

NOTICE OF SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting ("7th AGM") of the Company will be conducted virtually for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice.

Meeting Platform	:	https://web.lumiagm.com
Day and Date	:	Wednesday, 5 August 2020
Time	:	10.00 a.m.
Broadcast Venue	:	Banyan Function Room, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur
Mode of Communication	:	1) Typed text on the Meeting Platform. 2) Alternatively, you may submit your questions in advance to info@reachenergy.com by 10.00 a.m. on 3 August 2020 (48 hours before the commencement of the 7 th AGM) and the Board will endeavour to respond to the questions submitted during the 7 th AGM.

AGENDA

AS ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors' and Auditors' Reports thereon. | Please refer to Explanatory Note to the Agenda |
| 2. | To re-elect Tan Sri Dr. Azmil Khalili bin Dato' Khalid, who retires by rotation pursuant to Clause 86 of the Constitution of the Company. | Ordinary Resolution 1 |
| 3. | To re-elect Encik Nik Din bin Nik Sulaiman, who retires by rotation pursuant to Clause 86 of the Constitution of the Company. | Ordinary Resolution 2 |
| 4. | To re-elect Encik Ikram Iskandar bin Abd Rahim who retires pursuant to Clause 91 of the Constitution of the Company. | Ordinary Resolution 3 |
| 5. | To re-elect Encik Ku Azhar bin Ku Akil who retires pursuant to Clause 91 of the Constitution of the Company. | Ordinary Resolution 4 |
| 6. | To approve the proposed payment of Directors' fees amounting to RM400,000 in respect of the financial year ending 31 December 2020, to be made payable quarterly. | Ordinary Resolution 5 |
| 7. | To approve the payment of Directors' benefits (other than Directors' fees) up to an amount of RM400,000 for the period from 1 January 2020 until the conclusion of the next Annual General Meeting of the Company, to be made payable quarterly. | Ordinary Resolution 6 |
| 8. | To re-appoint PricewaterhouseCoopers PLT (LLP0014401-LCA & AF1146) as the Company's Auditors and to authorise the Board of Directors to determine their remuneration. | Ordinary Resolution 7 |

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AS SPECIAL BUSINESS

9. To consider and if thought fit, to pass the following Resolutions:-

Authority for Directors to issue and allot shares in the Company pursuant to Section 75 and 76 of the Companies Act, 2016

**Ordinary
Resolution 8**

“**THAT** subject always to the Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 and 76 of the Companies Act, 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the total issued share capital of the Company for the time being.

AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

10. Proposed Amendment to the Clause in the Company's Constitution.

**Special
Resolution 1**

“**THAT** the deletions, alterations, modification and variations to the Clause in the Company's Constitution be and are hereby approved.

AND THAT the Directors and the Secretaries of the Company be and are hereby authorized to carry out all the necessary formalities in affecting the above proposed amendments to the Constitution of the Company.”

ANY OTHER BUSINESS

11. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

TAN LAI HONG
(MAICSA 7057707)
SSM PC NO. 202008002309
CHEN BEE LING
(MAICSA 7046517)
SSM PC NO. 202008001623

Company Secretaries

Selangor Darul Ehsan
Date : 30 June 2020

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Notes:

1. The 7th AGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities provided by Boardroom Share Registrars Sdn Bhd at <http://web.lumiagm.com>. Please follow the procedures as set in the Administrative guide in order to register, participate and vote remotely via RPV facilities.
2. The venue of the 7th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of Meeting to be present at the main venue. No shareholders/proxy(ies) from the public shall be physically present at nor admitted to the Broadcast Venue.
3. In regard of deposited securities, only members whose names appears in the Record of Depositors as at 27 July 2020 shall be eligible to attend the Meeting and to speak and vote thereat.
4. A member of the Company who is entitled to attend and vote at the Meeting shall be entitled to appoint any person as his(her) proxy to attend and vote in his(her) stead. There shall be no restriction as to the qualification of the proxy. 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.
5. A member of the Company may appoint not more than two (2) proxies to attend the Meeting. Where a member appoints two (2) proxies, the member shall specify the proportion of his(her) shareholdings to be represented by each proxy.
6. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hands of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account to attend and vote at the Meeting.
8. 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”), such Exempt Authorised Nominee may appoint multiple proxies in respect of each omnibus account it holds. The appointment of multiple proxies shall be invalid unless the authorised nominee or exempt authorised nominee specifies the proportion of its shareholdings to be represented by each proxy it has appointed.
9. To be valid, the Form of Proxy must be completed, signed and deposited at the Share Registrar’s office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the Meeting or adjourned meeting. Alternatively, the Form of Proxy can be deposited electronically through the website of the Company’s Share Registrar, Boardroom Smart Investor Portal at <https://www.boardroomlimited.my> before the Form of Proxy lodgement cut-off time as mentioned above.
10. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all resolutions set out in the Notice of the 7th AGM will be put to vote on a poll.

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Explanatory Notes to the Agenda:

Item 1 of the Agenda

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

Items 2 and 3 of the Agenda

Clause 86 of the Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an Annual General Meeting of the Company. With the current Board size of seven (7) directors, two (2) Directors are to retire in accordance with Clause 86 of the Constitution. The computation excludes Ikram Iskandar bin Abd Rahim and Ku Azhar bin Ku Akil who will be retiring pursuant to Clause 91 of the Constitution.

Items 4 and 5 of the Agenda

Clause 91 of the Constitution provides that any director appointed during the year under review shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. This re-election shall not take into consideration the directors who will be retiring pursuant to Clause 91 of the Constitution. Ikram Iskandar bin Abd Rahim and Ku Azhar bin Ku Akil who were appointed during the year under review is to retire in accordance to Clause 91 of the Constitution.

Items 6 and 7 of the Agenda

Payment of Directors' fees and benefits

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

In this respect, the Company is seeking shareholders' approval for the payment of Directors' fees totaling RM400,000 for the financial year ending 31 December 2020.

Besides, the Company is also seeking shareholders' approval for the payment of Directors' benefits up to an amount of RM400,000 for the period from 1 January 2020 until the conclusion of the next Annual General Meeting of the Company.

The estimated amount payable (Directors' fees and benefits) is based on the assumption that the Company maintain its existing Board composition. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional benefits to meet the shortfall.

The proposed payment of benefits comprises meeting allowances and training allowances payable to the Chairman and members of the Board and Board Committees.

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Item 9 of the Agenda

Authority for Directors to issue and allot shares in the Company pursuant to Section 75 and 76 of the Companies Act, 2016

Bursa Malaysia Securities Berhad had on 16 April 2020 issued a circular in respect of increased general mandate limit for new issue of securities whereby a listed issuer is allowed to seek a higher general mandate under paragraph 6.03 of the Main Market Listing Requirements of not more 20% of the total number of issued shares (excluding treasury shares) for issue of new securities ("20% General Mandate") provided that the following are being complied with:-

- (a) The listed issuer procures its shareholder approval for the 20% General Mandate at a general meeting;
- (b) The listed issuer complies with all the relevant applicable legal requirements, including its constitution or relevant constituent document; and
- (c) In addition to the existing disclosures required in the statement accompanying the proposed resolution under paragraph 6.03(3) of the Main Market Listing Requirements, the listed issuer must also disclose the views from its board of directors' that the 20% General Mandate is in the best interest of the listed issuer and its shareholders, as well as the basis for such views.

The proposed Ordinary Resolution 8 is to empower the Directors to issue and allot shares in the Company up to an aggregate amount not exceeding 20% of the total issued share capital of the Company for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Item 10 of the Agenda

Proposed Amendment to the Clause in the Company's Constitution.

Please refer to the Circular to the Shareholders dated 30 June 2020.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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

No notice in writing has been received by the Company nominating any candidate for election as Directors at the 7th AGM of the Company. The Directors who are due for retirement and seeking for re-election pursuant to the Company's Constitution are as set out in the Notice of 7th AGM and their profile are set out in the Directors' Profile in the 2019 Annual Report.

Authority for Directors to issue and allot shares in the Company pursuant to Section 75 and 76 of the Companies Act, 2016

This is a renewal of the mandate obtained from the shareholders of the Company at the Annual General Meeting of 26 June 2019 and if passed, will empower the Directors of the Company to issue and allot shares up to an aggregate amount not exceeding 20% of the issued share capital 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 unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting.

The renewal of this mandate would provide flexibility to the Company for any possible fund raising exercise, including but not limited for further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions. This authority is to avoid any delay and cost involved in convening a general meeting to approve such issuance of shares.

As at the date of the Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 6th AGM held on 26 June 2019 and which will lapse at the conclusion of the 7th AGM to be held on 5 August 2020.