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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 advisers immediately.

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REDtone

REDTONE DIGITAL BERHAD
(Registration No. 200201028701 (596364-U))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED BONUS ISSUE OF UP TO 386,475,942 FREE WARRANTS IN REDTONE DIGITAL BERHAD
("REDtone" OR "COMPANY") ("WARRANTS") ON THE BASIS OF ONE (1) WARRANT FOR
EVERY TWO (2) EXISTING ORDINARY SHARES IN REDtone HELD BY
THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE
TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



AmInvestment Bank

AmInvestment Bank Berhad
(Registration No. 197501002220 (23742-V))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The ordinary resolution in respect of the Proposed Bonus Issue will be tabled at the Extraordinary General Meeting of the Company ("**EGM**") which will be held physically at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Tuesday, 2 December 2025 at 11:00 a.m. or immediately following the conclusion of the Twenty-Third Annual General Meeting of the Company ("**23rd AGM**") which will be held at 10:00 a.m. on the same day at the same venue, whichever is later, or at any adjournment thereof. The Notice of EGM together with the Form of Proxy are enclosed herein.

You are entitled to attend, participate, speak and vote at the EGM. If you decide to appoint a proxy or proxies to attend, participate, speak and vote on your behalf at the EGM, the completed Form of Proxy must be deposited at the office of the Share Registrar of the Company, Berjaya Registration Services Sdn Bhd at 09-27, Level 9, Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur OR alternatively, the Form of Proxy may be submitted electronically via Berjaya Registration Portal at <https://www.berjayaregistration.com.my> not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending, participating, speaking and voting in person at the EGM should you subsequently wish to do so. For further information on electronic submission of the Form of Proxy, please refer to the procedures in the Administrative Guide.

Last date and time for lodging the Form of Proxy : Sunday, 30 November 2025 at 11:00 a.m.

Date and time of the EGM : Tuesday, 2 December 2025 at 11:00 a.m. or immediately following the conclusion of the 23rd AGM which will be held at 10:00 a.m. on the same day, whichever is later, or at any adjournment thereof

This Circular is dated 22 October 2025.

DEFINITIONS

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

23 rd AGM	: Twenty-Third Annual General Meeting of REDtone
AmInvestment Bank or Principal Adviser	: AmInvestment Bank Berhad
Board	: Board of Directors of REDtone
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd
Bursa Securities	: Bursa Malaysia Securities Berhad
Circular	: This circular to the shareholders of REDtone dated 22 October 2025 in relation to the Proposed Bonus Issue
Deed Poll	: Deed poll constituting the Warrants and governing the rights of the holders of the Warrants to be executed by REDtone and as may be supplemented from time to time
Director(s)	: Director(s) of REDtone and shall have the meaning given in Section 2(1) of the Companies Act 2016 and Section 2(1) of the Capital Markets and Services Act 2007
EGM	: Extraordinary General Meeting of the Company
Entitled Shareholder(s)	: Shareholders of REDtone whose names appear in the Company's Record of Depositors on the Entitlement Date
Entitlement Date	: A date to be determined and announced later by the Board, on which the names of the Entitled Shareholders must appear in the Company's Record of Depositors as at 5:00 p.m. in order to be entitled for the Proposed Bonus Issue
EPS	: Earnings per Share
Exercised Shares	: New REDtone Shares to be issued arising from the exercise of the Warrants
FYE	: Financial year ended/ending 30 June, as the case may be
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 13 October 2025, being the latest practicable date prior to the printing of this Circular
Market Day(s)	: Means a day on which the stock market of Bursa Securities is open for trading in securities, which may include a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
NA	: Net assets attributable to the owners of the Company
Official List	: A list specifying all securities listed on the Main Market of Bursa Securities
Price-Fixing Date	: A date to be determined and announced later by the Board on which the exercise price of the Warrants will be fixed. For avoidance of doubt, such date shall be a later date after the receipt of all relevant approvals for the Proposed Bonus Issue but before announcement of the Entitlement Date

DEFINITIONS (Cont'd)

Proposed Bonus Issue	: Proposed bonus issue of up to 386,475,942 Warrants on the basis of one (1) Warrant for every two (2) existing REDtone Shares held by the Entitled Shareholders
Record of Depositors	: A record of securities holders established and maintained by Bursa Depository under the Rules of Bursa Depository
REDtone or Company	: REDtone Digital Berhad
REDtone Group or Group	: Collectively, REDtone and its subsidiaries
REDtone Share(s) or Share(s)	: Ordinary share(s) in REDtone
RM	: Ringgit Malaysia, being the lawful currency of Malaysia
Rules of Bursa Depository	: Rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act 1991
VWAMP	: Volume weighted average market price
Warrant(s)	: Free warrant(s) to be issued by REDtone pursuant to the Proposed Bonus Issue

All references to “**you**” or “**your**” in this Circular are to REDtone’s shareholders.

Unless specifically referred to, 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/or neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to the provisions of any statute, rule, regulation, enactment or rules of stock exchange shall (where the context admits) be construed as a reference to the provisions of such statute, rule, regulation, enactment or rules of stock exchange (as the case may be) currently in force or may be amended from time to time and any re-enactment thereof.

Any reference to a time of day and date in this Circular shall be a reference to Malaysian time of day and date respectively, unless otherwise specified.

Certain amounts and percentage figures included in this Circular have been subject to rounding adjustments. Any discrepancy between the figures shown herein and figures published by the Company, such as in the quarterly results or annual reports of the Company (as the case may be), is due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular shall not be regarded as a representation of warranty that the Company’s plans and objectives will be achieved.

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EXECUTIVE SUMMARY

This Executive Summary highlights only the salient information of the Proposed Bonus Issue. You are advised to read and carefully consider the entire contents of this Circular and the appendices contained herein without relying solely on this Executive Summary in forming a decision before voting on the ordinary resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM.

Salient information	Summary	Reference to Circular
Details of the Proposed Bonus Issue	The Proposed Bonus Issue entails the issuance of up to 386,475,942 Warrants on the basis of one (1) Warrant for every two (2) existing REDtone Shares held by the Entitled Shareholders.	Section 2.1
Basis of determining and justification for the issue price and exercise price of the Warrants	The Warrants will be issued at no cost to the Entitled Shareholders. The exercise price of the Warrants will be determined and announced by the Board on the Price-Fixing Date, after taking into consideration, among others, the following: (i) historical price movement of REDtone Shares; (ii) five (5)-day VWAMP of REDtone Shares immediately preceding the Price-Fixing Date; (iii) tenure of the Warrants, which will be exercisable at any time within a period of five (5) years from the date of issuance; and (iv) prospects of the Group. The Board may fix the exercise price of the Warrants at a premium of up to 20.0% over the five (5)-day VWAMP of REDtone Shares up to and including the Market Day immediately preceding the Price-Fixing Date.	Section 2.2
Rationale and justification for the Proposed Bonus Issue	The Proposed Bonus Issue aims to reward the Entitled Shareholders for their continuous support to the Group by providing them with an opportunity to increase their equity participation in the Company at a pre-determined exercise price throughout the tenure of the Warrants and to benefit from the Group's future growth. Further, the Proposed Bonus Issue will strengthen the capital base of the Company and will potentially provide the Group with additional working capital as and when the Warrants are exercised, without incurring any interest expense as compared to bank borrowings.	Section 3

EXECUTIVE SUMMARY (Cont'd)

Salient information	Summary	Reference to Circular
Approvals required for the Proposed Bonus Issue	The Proposed Bonus Issue is subject to the following approvals being obtained: (i) Bursa Securities, which was obtained vide its letter dated 16 October 2025, for the following: (a) admission of the Warrants to the Official List and listing and quotation of up to 386,475,942 Warrants to be issued pursuant to the Proposed Bonus Issue; and (b) listing and quotation of up to 386,475,942 Exercised Shares, on the Main Market of Bursa Securities; and (ii) shareholders of the Company at the forthcoming EGM.	Section 7
Directors' statement and recommendation	The Board, having considered all aspects of the Proposed Bonus Issue, including but not limited to the rationale and effects of the Proposed Bonus Issue, is of the opinion that the Proposed Bonus Issue is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM.	Section 10

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REDTONE DIGITAL BERHAD
(Registration No. 200201028701 (596364-U))
(Incorporated in Malaysia)

Registered Office

Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan

22 October 2025

Board of Directors:

YAM Tunku Tun Aminah Binti Sultan Ibrahim Ismail (*Chairman/Non-Independent Non-Executive Director*)

Syed Ali Shahul Hameed (*Deputy Chairman/Non-Independent Non-Executive Director*)

Lau Bik Soon (*Group Chief Executive Officer*)

Kua Choo Kai (*Independent Non-Executive Director*)

Dato' Avinderjit Singh A/L Harjit Singh (*Independent Non-Executive Director*)

Loh Paik Yoong (*Non-Independent Non-Executive Director*)

Sabarina Binti Harun (*Independent Non-Executive Director*)

To: Shareholders of REDtone

Dear Sir/Madam,

PROPOSED BONUS ISSUE

1. INTRODUCTION

On 21 August 2025, AmInvestment Bank had, on behalf of the Board, announced that REDtone proposed to undertake the Proposed Bonus Issue.

On 16 October 2025, AmInvestment Bank had, on behalf of the Board, announced that Bursa Securities had, vide its letter dated 16 October 2025, approved the following:

- (i) admission of the Warrants to the Official List and listing and quotation of up to 386,475,942 Warrants to be issued pursuant to the Proposed Bonus Issue; and
- (ii) listing and quotation of up to 386,475,942 Exercised Shares,

on the Main Market of Bursa Securities, subject to the conditions as set out in Section 7 of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED BONUS ISSUE AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE FORM OF PROXY ARE ENCLOSED HEREIN.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR AND THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED BONUS ISSUE

2.1 Basis and number of Warrants to be issued

The Proposed Bonus Issue entails the issuance of up to 386,475,942 Warrants on the basis of one (1) Warrant for every two (2) existing REDtone Shares held by the Entitled Shareholders.

As at the LPD, the issued share capital of the Company is RM149,812,475 comprising 782,453,885 REDtone Shares (including 9,502,000 REDtone Shares held as treasury shares). For avoidance of doubt, any treasury shares held by the Company on the Entitlement Date will not be entitled to the Warrants. In order to facilitate the Proposed Bonus Issue, the Board has undertaken and confirmed that the Company will not dispose of, transfer or resell any treasury shares until the completion of the Proposed Bonus Issue.

The Proposed Bonus Issue will be implemented in a single tranche. The Entitlement Date will be determined and announced by the Board at a later date after all the relevant approvals for the Proposed Bonus Issue have been obtained.

The actual number of Warrants to be issued under the Proposed Bonus Issue will depend on the number of REDtone Shares in issue (excluding treasury shares) held by the Entitled Shareholders. Fractional entitlements of the Warrants arising from the Proposed Bonus Issue, if any, will be disregarded and/or dealt with in such a manner as the Board shall in its absolute discretion deem fit, expedient and in the best interest of the Company.

The entitlement basis for the Proposed Bonus Issue was determined after taking into consideration the following:

- (i) compliance with Paragraph 6.50 of the Listing Requirements where the number of new REDtone Shares which will arise from the exercise of all outstanding convertible securities of the Company must not exceed 50% of the total number of issued REDtone Shares (excluding treasury shares and before the exercise of the convertible securities) at all times;
- (ii) dilutive effects arising from the full exercise of the Warrants on the consolidated EPS and NA per REDtone Share; and
- (iii) gross proceeds that may be raised by the Company as and when the Warrants are exercised during the tenure of the Warrants.

The Warrants will be issued in registered form and constituted by the Deed Poll after all the relevant approvals for the Proposed Bonus Issue have been obtained. The indicative salient terms of the Warrants are set out in Appendix I of this Circular.

2.2 Basis of determining and justification for the issue price and exercise price of the Warrants

The Warrants will be issued at no cost to the Entitled Shareholders.

The exercise price of the Warrants will be determined and announced by the Board at the Price-Fixing Date, after taking into consideration, among others, the following:

- (i) historical price movement of REDtone Shares;
- (ii) five (5)-day VWAMP of REDtone Shares immediately preceding the Price-Fixing Date;
- (iii) tenure of the Warrants, which will be exercisable at any time within a period of five (5) years from the date of issuance; and
- (iv) prospects of the Group.

The Board may fix the exercise price of the Warrants at a premium of up to 20.0% over the five (5)-day VWAMP of REDtone Shares up to and including the Market Day immediately preceding the Price-Fixing Date. This premium of up to 20% was determined by the Board after taking into consideration the historical price movement of REDtone Shares and the Group's growth prospects over the five (5)-year tenure of the Warrants. For illustrative purposes only, the exercise price of RM0.60 per Warrant has been assumed throughout this Circular, which represents a premium of approximately 16.98% over the five (5)-day VWAMP of REDtone Shares up to and including the LPD of RM0.5129.

The Board wishes to emphasise that the illustrative exercise price should not be taken as an indication of or reference to the actual exercise price of the Warrants as the exercise price of the Warrants will only be determined and announced by the Board on the Price-Fixing Date and is dependent on the abovementioned factors.

2.3 Ranking of the Warrants and the Exercised Shares

The Warrants shall, upon allotment and issuance, rank equally in all respects.

The Exercised Shares shall, upon allotment and issuance, rank equally in all respects with the then existing REDtone Shares, save and except that the Exercised Shares will not be entitled to any dividend, right, allotment and/or other forms of distribution that may be declared, made or paid to the shareholders of the Company, of which the entitlement date is prior to the date of allotment and issuance of such Exercised Shares.

2.4 Utilisation of proceeds

The Proposed Bonus Issue will not raise any immediate funds for the Company as the Warrants will be issued at no cost to the Entitled Shareholders. The actual gross proceeds that may be raised by the Company would depend on the exercise price of the Warrants to be determined by the Board and the actual number of Warrants exercised during the tenure of the Warrants. As such, the exact quantum to be raised cannot be determined at this juncture.

Based on the illustrative exercise price of RM0.60 per Warrant and assuming the Warrants are fully exercised, the gross proceeds to be raised by the Company will be approximately RM231.89 million. The gross proceeds to be raised, as and when the Warrants are exercised, are expected to be utilised to fund the working capital of the Group, which may include procurement of materials, payment of administrative, marketing and operating expenses such as salaries and staff-related expenses, financing cost as well as defraying other operating expenses. The exact details of the use of such proceeds, including the timeframe and breakdown of the utilisation cannot be determined at this juncture as it will vary according to the operating requirements of the Group at the relevant time. Nevertheless, the Board anticipates that any proceeds to be raised from the exercise of the Warrants will be utilised by the Group within 12 months from the date of receipt of such proceeds.

Pending the utilisation of proceeds raised as and when the Warrants are exercised, such proceeds will be placed in deposits with licensed financial institutions or short-term money market instruments as the Board deems fit. The interest derived from such deposits or any gains from such money market instruments will be used as the working capital of the Group.

The Company has not undertaken any equity fund raising exercises in the past 12 months preceding the LPD.

3. RATIONALE AND JUSTIFICATION FOR THE PROPOSED BONUS ISSUE

The Proposed Bonus Issue aims to reward the Entitled Shareholders for their continuous support to the Group by providing them with an opportunity to increase their equity participation in the Company at a pre-determined exercise price throughout the tenure of the Warrants and to benefit from the Group's future growth.

Further, the Proposed Bonus Issue will strengthen the capital base of the Company and will potentially provide the Group with additional working capital as and when the Warrants are exercised, without incurring any interest expense as compared to bank borrowings.

4. INDUSTRY OUTLOOK AND PROSPECTS

4.1 Overview and outlook of the Malaysian economy

Malaysia's economy remains strong, having grown by a steady 4.4% in the first six months of the year. Growth is projected to continue within the range of 4% – 4.8% in 2025 and 4% – 4.5% in 2026. These projections are consistent with the International Monetary Fund (IMF) in the World Economic Outlook Update, July 2025, which forecasts Malaysia's growth at 4.5% for 2025 and 4% for 2026.

The growth will mainly be underpinned by strong domestic demand, moderate inflation, favourable labour market and proactive policies undertaken by the Malaysian Government. The performance will also be supported by the ASEAN-Malaysia Chairmanship 2025 and Visit Malaysia 2026 (VM2026). The economy continues to be steered by the Ekonomi MADANI framework and the Malaysian Government remains committed to positioning Malaysia as an attractive destination for quality investments. At the same time, ongoing improvements in the wage-setting mechanism and rising business efficiency are expected to strengthen the wage structure, thus contributing to a higher labour income share.

In 2025, the Malaysian economy is expected to grow between 4% and 4.8%, underpinned by firm domestic demand. From the demand perspective, private consumption is anticipated to remain resilient, supported by higher disposable income, favourable labour market conditions, targeted assistance programmes and vibrant tourism activities. Investment momentum will be sustained by the realisation of multi-year projects and strong inflows into high-growth segments such as semiconductors and data centres. From a supply perspective, the services and manufacturing sectors will continue to lead growth. The services sector will be driven by robust tourism activities, dynamic retail trade and increased demand for business-related services. Meanwhile, the manufacturing sector will benefit from growing semiconductor demand due to the expansion of the digital economy and the increasing use of Artificial Intelligence ("AI") edge applications as well as strong performance in domestic-oriented industries.

In 2026, Malaysia's economy is projected to expand between 4% and 4.5%, supported by resilient domestic demand and a steady external sector. Growth will be anchored by private consumption, boosted by the implementation of the salary adjustment under Phase 2 of the Public Service Remuneration System (SSPA), continuation of targeted assistance programmes and robust tourism activities in conjunction with Visit Malaysia 2026. In addition, strong investment performance will be supported by higher capital expenditures, particularly in high-impact strategic sectors. The services and manufacturing will remain key drivers of growth, complemented by sustained construction and agriculture sectors.

(Source: Economic Outlook 2026, Ministry of Finance Malaysia)

4.2 Overview and outlook of the telecommunications service industry in Malaysia

In line with global trends, Malaysia's economy grew by 4.4% in second quarter of 2025 ("**2Q 2025**"), supported by domestic consumption, investment and strong performance in the services sector. Growth was mainly supported by the services sector on the supply side, while on the demand side driven by private consumption and investment. This reflects the resilience of the domestic economy while highlighting the need to move toward higher value-added activities and prioritise innovation for long-term competitiveness.

The Malaysia's services sector grew by 5.1% as compared to 5.0% recorded in the first quarter of 2025 ("**1Q 2025**"). On a seasonally adjusted basis, this sector expanded by 2.3% (1Q 2025: 0.7%). The services sector continued its positive growth momentum in 2Q of 2025, registering solid performance across key segments. Sectoral revenue expanded to RM641.4 billion, up 5.7% year-on-year. Meanwhile, the services volume index rose by 5.1% to 159.9 points, indicating sustained demand and sectoral resilience. On a quarter-on-quarter basis, revenue rose by 1.8%, while the volume index posted an increase of 1.1%.

For the information and communication and transport and storage segment, revenue grew by 6.0% to RM89.4 billion compared to the same quarter last year, with the information and communication subsector registered moderate growth of 3.3%. In terms of the volume index, the overall segment increased by 5.4%, with transport & storage up 8.4% and information and communication up 3.4%.

In 2Q 2025, direct investment posted a net inflow of RM2.2 billion as against RM10.5 billion in the same quarter of the previous year. Most of the foreign direct investment ("**FDI**") inflows were channeled into the services sector, particularly within the financial activities and Information and communication subsectors, notably related to data centre activities. The major investors of FDI were from Singapore, Japan and United Kingdom.

Looking ahead to the third quarter of 2025, Malaysia's services sector is expected to sustain favorable year-on-year growth, supported by several key factors. Robust consumer demand alongside the continuous international tourist arrivals are likely to strengthen tourism-related activities and retail services. At the same time, Malaysia's position as an emerging hub for data centre investments is set to play a pivotal role in shaping the sector's performance.

(Source: Malaysian Economic Statistics Review, Volume 8/2025, Department of Statistics Malaysia)

The information and communication subsector expanded by 3.5% in the first half of 2025 attributed to increasing demand for digital connectivity and data services in the telecommunication segment. The subsector's growth is projected to increase by 3.6% in the second half of the year, leading to an overall growth of 3.6% in 2025.

The information and communication subsector is expected to grow 4.3% in 2026, mainly driven by expansion in AI technologies, data centre and cloud computing capacities as well as continued government support through comprehensive digital policies and infrastructure upgrades. In addition, the subsector will be fuelled by higher social commerce activities via various social platforms as well as subscriptions of over-the-top (OTT) media services for e-sports and entertainment. Major sporting events such as the 2026 FIFA World Cup, BWF Thomas & Uber Cup 2026 and the 2026 Commonwealth Games will increase the number of subscribers, further boosting the subsector.

(Source: Economic Outlook 2026, Ministry of Finance Malaysia)

4.3 Prospects of the Group

The Group remains focused on navigating a challenging market environment by reinforcing its operational efficiency and strengthening its core business segments. While competition in the telecommunications space remains intense, the Group continues to prioritise voice and data services as its key drivers of recurring revenue. Strategic initiatives such as the deployment of the JENDELA project, a national digital infrastructure initiative aimed at improving broadband coverage and quality in rural and underserved areas across the nation, are expected to enhance contributions from the Group's Managed Telecommunications Network Services segment. Under this initiative, the Group is responsible for the design, supply, installation, testing, commissioning, and operations of network service equipment, including the provisioning of 2G and 4G public cellular services across 14 clusters covering 213 sites in Malaysia.

The Group is also steadily building a foundation for future resilience through targeted expansion and digitalisation efforts. Participation in government tenders reflects the Group's commitment to broadening its market reach. Notably, the Group's appointment as an authorised reseller of Starlink satellite broadband services by Space X strategically positions it to deliver high-speed connectivity to underserved and remote regions across Malaysia. The MyGovUC 3.0 project, awarded by *Jabatan Digital Negara* (National Digital Department) with a contract value of RM398.1 million, involves the provision of secure, integrated unified communications infrastructure and services for government agencies nationwide for a period of five (5) years. These strategic projects not only reinforce the Group's role in advancing national digital infrastructure development but also poise its Cloud and Internet of Things (IoT) segment for sustained growth, driven by increasing demand for connectivity, data services, and digital transformation across public and private sectors.

With a clear strategic direction and a track record of industry recognition, the Group is well-positioned to deliver sustainable growth and improved financial outcomes over time.

5. EFFECTS OF THE PROPOSED BONUS ISSUE

5.1 Issued share capital

The pro forma effect of the Proposed Bonus Issue on the issued share capital of the Company is as follows:

	No. of REDtone Shares	RM'000
As at the LPD	782,453,885	149,813
Less: Treasury shares	(9,502,000)	(5,653)
Issued share capital with voting rights	772,951,885	144,160
To be issued assuming full exercise of the Warrants	386,475,942	⁽¹⁾ 231,886
Enlarged issued share capital with voting rights	1,159,427,827	376,046

Note:

(1) Computed based on the illustrative exercise price of RM0.60 per Warrant.

5.2 NA per REDtone Share and gearing

For illustrative purposes only, based on the latest audited consolidated statement of financial position of REDtone as at 30 June 2025 and assuming that the Proposed Bonus Issue had been effected on that date, the pro forma effects of the Proposed Bonus Issue on the NA per REDtone Share and gearing of the Group are as follows:

		(I)	(II)
	Audited as at 30 June 2025	After the Proposed Bonus Issue	After (I) and assuming full exercise of the Warrants
	RM'000	RM'000	RM'000
Share capital	149,813	149,813	⁽¹⁾ 381,699
Treasury shares	(5,653)	(5,653)	(5,653)
Reserves	120,018	⁽²⁾ 119,668	⁽²⁾ 119,668
Equity attributable to the owners of the Company	264,178	263,828	495,714
Non-controlling interests	3,352	3,352	3,352
Total equity	267,530	267,180	499,066
No. of REDtone Shares (excluding treasury shares) ('000)	772,952	772,952	1,159,428
NA per REDtone Share (RM) ⁽³⁾	0.34	0.34	0.43
Total borrowings (RM'000) ⁽⁴⁾	8,694	8,694	8,694
Gearing ratio (times) ⁽⁵⁾	0.03	0.03	0.02

Notes:

- (1) Assuming all 386,475,942 Warrants are exercised into new REDtone Shares at the illustrative exercise price of RM0.60 per Warrant.
- (2) After deducting the estimated expenses relating to the Proposed Bonus Issue of RM350,000. The estimated expenses comprise professional fees, regulatory fees, printing and despatch costs for this Circular, expenses for convening the EGM and other incidental expenses relating to the Proposed Bonus Issue.
- (3) Calculated based on equity attributable to the owners of the Company (i.e. NA) over number of REDtone Shares in issue (excluding treasury shares).
- (4) Excluding lease liabilities.
- (5) Computed based on total borrowings (excluding lease liabilities) divided by equity attributable to the owners of the Company.

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5.3 Substantial shareholders' shareholdings

The Proposed Bonus Issue will not have any immediate effect on the substantial shareholders' shareholdings in the Company until such time when the new REDtone Shares are issued pursuant to the exercise of the Warrants. As the Warrants will be allotted on a pro-rata basis to the Entitled Shareholders, the number of REDtone Shares held by each substantial shareholder will increase proportionately upon full exercise of the Warrants.

For illustrative purposes only, the pro forma effects of the Proposed Bonus Issue on the substantial shareholders' shareholdings in REDtone are as follows:

Substantial shareholders	As at the LPD				After the Proposed Bonus Issue			
	Direct		Indirect		Direct		Indirect	
	No. of REDtone Shares	(1)%	No. of REDtone Shares	(1)%	No. of REDtone Shares	(1)%	No. of REDtone Shares	(1)%
Juara Sejati Sdn Bhd	266,232,692	34.44	7,445,000 ⁽³⁾	0.96	266,232,692	34.44	7,445,000 ⁽³⁾	0.96
Berjaya Group Berhad	-	-	283,277,692 ⁽⁴⁾	36.65	-	-	283,277,692 ⁽⁴⁾	36.65
Berjaya Corporation Berhad	-	-	283,277,692 ⁽⁵⁾	36.65	-	-	283,277,692 ⁽⁵⁾	36.65
Tan Sri Dato' Seri Vincent Tan Chee Yioun	-	-	283,277,692 ⁽⁶⁾	36.65	-	-	283,277,692 ⁽⁶⁾	36.65
DYMM Sultan Ibrahim Johor	134,000,000	17.34	-	-	134,000,000	17.34	-	-
Substantial shareholders	After the Proposed Bonus Issue and assuming full exercise of the Warrants							
	Direct		Indirect					
	No. of REDtone Shares	(2)%	No. of REDtone Shares	(2)%				
Juara Sejati Sdn Bhd	399,349,038	34.44	11,167,500 ⁽³⁾	0.96				
Berjaya Group Berhad	-	-	424,916,538 ⁽⁴⁾	36.65				
Berjaya Corporation Berhad	-	-	424,916,538 ⁽⁵⁾	36.65				
Tan Sri Dato' Seri Vincent Tan Chee Yioun	-	-	424,916,538 ⁽⁶⁾	36.65				
DYMM Sultan Ibrahim Johor	201,000,000	17.34	-	-				

Notes:

- (1) Computed based on 772,951,885 REDtone Shares (excluding 9,502,000 treasury shares) as at the LPD.
- (2) Computed based on the enlarged 1,159,427,827 REDtone Shares (excluding 9,502,000 treasury shares) assuming all 386,475,942 Warrants are exercised into new REDtone Shares.
- (3) Deemed interested by virtue of its interest in Berjaya Land Berhad, the intermediate holding company of Berjaya Philippines Inc. and its interest in Berjaya Capital Berhad, the holding company of Prime Credit Leasing Berhad and the intermediate holding company of Berjaya Securities Sdn Bhd (formerly known as Inter-Pacific Securities Sdn Bhd).
- (4) Deemed interested by virtue of its interests in Juara Sejati Sdn Bhd and Teras Mewah Sdn Bhd.
- (5) Deemed interested by virtue of its interest in Berjaya Group Berhad.
- (6) Deemed interested by virtue of his interest in Berjaya Corporation Berhad.

5.4 Earnings and EPS

The Proposed Bonus Issue is not expected to have any material effect on the earnings of the Group for the FYE 2026. However, there will be a dilution in the EPS of the Group as a result of the increase in the number of REDtone Shares as and when the Warrants are exercised.

The effect of the exercise of the Warrants on the EPS of the Group will depend on, among others, the number of Warrants exercised at any point in time during the tenure of the Warrants and the returns to be generated by the Group from the utilisation of proceeds raised from the exercise of the Warrants.

5.5 Convertible securities

As at the LPD, the Company does not have any convertible securities in issue.

6. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of REDtone Shares traded on the Main Market of Bursa Securities for the past 12 months preceding the date of this Circular (i.e. from October 2024 to September 2025) are as follows:

	High	Low
	(RM)	(RM)
<u>2024</u>		
October	1.020	0.900
November	1.040	0.915
December	0.945	0.815
<u>2025</u>		
January	0.865	0.730
February	0.760	0.530
March	0.625	0.540
April	0.590	0.455
May	0.650	0.530
June	0.570	0.530

	High	Low
	(RM)	(RM)
July	0.590	0.530
August	0.545	0.475
September	0.540	0.480
Last transacted market price of REDtone Shares as at 20 August 2025 (being the last full trading day prior to the announcement of the Proposed Bonus Issue on 21 August 2025)		0.500
Last transacted market price of REDtone Shares as at the LPD		0.515

(Source: Bloomberg)

7. APPROVALS REQUIRED FOR THE PROPOSED BONUS ISSUE

The Proposed Bonus Issue is subject to the following approvals being obtained:

- (i) Bursa Securities for the following:
 - (a) admission of the Warrants to the Official List and listing and quotation of up to 386,475,942 Warrants to be issued pursuant to the Proposed Bonus Issue; and
 - (b) listing and quotation of up to 386,475,942 Exercised Shares,
 on the Main Market of Bursa Securities.

The approval of Bursa Securities was obtained vide its letter dated 16 October 2025 and is subject to the following conditions:

No.	Condition imposed	Status of compliance
1.	REDtone and AmlInvestment Bank must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue;	To be complied
2.	REDtone is required to furnish Bursa Securities with a certified true copy of the resolutions passed by its shareholders at the EGM approving the Proposed Bonus Issue;	To be complied
3.	REDtone and AmlInvestment Bank are required to inform Bursa Securities upon completion of the Proposed Bonus Issue;	To be complied
4.	REDtone is required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue is completed;	To be complied
5.	REDtone and AmlInvestment Bank are required to provide a written confirmation that the terms of the Warrants are in compliance with Paragraph 6.54 (3) of the Listing Requirements;	To be complied
6.	Payment of the outstanding processing fees together with a copy of details of the computation of the amount of listing fees payable; and	To be complied

No.	Condition imposed	Status of compliance
7.	REDtone is required to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of the Warrants as at the end of each quarter together with a detailed computation of listing fees payable;	To be complied

and

(ii) shareholders of the Company at the forthcoming EGM.

The Proposed Bonus Issue is not conditional upon any other corporate proposal of the Company.

8. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Bonus Issue, there is no other corporate exercise which has been announced by the Company but pending completion prior to the printing of this Circular.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders and chief executive of the Company and/or persons connected with them has any interest, direct or indirect, in the Proposed Bonus Issue, save for their respective entitlements as the shareholders of the Company under the Proposed Bonus Issue, which are also available to all other Entitled Shareholders on a pro-rata basis.

10. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Bonus Issue, including but not limited to the rationale and effects of the Proposed Bonus Issue, is of the opinion that the Proposed Bonus Issue is in the best interest of the Company.

Accordingly, the Board recommends that you **vote in favour** of the ordinary resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM.

11. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Proposed Bonus Issue is expected to be completed by end of 2025.

The tentative timeline for the implementation of the Proposed Bonus Issue is as follows:

Tentative Date	Events
2 December 2025	EGM to approve the Proposed Bonus Issue
Early December 2025	- Price-Fixing Date - Announcement of the Entitlement Date
Mid December 2025	Entitlement Date
End December 2025	- Listing and quotation of the Warrants on the Main Market of Bursa Securities - Completion of the Proposed Bonus Issue

12. EGM

The forthcoming EGM, the Notice of which is enclosed in this Circular, will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Tuesday, 2 December 2025 at 11:00 a.m. or immediately following the conclusion of the 23rd AGM which will be held at 10:00 a.m. on the same day at the same venue, whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution to give effect to the Proposed Bonus Issue.

The voting on the ordinary resolution in respect of the Proposed Bonus Issue at the EGM will be by poll. If you are unable to attend, participate, speak and vote in person at the EGM, you may appoint a proxy or proxies to do so on your behalf. If you wish to do so, the completed Form of Proxy must be deposited at the office of the Share Registrar of the Company, Berjaya Registration Services Sdn Bhd at 09-27 Level 9, Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur OR alternatively, the Form of Proxy may be submitted electronically via Berjaya Registration Portal at <https://www.berjayaregistration.com.my> not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending, participating, speaking and voting in person at the EGM should you subsequently wish to do so. For further information on electronic submission of the Form of Proxy, please refer to the procedures in the Administrative Guide.

13. FURTHER INFORMATION

You are advised to refer to the attached appendices for further information.

Yours faithfully,
For and on behalf of the Board of
REDTONE DIGITAL BERHAD

LAU BIK SOON
Group Chief Executive Officer

INDICATIVE SALIENT TERMS OF THE WARRANTS

The indicative salient terms of the Warrants are as follows:

Issue size	: Up to 386,475,942 Warrants.
Issue Date	: The date on which the Warrants are issued.
Form and constitution	: The Warrants will be issued in registered form and constituted by the Deed Poll.
Tenure	: Five (5) years commencing from and inclusive of the Issue Date.
Exercise Period	: The period commencing from and including the Issue Date and ending at the close of business at 5.00 p.m. in Malaysia on the Expiry Date, provided that if such day falls on a day which is not a Market Day, then it shall be the Market Day immediately preceding the said non-Market Day. Any Warrants not exercised during the Exercise Period will thereafter lapse and cease to be valid.
Expiry Date	: The close of business at 5.00 p.m. in Malaysia on the last day preceding the fifth (5 th) anniversary of the Issue Date, and if such day falls on a day which is not a Market Day, then it shall be the Market Day immediately preceding the said non-Market Day.
Exercise Price	: The amount payable in respect of each new REDtone Share to which a Warrant holder is entitled to subscribe for upon exercise of the Exercise Rights which will be determined and announced by the Board on the Price-Fixing Date.
Exercise Rights	: Each Warrant entitles the Warrant holder to subscribe for one (1) new REDtone Share at the Exercise Price at any time during the Exercise Period, subject to the adjustments in accordance with the provisions of the Deed Poll.
Mode of exercise	: The Warrant holders must complete and sign the exercise notice (which shall be irrevocable), as set out in the Deed Poll, and deliver the duly completed and signed exercise notice to the Company's share registrar for lodgement together with the documents referred in the exercise notice and payment of the Exercise Price by way of cashier's order or banker's draft drawn by a bank in Malaysia or money order or postal order issued by a post office operating in Malaysia or other electronic means.
Board lot	: For the purpose of trading on Bursa Securities, a board lot of the Warrants shall comprise 100 Warrants carrying the right to subscribe for 100 new REDtone Shares or such number of Warrants as may be varied from time to time by Bursa Securities and/or any relevant authorities to constitute a board lot.
Ranking of the Warrants	: The Warrants shall, upon allotment and issuance, rank equally in all respects.
Ranking of the Exercised Shares	: The Exercised Shares shall, upon allotment and issuance, rank equally in all respects with the then existing REDtone Shares, save and except that the Exercised Shares will not be entitled to any dividend, right, allotment and/or other forms of distribution that may be declared, made or paid to the shareholders of the Company, of which the entitlement date is prior to the date of allotment and issuance of such Exercised Shares.

INDICATIVE SALIENT TERMS OF THE WARRANTS (Cont'd)

Rights of the Warrant holders	: The Warrant holders will not be entitled to any voting rights in any general meeting of the Company or right to participate in any form of distribution and/or offer of securities in the Company until and unless such Warrant holders are issued with the new REDtone Shares pursuant to the exercise of the Warrants.
Adjustment to the Exercise Price and/or number of Warrants	: The Exercise Price and the number of unexercised Warrants shall from time to time be adjusted if any alteration is made to the share capital of the Company at any time during the tenure of the Warrants, whether by way of consolidation, subdivision or conversion of REDtone Shares, capitalisation issue, reduction of capital, rights issue or any other circumstance that are deemed necessary by the Board.
Rights in the event of winding-up, liquidation, compromise and/or arrangement	: Where a resolution has been passed for a members' voluntary winding-up of the Company or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with one or more companies, then: (i) for the purpose of such winding-up, compromise or arrangement (other than a consolidation, amalgamation or merger in which the Company is the continuing corporation) to which the Warrant holders, or some persons designated by them for such purpose by a special resolution, are to be a party, the terms of such winding-up, compromise or arrangement shall be binding on all the Warrant holders; or (ii) every Warrant holder shall be entitled (upon and subject to the conditions in the Deed Poll) at any time within six (6) weeks after the passing of such resolution for a members' voluntary winding up of the Company or within six (6) weeks after the granting of the court order approving the winding-up, compromise or arrangement, by the irrevocable surrender of his Warrants to the Company, elect to be treated as if he had immediately prior to the commencement of such winding-up, compromise or arrangement exercised the Exercise Rights represented by such Warrants to the extent specified in the exercise notice and be entitled to receive out of the assets of the Company which would be available in liquidation as if he had on such date been the holder of the REDtone Shares to which he would have become entitled pursuant to such exercise and the liquidator of the Company shall give effect to such election accordingly. Upon the expiry of the above six (6) weeks, all Exercise Rights shall lapse and cease to be valid for any purpose.
Modification of rights of the Warrant holders	: The Company may from time to time, without the consent or sanction of the Warrant holders but in accordance with the terms of the Deed Poll, modify the Deed Poll, if such modification does not materially prejudice the interest of the Warrant holders or is made to correct a manifest error or to comply with the mandatory provisions of Malaysian law, Securities Industry (Central Depositories) Act 1991, Rules of Bursa Depository and/or the Listing Requirements. Any modification to the Deed Poll may be effected only by a supplemental Deed Poll, executed by the Company and expressed to be supplemental to the Deed Poll and subject to the requirements of the Deed Poll being complied with. Any such modification shall however be subject to the approval of Bursa Securities and/or any other relevant authorities where required.

INDICATIVE SALIENT TERMS OF THE WARRANTS (Cont'd)

Transferability	: The Warrants will only be transferable in accordance with the provisions of the Deed Poll, subject always to the provisions of the Securities Industry (Central Depositories) Act 1991 and Rules of Bursa Depository.
Listing status	: The Warrants will be listed on the Main Market of Bursa Securities.
Governing law	: Laws of Malaysia.

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ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved this Circular, and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular false or misleading.

2. CONSENT AND CONFLICT OF INTEREST

AmInvestment Bank, being the Principal Adviser to the Company for the Proposed Bonus Issue, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which they appear in this Circular.

AmInvestment Bank is a wholly-owned subsidiary of AMMB Holdings Berhad ("**AMMB**"). AMMB and its group of companies (collectively, the "**AmBank Group**") form a diversified financial group and are engaged in a wide range of transactions relating to, among others, investment banking, commercial banking, private banking, brokerage, securities trading, asset and funds management as well as credit transaction services businesses. AmBank Group's securities business is primarily in the areas of securities underwriting, trading and brokerage activities, foreign exchange, commodities and derivatives trade.

In the ordinary course of its businesses, any member of AmBank Group may at any time extend services to any company as well as hold long or short positions, and trade or otherwise effect transactions, for its own account or the accounts of its other client, in debt or equity securities or senior loans of any company. Accordingly, there may be situations where parts of the AmBank Group and/or its existing or future clients, may have interests or take actions that may conflict with the interest of the Company.

As at the LPD, AmBank Group has, in its ordinary course of business, extended credit facilities with an aggregate credit limit of RM160.0 million to the Group, of which approximately RM0.33 million is outstanding.

Notwithstanding the above, AmInvestment Bank is of the opinion that no conflict of interest exists or is likely to exist in its role as the Principal Adviser to the Company for the Proposed Bonus Issue in view of the following:

- (i) the credit facilities were provided by AmBank Group in its ordinary course of business, and such credit facilities provided is not material when compared to the total audited consolidated loans, advances and financing of the AmBank Group as at 31 March 2025 of approximately RM137.1 billion;
- (ii) AmBank Group forms a diversified financial group and is engaged in a wide range of transactions as highlighted above. AmInvestment Bank is a licensed investment bank and its appointment as the Principal Adviser for the Proposed Bonus Issue is in the ordinary course of business;
- (iii) the credit facilities were not determined in contemplation of and are not conditional upon AmInvestment Bank being appointed as the Principal Adviser for the Proposed Bonus Issue; and
- (iv) each of the entities and departments of the AmBank Group are also subject to internal controls and checks, which regulate the sharing of information between entities and departments. Additionally, each department and entities within AmBank Group has separate and distinct operations and decisions are made independent of each other. In addition, the conduct of AmInvestment Bank is regulated by Bank Negara Malaysia.

ADDITIONAL INFORMATION (Cont'd)**3. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES****3.1 Material commitments**

Save as disclosed below, as at the LPD, there is no other material commitment contracted or known to be contracted by the Group which may have a material impact on the financial results or position of the Group:

	RM'000
Capital expenditure:	
• Approved and contracted for	6,072
• Approved but not contracted for	-
Total	6,072

3.2 Contingent liabilities

As at the LPD, the Board is not aware of any contingent liabilities incurred or known to be incurred by the Group which may have a material and adverse impact on the financial results or position of the Group.

4. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, the Group is not engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, and the Board is not aware of any proceeding, pending or threatened, against the Group, or of any fact which is likely to give rise to any proceedings which may materially and adversely affect the business or financial position of the Group.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of REDtone at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

- (i) constitution of REDtone;
- (ii) audited consolidated financial statements of REDtone for the past two (2) FYEs 2024 and 2025;
- (iii) draft Deed Poll; and
- (iv) letter of consent and declaration of conflict of interest referred to in Section 2 of this Appendix.



REDTONE DIGITAL BERHAD

(Registration No. 200201028701 (596364-U))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of REDtone Digital Berhad (“**REDtone**” or “**Company**”) (“**EGM**”) will be held physically at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Tuesday, 2 December 2025 at 11:00 a.m. or immediately following the conclusion of the Twenty-Third Annual General Meeting of the Company which will be held at 10:00 a.m. on the same day at the same venue, whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 386,475,942 FREE WARRANTS IN REDtone (“WARRANTS”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES IN REDtone (“REDtone SHARES”) HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE”)

“**THAT** subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained in respect of the Proposed Bonus Issue, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue up to 386,475,942 Warrants on the basis of one (1) Warrant for every two (2) existing REDtone Shares held by the shareholders of REDtone whose names appear in the Record of Depositors of the Company as at the close of business at 5:00 p.m. on an entitlement date to be determined and announced by the Board later and in accordance with the provisions of the deed poll constituting the Warrants to be executed by REDtone (“**Deed Poll**”);

THAT approval be and is hereby given to the Board to allot and issue the Warrants and such additional Warrants as may be required or permitted to be issued as a consequence of any adjustments based on the salient terms of the Warrants as set out in the circular to the shareholders of REDtone dated 22 October 2025 (“**Circular**”) and in accordance with the provisions of the Deed Poll;

THAT approval be and is hereby given to the Board to allot and issue such number of new REDtone Shares credited as fully paid-up arising from the exercise of the Warrants during the exercise period of the Warrants in accordance with the provisions of the Deed Poll;

THAT approval be and is hereby given to the Board to disregard and/or to deal with any fractional entitlements of the Warrants that may arise from the Proposed Bonus Issue in such a manner as the Board shall in its absolute discretion deem fit, expedient and in the best interest of the Company;

THAT the new REDtone Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the then existing REDtone Shares, save and except that such new REDtone Shares will not be entitled to any dividend, right, allotment and/or other forms of distribution that may be declared, made or paid, of which the entitlement date is prior to the date of allotment and issuance of such new REDtone Shares;

THAT the Board be and is hereby authorised to utilise the proceeds to be raised from the exercise of the Warrants for such purposes and in such manner as set out in Section 2.4 of the Circular, if any, and the Board be authorised with full power to vary the manner and/or purpose of the use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interest of the Company, subject to the approval of the relevant authorities (where required);

THAT the Board be and is hereby authorised to execute the Deed Poll with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted or imposed by the relevant authorities or deemed necessary by the Board, and to take all steps as the Board may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary or expedient in order to implement, give effect to and complete the Proposed Bonus Issue with full power to assent to any condition, variation, modification and/or amendment as may be required or permitted or imposed by the relevant authorities or as the Board may deem fit, expedient and in the best interest of the Company.”

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)
TAN LEY THENG (SSM PC NO. 201908001685) (MAICSA 7030358)
COMPANY SECRETARIES
Kuala Lumpur

22 October 2025

Notes:

1. Only members whose names appear in the Record of Depositors of the Company as at 25 November 2025 shall be eligible to attend, participate, speak and vote at the EGM or appoint proxy(ies) to attend, participate, speak and vote in his/her stead.
2. A member entitled to attend and vote at the EGM, may appoint more than one (1) proxy to attend, participate, speak and vote in his/her stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same EGM, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to attend, participate, speak and vote at the meeting.
3. The instrument appointing a proxy shall be in writing under the hand of the member or of his/her attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's common seal or under the hand of its officer or attorney duly authorised.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint more than 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. Where such member appoints more than one (1) proxy, the appointment shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
5. 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.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, must be deposited at the office of the Share Registrar of the Company, Berjaya Registration Services Sdn Bhd at 09-27 Level 9, Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur, Wilayah Persekutuan OR alternatively, the Form of Proxy may be submitted electronically via Berjaya Registration Portal at <https://www.berjayaregistration.com.my> not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy does not preclude you from attending, participating, speaking and voting in person at the EGM should you subsequently wish to do so. Please follow the procedures provided in the Administrative Guide for the EGM for further details.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Ordinary Resolution sets out in this Notice will be put to vote by way of poll. Independent Scrutineers will be appointed to validate the results of the poll.

FORM OF PROXY

(before completing this Form of Proxy, please refer to the notes below)

REDtone

REDTONE DIGITAL BERHAD
(Registration No. 200201028701 (596364-U))
(Incorporated in Malaysia)

*I/We:

Full name (in block capitals):	CDS account no.:	No. of shares held:
Address:	NRIC/Passport/Registration no.:	
Contact no.:	Email:	

being a *member/members of REDTONE DIGITAL BERHAD ("**Company**"), do hereby appoint:

First Proxy "A"

Full name (in block capitals):	NRIC/Passport no.:	Proportion of shareholdings	
		No. of shares	%
Address:	Email:		
	Contact no.:		

*AND/ OR

***Second Proxy "B"**

Full name (in block capitals):	NRIC/Passport no.:	Proportion of shareholdings	
		No. of shares	%
Address:	Email:		
	Contact no.:		

or failing *him/her, the Chairman of the Meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the Extraordinary General Meeting of the Company ("**EGM**") to be held physically at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Tuesday, 2 December 2025 at 11:00 a.m. or immediately following the conclusion of the Twenty-Third Annual General Meeting of the Company which will be held at 10:00 a.m. on the same day at the same venue, whichever is later, or at any adjournment thereof.

ORDINARY RESOLUTION		FOR	AGAINST
1.	Proposed Bonus Issue		

Please indicate with an "X" in the space above on how you wish your proxy to vote. If you do not indicate how you wish your proxy or proxies to vote on the resolution, the proxy shall vote as he/she thinks fit or, at his/her discretion, abstain from voting.



* strike out whichever not applicable

* Signature / Common Seal of Member

Signed this _____ day of _____ 2025

Notes:

1. Only members whose names appear in the Record of Depositors of the Company as at 25 November 2025 shall be eligible to attend, participate, speak and vote at the EGM or appoint proxy(ies) to attend, participate, speak and vote in his/her stead.
2. A member entitled to attend and vote at the EGM, may appoint more than one (1) proxy to attend, participate, speak and vote in his/her stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same EGM, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to attend, participate, speak and vote at the meeting.
3. The instrument appointing a proxy shall be in writing under the hand of the member or of his/her attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's common seal or under the hand of its officer or attorney duly authorised.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint more than 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. Where such member appoints more than one (1) proxy, the appointment shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
5. 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.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, must be deposited at the office of the Share Registrar of the Company, Berjaya Registration Services Sdn Bhd at 09-27 Level 9, Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur, Wilayah Persekutuan OR alternatively, the Form of Proxy may be submitted electronically via Berjaya Registration Portal at <https://www.berjayaregistration.com.my> not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy does not preclude you from attending, participating, speaking and voting in person at the EGM should you subsequently wish to do so. Please follow the procedures provided in the Administrative Guide for the EGM for further details.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Ordinary Resolution sets out in this Notice will be put to vote by way of poll. Independent Scrutineers will be appointed to validate the results of the poll.

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AFFIX
STAMP

Share Registrar
REDTONE DIGITAL BERHAD
(Registration No. 200201028701 (596364-U))

09-27 Level 9,
Berjaya Times Square,
No. 1, Jalan Imbi,
55100 Kuala Lumpur,
Wilayah Persekutuan

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