100%	Retail sale of computer hardware (including handheld computers) and peripheral equipment, and computer software (except games and cybersecurity hardware and software) and development of software and applications (except games and cybersecurity)
<u>Subsidiary company of Rymnet Solutions Sdn. Bhd.</u>		
Rymnet Solutions Pte Ltd [201707995D]	80%	Engaged in selling and distribution of payroll software including human resources services.
<u>Subsidiary company of Radiant Global Solutions Sdn. Bhd.</u>		
RG Posconnect Sdn. Bhd. [202001012753 (1369073-V)]	70%	Engaged in the provision of retail technology software solutions.
<u>Subsidiary company of Infoconnect Commerce Sdn. Bhd.</u>		
RG Gateway Sdn. Bhd. [202001035523 (1391844-X)]	70%	Engaged in the business of retail technology solutions provider.

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## 2.3 Related Party and Nature of RRPT contemplated

In the normal course of the Group's businesses, transactions of a revenue and/or trading nature between company(ies) in the Group and the Related Party(ies) are likely to occur and are necessary for its day-to-day operations.

Transactions contemplated for which the Proposed Renewal of Shareholders' Mandate (based on the Group's structure as at LPD) is sought are set out below:

Transacting company within RGTECH Group as service provider	Related Party as the recipient of the services	Nature of Transaction	Estimated aggregate value <sup>(1)</sup> as disclosed in the Circular dated 30 April 2025  (RM)	Actual Value Transacted from last AGM on 12 June 2025 up to LPD  (RM)	Estimated aggregate value <sup>(1)</sup> of RRPT from 23 June 2026 (date of 23 <sup>rd</sup> AGM) to the next AGM in year 2027  (RM)	Interested Directors/ Major Shareholders/ persons connected to Directors or Major Shareholders
RGTECH Group	SMSB/ SMEM/ Cosmo/ CPSB/ BKS	Sales of Retail Technology Solutions  (E.g. POS hardware and peripherals, POS software and related licenses, maintenance and technical support services)	10,000,000	5,238,574	10,000,000	Lee Thiam Wah is a Major Shareholder of the Company.  He is also a director and has direct/indirect interest in SMSB/ SMEM/ Cosmo/ CPSB/BKS.  Ng Lee Tieng, is a major shareholder of the Company and she is the spouse of Lee Thiam Wah.

Note:

<sup>(1)</sup> The estimated values stated are determined by the Group's management. Actual transaction values may differ from the values stated.

The actual value transacted from the AGM on 12 June 2025 to LPD did not exceed the estimated value as disclosed in the Circular by 10% or more.

## **2.4 Basis of estimates**

The abovementioned estimated values in respect of each transaction referred to above are based on prevailing prices obtained from the Related Parties which are reasonable market-competitive prices and are derived based on the normal level of transactions to be entered into by the Group for the period up to the conclusion of the next AGM. The estimated amounts are further based on the assumptions that the current level of operations will continue and all external conditions remain constant. Due to the nature of the transactions, the actual value of transactions may vary from the estimated value disclosed above.

## **2.5 Validity period of the Proposed Renewal of Shareholders' Mandate**

The authority from the shareholders of RGTECH to undertake the Proposed Renewal of Shareholders' Mandate, if granted, shall be effective upon the passing of the ordinary resolution for the Proposed Renewal of Shareholders' Mandate at the forthcoming 23<sup>rd</sup> AGM until:

- (i) the conclusion of the next AGM of RGTECH following the general meeting at which this ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

## **2.6 Review procedures for the RRPT**

RGTECH has internal control systems to ensure that the RRPT are undertaken on an arm's length basis and on normal commercial terms consistent with the Company's usual business practices and policies, which are no more favourable to the interested parties than those extended to third parties/public and are not detrimental to the interest of the minority shareholders. The management of RGTECH will ensure that the RRPT with interested parties will only be transacted at the prevailing market rates/prices for the services or products on the usual commercial terms, or otherwise in accordance with applicable industry norms, after taking into account the pricing, the level of services, quality of products and other related factors.

The following methods and procedures have been implemented by RGTECH Group to ensure proper identification and reporting of RRPT and to ensure that RRPT contemplated under the Proposed Renewal of Shareholders' Mandate are undertaken on transaction prices and terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders:

- (i) any tender, quotation or contract received from or proposed to be entered with a Related Party will be reviewed by the senior management who will ascertain if it is an approved RRPT. Such tender, quotation or contract will not be approved unless the terms offered to the Group are comparable with those offered by other unrelated parties for the same or substantially similar type of transactions. The transactions with a Related Party will only be entered into after taking into account the pricing, quality, deliverables, level of service and other related facts including competitive prices of similar products and services in the open market;
- (ii) all transactions entered into pursuant to the Proposed Renewal of Shareholders' Mandate will be tabled to the Audit and Risk Management Committee for review on a quarterly basis. In its review of such transactions, the Audit and Risk Management Committee may, as it deems fit, request for additional information pertaining to the transactions from independent sources;
- (iii) records will be maintained by the Company to capture all RRPT entered into pursuant to the Proposed Renewal of Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (iv) the Audit and Risk Management Committee has and shall continuously review the adequacy and appropriateness of the procedures, as and when required, with the authority to sub-delegate to individuals or committee within the Company as they deem appropriate;
- (v) the pricing for services and products to be provided/supplied and/or received is determined based on the Group's business practices and policies to ensure that prices and terms and conditions are based on competitive prices of similar products and services in the open market;
- (vi) where practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for substantially similar products or services and/or quantities will be used as a comparison to determine whether the price and terms offered to/by the Related Party are fair and reasonable and comparable to those offered to/by other unrelated third parties, for the same or substantially similar type of products/services and/or quantities; and
- (vii) in the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Audit and Risk Management Committee shall review the transaction price based on the usual business practices of the Group to ensure that the RRPT are not detrimental to the Company and the Group.

## **2.7 Threshold for approval of RRPT**

The threshold for approval of RRPT within RGTECH Group (which are not included in the Circular) is as follows:

- (i) The RRPT which is below RM1.0 million in value for each transaction is subject to the approval of Vice Chairman/Senior Executive Director or Senior Executive Director of the Company.
- (ii) The RRPT which is RM1.0 million and above or 1% of any percentage ratios, shall be reviewed and approved by the Audit and Risk Management Committee and the Board before the transaction is entered into. If any member of the Audit and Risk Management Committee or the Board has an interest in the RRPTs, approval shall be sought from the remaining non-interested members of the Audit and Risk Management Committee and the Board.

## **2.8 Statement by the Audit and Risk Management Committee**

The procedures and processes of RRPT as set out in the sections above are and will be reviewed annually by the Audit and Risk Management Committee. The Audit and Risk Management Committee of the Company is of the view that the Group has in place adequate procedures and processes to monitor, track and identify the RRPT in a timely and orderly manner.

The Audit and Risk Management Committee has also reviewed the RRPT and is of the opinion that the review procedures in Section 2.6 above are sufficient to ensure that RRPT will be carried out at arm's length and on commercial terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders.

## **2.9 Disclosure in the annual report**

Disclosure will be made in the Company's annual report on the breakdown of the aggregate value of the RRPT made during the financial year, amongst others, based on the following information:

- (i) the type of the RRPT made; and
- (ii) the names of the Related Parties involved in each type of the RRPT made and their relationship with the Company.

## **3 RATIONALE FOR AND BENEFITS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

The rationale for and benefits of the Proposed Renewal of Shareholders' Mandate to the Group are as follows:

- (i) the Proposed Renewal of Shareholders' Mandate will empower the Group to enter into transactions with the Related Parties which are necessary in the day-to-day operations of the Group, undertaken at arm's length, on normal commercial terms, are not more favourable to the Related Parties than those generally made available to the public and are not detrimental to the minority shareholders;
- (ii) the Proposed Renewal of Shareholders' Mandate will eliminate the need for the convening of general meetings on an ad hoc basis and hence will reduce substantially the administrative time, inconvenience and the expenses associated therewith; and
- (iii) the RRPT entered into by the Group are intended to meet business needs at the best possible terms and to allow the Group to tap into the expertise of the Related Parties which will be of benefit to all the companies within the Group.

## **4 AMOUNT OWING BY THE RELATED PARTIES PURSUANT TO RRPT**

The breakdown of the principal sum for the total outstanding amount due to the Group under the RRPTs which exceeded the credit terms as at 31 December 2025 are as follows:

Related Party	Principal Sum (RM'000)	Interest (RM'000)	Outstanding Amount which exceeded credit terms (RM'000)			
			A period of 1 year or less	A period of more than 1 to 3 years	A period of more than 3 to 5 years	A period of more than 5 years
SMSB/ SMEM/ Cosmo/ CPSB/ BKS	930	-	831	99	-	-

There was no interest and late payment charges imposed due to the Group's industry practices. The same basis is applied to both related and non-related parties.

The Company has reviewed the outstanding amounts and is of the opinion that the amounts were part of the normal business transactions and pending settlement of dispute on project issues. The Management has and will continue to meet and discuss with the related parties for early settlement of the outstanding amounts.

The Board is of the opinion that there will be no recoverability issues as the related parties have long business relationship with the Group.

## 5 EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will not have any effect on the issued share capital, substantial shareholders' shareholdings, net assets and gearing of the Group.

## 6 APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate is subject to the approval of RGTECH's shareholders to be obtained at the forthcoming 23<sup>rd</sup> AGM of the Company.

## 7 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Saved as disclosed below, none of the Directors, Major Shareholders and/or persons connected to them have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate as at LPD:

Name	Direct		Indirect	
	No. of shares	%*	No. of shares	%*
<b><u>Interested Major Shareholders</u></b>				
Global Success Network Sdn. Bhd.	80,905,000	14.564	-	-
Lee Thiam Wah	-	-	82,822,300 <sup>(1)</sup>	14.909
Ng Lee Tieng	1,917,300	0.345	80,905,000 <sup>(2)</sup>	14.564

Notes:

\* Based on the number of issued shares of the Company as at the LPD of 555,503,000 Shares.

<sup>(1)</sup> Deemed interested by virtue of his shareholdings in Global Success Network Sdn. Bhd. and his spouse's, Ng Lee Tieng shareholdings in the Company pursuant to Section 8 of the Act.

(2) *Deemed interested by virtue of her spouse's shareholdings held in Global Success Network Sdn. Bhd. pursuant to Section 8 of the Act.*

Accordingly, the Interested Major Shareholders will abstain from deliberation and voting in respect of their direct and indirect shareholdings on the resolution deliberating or approving the Proposed Renewal of Shareholders' Mandate at the forthcoming 23<sup>rd</sup> AGM of the Company. Further, the Interested Major Shareholders have undertaken to ensure that persons connected to them will abstain from deliberation and voting in respect of their direct and/or indirect shareholdings on the resolution deliberating or approving the Proposed Renewal of Shareholders' Mandate at the forthcoming 23<sup>rd</sup> AGM of the Company.

## 8 DIRECTORS' STATEMENT AND RECOMMENDATION

The Board having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of the Group.

Accordingly, the Board recommends that you **vote in favour** of the Ordinary Resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 23<sup>rd</sup> AGM of the Company.

## 9 23<sup>RD</sup> AGM

The Notice of the 23<sup>rd</sup> AGM together with the Proxy Form, Administrative Notes and this Circular are available at the Company's website at <http://rgtech.com.my/agm-egm/>. The 23<sup>rd</sup> AGM of the Company will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on the date and time indicated below or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution, with or without modifications, to give effect to the Proposed Renewal of Shareholders' Mandate.

If you are unable to participate in the 23<sup>rd</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited at the office of the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or by electronically via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com>, not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

The last date and time for lodging the Proxy Form	:	Sunday, 21 June 2026 at 10:00 a.m.
Day, date and time of the 23 <sup>rd</sup> AGM	:	Tuesday, 23 June 2026 at 10:00 a.m.

The lodging of Proxy Form does not preclude you from attending and voting in person should you subsequently decide to do so.

Shareholders are advised to refer to the Administrative Notes on the registration and voting process for the 23<sup>rd</sup> AGM of RGTECH.

**10 FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully,  
For and on behalf of the Board of  
**RADIANT GLOBALTECH BERHAD**

**YAP BAN FOO**  
Vice Chairman/Senior Executive Director

**PART B**

**PROPOSED SHARE BUY-BACK AUTHORITY**

## **1. INTRODUCTION**

The Board proposes to seek the approval from the shareholders for the authority to purchase the Company's own shares of up to 10% of the total number of issued shares of the Company at any point in time. The Proposed Share Buy-Back Authority is subject to compliance with the Act, the Listing Requirements, any prevailing laws and/or any other relevant authorities at the time of purchase.

The approval from the shareholders for the Proposed Share Buy-Back Authority would be effective immediately upon the passing of the ordinary resolution for the Proposed Share Buy-Back Authority at the forthcoming 23<sup>rd</sup> AGM to be convened and shall be valid until:-

- (i) the conclusion of the next AGM of the Company following the general meeting at which this resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders at a general meeting of the Company,

whichever occurs first.

## **2. DETAILS OF THE PROPOSED SHARE BUY-BACK AUTHORITY**

### **2.1 Maximum number or percentage of RGTECH Shares to be acquired**

The Board proposes to seek a mandate from the shareholders to purchase and/or hold in aggregate up to 10% of the total issued shares of RGTECH through Bursa Securities.

The maximum aggregate number of RGTECH Shares which may be purchased by the Company, shall not exceed 10% of the total number of issued shares in the Company at any point in time subject to compliance with the provisions of the Act, the Listing Requirements and/or any other relevant authorities.

As at LPD, the Company's total number of issued shares is 555,503,000 Shares. For illustration purposes, the maximum number of RGTECH Shares which may be purchased and/or held by the Company shall not be more than 55,550,300 Shares based on the total number of issued shares as at LPD, representing up to 10% of its issued shares as at LPD.

The actual number of RGTECH Shares to be purchased and the timing of such purchase will depend on, among others, market conditions and sentiments, as well as the retained earnings and financial resources of the Company at the time of the purchase(s).

### **2.2 Pricing**

Pursuant to Rule 12.17 of the Listing Requirements, the Company may only purchase RGTECH Shares on Bursa Securities at a price which is not more than 15% above the weighted average market price ("WAMP") for RGTECH Shares for the five (5) Market Days immediately before the date of purchase(s).

In addition, pursuant to Rule 12.18 of the Listing Requirements, in the case of a resale or transfer of treasury shares, the Company may only resell treasury shares on Bursa Securities or transfer treasury shares pursuant to Section 127(7) of the Act, at:-

- (a) a price which is not less than the WAMP for RGTECH Shares for the five (5) Market Days immediately before the resale or transfer; or
- (b) a discounted price of not more than 5% to the WAMP for RGTECH Shares for the five (5) Market Days immediately before the resale or transfer provided that:
  - (i) the resale or transfer takes place not earlier than thirty (30) days from the date of purchase; and
  - (ii) the resale or transfer price is not less than the cost of purchase of RGTECH Shares being resold or transferred.

### **2.3 Treatment of Purchased Shares**

In accordance with Section 127(4) of the Act, the Directors may deal with the Purchased Shares, at their discretion, in the following manner:-

- (i) cancel the Purchased Shares; or
- (ii) retain the Purchased Shares as treasury shares; or
- (iii) retain part of the Purchased Shares as treasury shares and cancel the remainder.

Accordingly, pursuant to Section 127(7) of the Act, where such Purchased Shares are held as treasury shares, the Directors may, at their discretion:-

- (a) distribute the Purchased Shares as dividends to shareholders, such dividends to be known as "shares dividends"; or
- (b) resell the Purchased Shares or any of the Purchased Shares in accordance with the relevant rules of Bursa Securities; or
- (c) transfer the Purchased Shares or any of the Purchased Shares for the purpose of or under an employees' share scheme; or
- (d) transfer the Purchased Shares or any of the Purchased Shares as purchase consideration; or
- (e) cancel the Purchased Shares or any of the Purchased Shares; or
- (f) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister may by order prescribe; and/or
- (g) in any other manner as may be prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities, and/or any other relevant authority for the time being in force.

In the event the Purchased Shares are held as treasury shares, the rights attaching to them as to voting, dividends and participation in other distributions or otherwise will be suspended and the treasury shares will not be taken into account in calculating the number of percentage of Shares, or of a class of shares in the Company for any purpose including substantial shareholdings, take-overs, notices, requisitioning of meetings, quorum for a meeting and result of a vote on resolution(s) at a meeting.

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### **3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK AUTHORITY**

The Proposed Share Buy-Back Authority, if implemented, will enable RGTECH to utilise any of its surplus financial resources, which are not immediately required for other uses, to purchase its own Shares from the open market. RGTECH may purchase its own Shares when the Shares are being traded at prices below its intrinsic value, as determined by the Board. This will enable the prices of RGTECH Shares traded on the ACE Market of Bursa Securities to be stabilised and therefore better reflect its fundamental value.

If RGTECH Shares purchased are subsequently cancelled, the Proposed Share Buy-Back Authority may strengthen the EPS of RGTECH. Consequently, long-term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in the Company.

The Purchased Shares can also be held as treasury shares and resold on Bursa Securities at a higher price with the intention of realising a potential gain without affecting the total number of issued shares of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders.

The Proposed Share Buy-Back Authority is not expected to have any potential material disadvantage to the Company and the shareholders, and it will be exercised only after due consideration of the financial resources of RGTECH, and of the resultant impact on the shareholders. The Board in exercising any decision to buy-back any RGTECH Shares will be mindful of the interests of RGTECH and the shareholders.

### **4. FUNDING FOR THE PROPOSED SHARE BUY-BACK AUTHORITY**

The Proposed Share Buy-Back Authority will be funded through internally-generated funds and/or external borrowings as long as the purchase is backed by an equivalent amount of retained profits of the Company.

The actual amount of funds to be utilised for the Proposed Share Buy-Back Authority will only be determined later depending on the actual number of RGTECH Shares to be purchased, the availability of funds at the time of purchase(s) and other relevant cost factors.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company. Based on the Company's latest audited financial statements for the FYE 2025, the retained profits of the Company were RM17,491,642.

In the event the Proposed Share Buy-Back Authority is to be financed by bank borrowings, the Company will ensure our capabilities of repaying such borrowings and that such repayment will not have a material effect on the cash flow position of the Company. In addition, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Proposed Share Buy-Back Authority.

### **5. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK AUTHORITY**

The potential advantages of the Proposed Share Buy-Back Authority to the Company and the shareholders are as follows:-

- (a) allows RGTECH to utilise its financial resources, where there is no immediate use for such resources, to purchase RGTECH Shares in order to enhance the value of shareholders' investments in RGTECH;

- (b) allows RGTECH to take preventive measures against speculation particularly when its shares are undervalued, which would, in turn, stabilise its market price and hence, enhance investors' confidence;
- (c) allows RGTECH the flexibility in achieving the desired capital structure, in terms of debt and equity composition and size of equity;
- (d) allows RGTECH to utilise the treasury shares as purchase consideration in corporate transactions thereby reducing the financial outflow and/or preserving the working capital of RGTECH;
- (e) RGTECH may distribute any shares held as treasury shares as share dividends to reward the shareholders; and
- (f) RGTECH may realise potential gains from the resale of the treasury shares, if the Purchased Shares which are retained as treasury shares are resold at a higher price.

The potential disadvantages of the Proposed Share Buy-Back Authority to the Company and the shareholders are as follows:-

- (a) the Proposed Share Buy-Back Authority will reduce the financial resources of RGTECH and may result in the RGTECH Group foregoing other investment opportunities that may emerge in the future; and
- (b) as the Proposed Share Buy-Back Authority can only be made out of retained earnings of the Company, it may result in the reduction of financial resources available for distribution to shareholders in the immediate future.

However, these disadvantages are mitigated by the prospect that the financial capacity of the Group may increase, if the Purchased Shares held as treasury shares are resold at a higher price than their purchase price.

The Board, in exercising any decision on the purchase of RGTECH Shares pursuant to the Proposed Share Buy-Back Authority and any subsequent resale of treasury shares on the Bursa Securities, will be mindful of the interest of the Company and the shareholders.

## 6. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK AUTHORITY

### 6.1 Issued Share Capital

The effect of the Proposed Share Buy-Back Authority on the issued share capital of the Company will depend on whether the Purchased Shares are cancelled or retained as treasury shares.

The Proposed Share Buy-Back Authority will, however, result in the reduction of the issued share capital of the Company if the Purchased Shares are cancelled. Based on the issued share capital of the Company as at LPD, and assuming that the maximum number of RGTECH Shares (of up to 10% of the total number of issued shares) authorised under the Proposed Share Buy-Back Authority are purchased and cancelled, the effect of the Proposed Share Buy-Back Authority is set out as follows:-

	<b>No. of Shares</b>
Issued share capital as at LPD	555,503,000
Maximum number of Shares which may be purchased and cancelled pursuant to the Proposed Share Buy-Back Authority	(55,550,300)
<b>Resultant issued share capital after cancellation of the Purchased Shares</b>	<b>499,952,700</b>

However, if the Purchased Shares are retained as treasury shares, resold or distributed to shareholders, the Proposed Share Buy-Back Authority will not have any effect on the total number of issued shares of RGTECH.

## **6.2 EPS**

If the Purchased Shares are cancelled, it will have a positive effect on the EPS of the Group. However, the increase in EPS will be affected to the extent of the reduction of the interest income arising from the funds utilised for the Purchased Shares or any increase in the interest expense arising from borrowings to fund the purchase. In the event that any of the Purchased Shares are retained as treasury shares and subsequently sold, the EPS of the Group would increase where the treasury shares are sold at prices above the purchase price.

## **6.3 NA**

The effects of the Proposed Share Buy-Back Authority on the NA of the Group will depend on the purchase price for such RGTECH Shares and whether the Purchased Shares are cancelled or retained as treasury shares.

The effects of the Proposed Share Buy-Back Authority on the NA of the Group, whether the Purchased Shares are cancelled or retained as Treasury Shares are as follows:-

### **(a) Purchased Shares are subsequently retained as treasury shares**

The NA of the Group would decrease if the Purchased Shares were retained as treasury shares due to the requirement for treasury shares to be carried at cost and be offset against equity, resulting in a decrease in the NA of the Group by the cost of the treasury shares.

If the Purchased Shares are resold on Bursa Securities, the NA of the Group would increase if RGTECH realises a gain from the resale, and vice-versa.

If the Purchased Shares were distributed as share dividends, the NA of the Group would decrease by the cost of the treasury shares.

### **(b) Purchased Shares are subsequently cancelled**

If the Purchased Shares are cancelled, the Proposed Share Buy-Back Authority will reduce the NA per RGTECH Share if the purchase price per RGTECH Share exceeds the NA per RGTECH Share at the relevant point in time, and vice-versa.

## **6.4 Working Capital**

The Proposed Share Buy-Back Authority, as and when implemented, will reduce the working capital and cash flow of RGTECH, the quantum of which will depend on, among others, the purchase price(s) of RGTECH Shares and the number of Purchased Shares. The Proposed Share Buy-Back Authority will affect the cash flow of the Group if it is wholly and/or partly financed by internally generated funds and result in a lower amount of cash reserves available for dividends to be declared to shareholders as funds are utilised to purchase shares.

## **6.5 Dividends**

The Proposed Share Buy-Back Authority is not expected to have any impact on the dividend policy of the Board in recommending dividends, if any, to the shareholders. However, as stated herein above, the Board may distribute future dividends in the form of the treasury shares purchased pursuant to the Proposed Share Buy-Back Authority.

## 6.6 Directors' and Substantial Shareholders' Shareholdings

Based on the Register of Directors' Shareholdings and Register of Substantial Shareholders as at LPD and assuming that the maximum number of RGTECH Shares (of up to 10% of the total number issued shares) authorised under the Proposed Share Buy-Back Authority are purchased from shareholders other than the existing substantial shareholders of RGTECH, and all such shares purchased are cancelled or retained as treasury shares, the effect of the Proposed Share Buy-Back Authority on the shareholdings of the existing Directors and substantial shareholders of RGTECH are set out below:-

	As at LPD #				After the Proposed Share Buy-Back Authority ^			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b>Directors</b>								
Dato' Siow Kim Lun	500,000	0.09	-	-	500,000	0.10	-	-
Tevanaigam Randy Chitty	2,410,000	0.43	-	-	2,410,000	0.48	-	-
Mashitah Binti Osman	100,000	0.02	-	-	100,000	0.02	-	-
Yap Ban Foo	-	-	129,968,800 <sup>(a)</sup>	23.40	-	-	129,968,800 <sup>(a)</sup>	26.00
Yap Sin Sang	-	-	97,947,200 <sup>(b)</sup>	17.63	-	-	97,947,200 <sup>(b)</sup>	19.59
<b>Substantial Shareholders</b>								
Global Merits Sdn. Bhd.	129,968,800	23.40	-	-	129,968,800	26.00	-	-
Practical Resources Sdn. Bhd.	97,947,200	17.63	-	-	97,947,200	19.60	-	-
Global Success Network Sdn. Bhd.	80,905,000	14.56	-	-	80,905,000	16.18	-	-
AI Capital Sdn. Bhd.	47,712,000	8.59	-	-	47,712,000	9.54	-	-
Yap Ban Foo	-	-	129,968,800 <sup>(a)</sup>	23.40	-	-	129,968,800 <sup>(a)</sup>	26.00
Yap Sin Sang	-	-	97,947,200 <sup>(b)</sup>	17.63	-	-	97,947,200 <sup>(b)</sup>	19.59
Ng Lee Tieng	1,917,300	0.35	80,905,000 <sup>(c)</sup>	14.56	1,917,300	0.38	80,905,000 <sup>(c)</sup>	16.18
Lee Thiam Wah	-	-	82,822,300 <sup>(d)</sup>	14.91	-	-	82,822,300 <sup>(d)</sup>	16.57
Tan Chuan Hock	-	-	47,712,000 <sup>(e)</sup>	8.59	-	-	47,712,000 <sup>(e)</sup>	9.54

Save for the resulting increase in percentage shareholdings as a consequence of the Proposed Share Buy-Back Authority, none of the Directors or substantial shareholders or persons connected to them has any interest, direct or indirect, in the Proposed Share Buy-Back Authority or the resale of treasury shares, if any.

**Notes:-**

- # *Calculated based on total number of issued shares of 555,503,000 Shares.*
- ^ *Assuming that the Proposed Share Buy Back Authority is implemented in full, i.e. 10% of the total number of issued shares of the Company, the Purchased Shares are held as treasury shares and that the Directors and the substantial shareholders' shareholding in RGTECH remain unchanged.*
- (a) *Deemed interested by virtue of his interest in Global Merits Sdn. Bhd. pursuant to Section 8(4) of the Act.*
- (b) *Deemed interested by virtue of his interest in Practical Resources Sdn. Bhd. pursuant to Section 8(4) of the Act.*
- (c) *Deemed interested by virtue of her spouse's interest in Global Success Network Sdn. Bhd. pursuant to Section 8(4) of the Act.*
- (d) *Deemed interested by virtue of the shares held by his spouse, Ng Lee Tieng and his interest in Global Success Network Sdn. Bhd. pursuant to Section 8 of the Act.*
- (e) *Deemed interested by virtue of his interest in AI Capital Sdn. Bhd. pursuant to Section 8(4) of the Act.*

## 7. PUBLIC SHAREHOLDING SPREAD

The Proposed Share Buy-Back Authority will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the 25% shareholding spread as required under Rule 8.02(1) of the Listing Requirements.

As at LPD, the public shareholding spread of the Company was 29.33%. The Company will endeavour to ensure that the Proposed Share Buy-Back Authority will not breach Rule 12.14 of the Listing Requirements, which states that a listed corporation must not purchase its own shares on Bursa Securities if that purchase(s) will result in the listed corporation being in breach of the public shareholding spread requirements as set out under Rule 8.02(1) of the Listing Requirements.

## 8. PURCHASE, RESALE, TRANSFER AND CANCELLATION OF RGTECH SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS

The Company does not have an existing authority to purchase its own Shares for the previous twelve (12) months. Hence, no shares were purchased, resold, transferred and/or cancelled by the Company during the last twelve (12) months preceding the LPD.

## 9. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of RGTECH Shares, as traded on Bursa Securities for the past twelve (12) months are as follows: -

	<b>High RM</b>	<b>Low RM</b>
<b><u>2025</u></b>		
April	0.310	0.270
May	0.325	0.290
June	0.290	0.260
July	0.280	0.260
August	0.285	0.250
September	0.300	0.255
October	0.260	0.245
November	0.285	0.255
December	0.280	0.250
<b><u>2026</u></b>		
January	0.260	0.240
February	0.250	0.235
March	0.245	0.220

The last transacted price of RGTECH Shares as at LPD: RM0.240

*(Source: Yahoo Finance)*

## 10. IMPLICATIONS OF THE RULES

A person and any person acting in concert with him will be obliged to make a mandatory general offer under the Rules for the remaining ordinary shares of the Company not already owned by him/them if as a result of the Proposed Share Buy-Back Authority:-

- (a) a person obtains control in the Company;

- (b) a person (holding more than 33% but not more than 50% of the voting shares or voting rights of a company) increases his holding of the voting shares or voting rights of the Company by more than 2% in any six (6)-month period; or
- (c) a person (holding more than 33% but not more than 50% of the voting shares or voting rights of a company) acquires more than 2% of the voting shares or voting rights of the Company when he knows or reasonably ought to know that the Company would carry out a share buy-back scheme.

As it is not intended for the Proposed Share Buy-Back Authority to trigger the obligation to undertake a mandatory general offer under the Rules by any of the Company's substantial shareholders and/or persons acting in concert with them, the Board will ensure that such number of Shares are purchased, retained as treasury shares, cancelled or distributed such that the Proposed Share Buy-Back Authority would not result in the triggering of any mandatory offer obligation on the part of the Company's substantial shareholders and/or persons acting in concert with them. In this connection, the Board is mindful of the requirements when making any purchase of the Shares pursuant to the Proposed Share Buy-Back Authority.

#### **11. APPROVAL REQUIRED**

The Proposed Share Buy-Back Authority is subject to the approval of RGTECH's shareholders at the forthcoming 23<sup>rd</sup> AGM of the Company.

The Proposed Share Buy-Back Authority is not conditional or inter-conditional upon any other corporate proposal undertaken or to be undertaken by the Company.

#### **12. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM**

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholdings as a consequence of the Proposed Share Buy-Back Authority, none of the Directors, major shareholders of RGTECH, and/or person connected to them, as defined in the Listing Requirements, have any interest, whether directly or indirectly, in the Proposed Share Buy-Back Authority.

#### **13. DIRECTORS' STATEMENT**

The Board, having considered all aspects of the Proposed Share Buy-Back Authority, is of the opinion that the Proposed Share Buy-Back Authority is in the best interest of the Company.

#### **14. DIRECTORS' RECOMMENDATION**

The Board recommends that you **vote in favour** of the ordinary resolution pertaining to the Proposed Share Buy-Back Authority to be tabled at the forthcoming 23<sup>rd</sup> AGM of the Company.

#### **15. 23<sup>RD</sup> AGM**

The Notice of the 23<sup>rd</sup> AGM together with the Proxy Form, Administrative Notes and this Statement are available at the Company's website at <http://rgtech.com.my/agm-egm/>. The 23<sup>rd</sup> AGM of the Company will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on the date and time indicated below or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution, with or without modifications, to give effect to the Proposed Share Buy-Back Authority.

If you are unable to participate in the 23<sup>rd</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited at the office of the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or by electronically via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com>, not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

The last date and time for lodging the Proxy Form	: Sunday, 21 June 2026 at 10:00 a.m.
Day, date and time of the 23 <sup>rd</sup> AGM	: Tuesday, 23 June 2026 at 10:00 a.m.

The lodging of Proxy Form does not preclude you from attending and voting in person should you subsequently decide to do so.

Shareholders are advised to refer to the Administrative Notes on the registration and voting process for the 23<sup>rd</sup> AGM of RGTECH.

#### **16. FURTHER INFORMATION**

Shareholders are advised to refer to the attached **Appendix I** of this Statement for further information.

Yours faithfully,  
For and on behalf of the Board of  
**RADIANT GLOBALTECH BERHAD**

**YAP BAN FOO**  
Vice Chairman/Senior Executive Director

**FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular/Statement has been seen and approved by the Directors of RGTECH who collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular/Statement and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no other fact, the omission of which would make any statement herein misleading.

**2. MATERIAL CONTRACTS**

Save for the Share Purchase Agreement disclosed below, the RGTECH Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within 2 years immediately preceding the date of this Circular/Statement.

- (i) Share Purchase Agreement dated 9 September 2024 between RGTECH and Un Sze Hau, for the purposes of acquisition by RGTECH of 80,000 ordinary shares in Rymnet Solutions Sdn. Bhd., representing 80% of the issued share capital of Rymnet Solutions Sdn. Bhd. for a purchase consideration of RM52,500,000.00 to be satisfied via a combination of cash consideration of RM42,500,000.00 and issuance of 30,303,000 new ordinary shares in RGTECH. The proposal was completed on 23 January 2025.

**3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at LPD, RGTECH Group is not engaged in any material litigation, claim or arbitration either as plaintiff or defendant or otherwise, and the Directors of RGTECH are not aware of any proceeding pending or threatened against RGTECH and/or its subsidiaries, or of any fact likely to give rise to any proceeding which might materially or adversely affect the financial position or business of RGTECH Group.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents are available for inspection at the registered office of the Company at Third Floor, No. 77, 79 and 81, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, during normal business hours from Monday to Friday (except public holidays) from the date of this Circular/Statement up to and including the date of the 23<sup>rd</sup> AGM:

- (a) Constitution of the Company; and
- (b) Audited consolidated financial statements of the Company for the financial year ended 31 December 2024 and 31 December 2025; and
- (c) The material contract as set out in Section 2 of this appendix.

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EXTRACT OF NOTICE OF 23<sup>RD</sup> AGM

**ORDINARY RESOLUTION 6  
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

"THAT authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries ("Group") to enter into any of the recurrent related party transactions with the related parties as set out in Part A, Section 2.3 of the Circular to Shareholders in relation to the Proposed Renewal of Shareholders' Mandate dated 30 April 2026 which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

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

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Shareholders' Mandate in the best interest of the Company."

**ORDINARY RESOLUTION 7  
PROPOSED SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED SHARE BUY-BACK AUTHORITY")**

"THAT subject to the provisions of the Act, the provisions of the Constitution of the Company, the Listing Requirements of Bursa Securities and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company, to the extent permitted by law, to purchase such number of ordinary shares of the Company ("RGTECH Shares") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company, provided that:-

- (i) the maximum aggregate number of RGTECH Shares, which may be purchased by the Company, shall not exceed 10% of the total number of issued shares in the Company at any point in time subject to compliance with the provisions of the Act, the Listing Requirements of Bursa Securities and/or any other relevant authorities;

- (ii) the maximum amount of funds to be allocated for the Proposed Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company; and
- (iii) the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:-
  - (a) the conclusion of the next AGM of RGTECH following the general meeting at which the ordinary resolution for the Proposed Share Buy-Back Authority is passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
  - (b) the expiration of the period within which the next AGM is required by law to be held; or
  - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company of the RGTECH Shares before the aforesaid expiry date and made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any other relevant government and/or regulatory authorities.

THAT the Directors be and are hereby authorised to deal with the RGTECH Shares purchased under the Proposed Share Buy-Back Authority, at their discretion, in the following manner:-

- (i) cancel the purchased RGTECH Shares; or
- (ii) retain the purchased RGTECH Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or resell in accordance with the relevant rules of Bursa Securities and/or transfer under an employees' share scheme and/or transfer as purchase consideration; or
- (iii) retain part of the purchased RGTECH Shares as treasury shares and cancel the remainder.

AND THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary or expedient (including opening and maintaining a Central Depository System account) and to enter into and execute, on behalf of the Company, any instruments, agreements and/or arrangements with any person, and with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by Bursa Securities or any relevant regulatory authority, and/or as may be required in the best interest of the Company and to take all such steps as the Directors may deem fit, necessary and expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Share Buy-Back Authority.”

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