

REDTONE DIGITAL BERHAD
(**"Company"** or **"REDtone"**)
[Registration No. 200201028701 (596364-U)]
(Incorporated in Malaysia)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING (**"EGM"** OR **"MEETING"**) OF THE COMPANY HELD AT PERDANA BALLROOM, BUKIT JALIL GOLF & COUNTRY RESORT, JALAN JALIL PERKASA 3, BUKIT JALIL, 57000 KUALA LUMPUR, WILAYAH PERSEKUTUAN ON TUESDAY, 2 DECEMBER 2025 AT 12:25 P.M.

**DIRECTORS
PRESENT**

: YAM Tunku Tun Aminah Binti Sultan Ibrahim Ismail *
(*Chairman/ Non-Independent Non-Executive Director*)
Encik Syed Ali Shahul Hameed
(*Deputy Chairman / Non-Independent Non-Executive Director*)
Mr. Lau Bik Soon
(*Group Chief Executive Officer*)
Dato' Avinderjit Singh A/L Harjit Singh
(*Independent Non-Executive Director*)
Mr. Simon Kua Choo Kai
(*Independent Non-Executive Director*)
Ms. Loh Paik Yoong
(*Non-Independent Non-Executive Director*)
Puan Sabarina Binti Harun
(*Independent Non-Executive Director*)

IN ATTENDANCE

: Mr. Lau Hock Chye (*Chief Financial Officer*)
Ms. Tan Ley Theng (*Company Secretary*)
Ms. Lim Yun Fang (*Assisting the Company Secretary*)
Ms. Lee Min Ni (*Assisting the Company Secretary*)
Mr. Jason Lam (AmInvestment Bank Berhad)
Ms. Charlotte Lim Siow Chwee (AmInvestment Bank Berhad)
Ms. Tan Ke Ying (AmInvestment Bank Berhad)
Encik Amir Ishraf Bin Mohd Johari (AmInvestment Bank Berhad)
Ms. Cynthia Toh Mei Lee (Wong Beh & Toh)
Ms. Lim Jia Tong (Wong Beh & Toh)

**MEMBERS
PRESENT**

: As per Attendance List

**PROXY HOLDERS
PRESENT**

: As per Attendance List

BY INVITATION

: As per Attendance List

**Attended the Meeting via tele-conference*

CHAIRMAN OF MEETING

Encik Syed Ali Shahul Hameed (**"Chairman"**), the Non-Independent Non-Executive Deputy Chairman of the Company, presided as Chairman of the Meeting.

The Chairman welcomed all shareholders, proxies and invitees to the Meeting.

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The Chairman then introduced the representatives from AmInvestment Bank Berhad, the Principal Adviser as well as the representatives from Messrs. Wong Beh & Toh, the Solicitors, who were present at the commencement of the EGM to provide inputs on the corporate proposal to be tabled for shareholders' approval.

The shareholders, proxies and corporate representatives, having remained present following the conclusion of the Twenty-Third Annual General Meeting held earlier, continued their attendance at the EGM.

QUORUM

With the requisite quorum being present pursuant to Clause 95 of the Company's Constitution, the Chairman declared the Meeting duly convened.

NOTICE

The Notice convening the EGM dated 22 October 2025, having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

PROCEEDINGS AND VOTING PROCEDURES

The Chairman informed that the voting of the Meeting would be conducted by way of poll in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Meeting was informed that there were shareholders who had appointed the Chairman of the Meeting to vote on their behalf. Accordingly, the Chairman would be voting in his capacity as proxy in accordance with the shareholders' voting instructions, where indicated.

As there was no legal requirement for a proposed resolution to be seconded, the Chairman took the Meeting through the Agenda item and informed the Meeting that the voting would be conducted immediately after the Agenda item had been tabled.

Ms. Tan Ley Theng, the Company Secretary briefed the Meeting on the proceedings of the Meeting.

The Meeting noted that clarification may be sought after the resolution had been tabled. The poll would be conducted after the resolution had been tabled, duly clarified and addressed.

The Meeting was informed that the Company had appointed Berjaya Registration Services Sdn. Bhd. as the Poll Administrator to conduct the polling process and Symphony Corporate Services Sdn. Bhd. as the Independent Scrutineer to verify the poll results.

A video guide on the use of the poll voting device was played, followed by a trial run to ensure that shareholders, proxies and corporate representatives present on the floor were familiar with the voting process.

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1.0 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")

The Chairman informed the Meeting that the only item on the Agenda was to approve the Proposed Bonus Issue.

The details of the Proposed Bonus Issue were provided in the Circular to Shareholders dated 22 October 2025.

The Chairman invited the representative from AmInvestment Bank Berhad, the Principal Adviser, to present the salient terms of the Proposed Bonus Issue, the details of which are attached herewith and marked as **Annexure "A"**.

After the presentation, the Chairman invited Mr. Lau Bik Soon, the Group Chief Executive Officer, to take on the question-and-answer session.

The Meeting was informed that the Company had received questions from the shareholders, proxies and corporate representatives via email before the Meeting. The questions together with the responses and clarifications from the Management/Board of Directors ("Board") of the Company were presented to the Meeting, the details of which are attached herewith and marked as **Annexure "B"**.

Mr. Lau Bik Soon then invited questions from the floor. The list of questions/clarifications/comments received from the shareholders, proxies and corporate representatives together with the responses and clarifications from the Management/Board/Principal Adviser, are attached herewith and marked as **Annexure "C"**.

Mr. Lau Bik Soon thereafter handed the floor of the Meeting back to the Chairman.

The Meeting then proceeded with the voting for Ordinary Resolution using the electronic voting device.

The results of the poll voting were as follows: -

Resolution	Voted for		Voted against	
	No. of shares	%	No. of shares	%
Ordinary Resolution	431,826,826	100.0000	1	0.0000

Based on the poll results, the Chairman declared Ordinary Resolution was **CARRIED**: -

"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

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*the 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."*

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CONCLUSION

There being no other business, the Chairman concluded the Meeting and thanked all present for their attendance.

The Meeting ended at 1:08 p.m. with a vote of thanks to the Chairman of the Meeting.

SIGNED AS A CORRECT RECORD

- duly signed-

CHAIRMAN

Dated: 2 December 2025

REDtone DIGITAL BERHAD

Extraordinary General Meeting

Proposed Bonus Issue of Warrants

2 December 2025

Principal Adviser



AmInvestment Bank

21 August 2025

16 October
2025

22 October
2025

- REDtone Digital Berhad (“**REDtone**” or “**Company**”) announced that the Company proposes to undertake a 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 whose names appear in the Company’s Record of Depositors as at the close of business on an entitlement date to be determined and announced later (“**Entitlement Date**”) (“**Entitled Shareholders**”) (“**Proposed Bonus Issue**”).
- Bursa Malaysia Securities Berhad (“**Bursa Securities**”) had vide its letter dated 16 October 2025, approved the following:
 - (i) admission of the Warrants to the Official List of Bursa Securities and the 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 new REDtone Shares to be issued arising from the exercise of the Warrants (“**Exercised Shares**”), on the Main Market of Bursa Securities.
- The circular in relation to the Proposed Bonus Issue (“**Circular**”) containing the notice of the extraordinary general meeting (“**EGM**”) and the Form of Proxy, was issued to the shareholders of REDtone.

Entitlement basis	<div>▪ One (1) Warrant for every two (2) existing REDtone Shares held by the Entitled Shareholders</div> <div><i>The entitlement basis for the Proposed Bonus Issue was determined after taking into consideration, the following:</i></div> <div><ul style="list-style-type: none">✓ <i>compliance with Paragraph 6.50 of the Main Market Listing Requirements of Bursa Securities 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;</i>✓ <i>dilutive effects arising from the full exercise of the Warrants on the consolidated earnings per REDtone Share (“EPS”) and net assets (“NA”) per REDtone Share; and</i>✓ <i>gross proceeds that may be raised by the Company as and when the Warrants are exercised during the tenure of the Warrants</i></div>
No. of Warrants to be issued	<div>▪ Up to 386,475,942 Warrants</div>
Ranking of the Warrants	<div>▪ The Warrants shall, upon allotment and issuance, rank equally in all respects</div>
Ranking of the Exercised Shares	<div>▪ 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</div>

Issue price	<ul style="list-style-type: none">▪ The Warrants will be issued at no cost (i.e. free) to the Entitled Shareholders
Exercise Period	<ul style="list-style-type: none">▪ Within a period of five (5) years commencing from and including the date of issuance of the Warrants. Any Warrants not exercised during the exercise period will thereafter lapse and cease to be valid
Exercise Price	<ul style="list-style-type: none">▪ The exercise price of the Warrants will be determined and announced by the Board of Directors of REDtone ("Board") on a later date after the receipt of all relevant approvals for the Proposed Bonus Issue but before announcement of the Entitlement Date ("Price-Fixing Date")
Exercise rights	<ul style="list-style-type: none">▪ 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 constituting the Warrants to be executed by the Company ("Deed Poll")
Rights of the Warrant holders	<ul style="list-style-type: none">▪ 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
Transferability	<ul style="list-style-type: none">▪ The Warrants will only be transferable in accordance with the provisions of the Deed Poll, subject always to the provisions of Securities Industry (Central Depositories) Act 1991 and Rules of Bursa Malaysia Depository Sdn Bhd
Listing status	<ul style="list-style-type: none">▪ The Warrants will be listed on the Main Market of Bursa Securities
Governing law	<ul style="list-style-type: none">▪ Laws of Malaysia

- The Exercise Price will be determined and announced by the Board after taking into consideration, among others, the following:
 - (i) historical price movement of REDtone Shares;
 - (ii) five (5)-day volume weighted average market price (“**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 Company and its subsidiaries (“**Group**”).
- The Board may consider fixing the Exercise Price 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, 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.

REDtone Rationale and Justification for the Proposed Bonus Issue

Reward shareholders

- 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

Strengthen capital base

- 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

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 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.

(i) Issued share capital

	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
Add : New REDtone Shares 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.

(ii) NA per REDtone Share and gearing

- The Proposed Bonus Issue is not expected to have any immediate and material impact on the NA of REDtone Share and gearing of the Group.
- However, the NA per REDtone Share will increase and the gearing of the Group will reduce proportionately as and when the Warrants are exercised.

(iii) 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.

(iv) EPS

- The Proposed Bonus Issue is not expected to have any material effect on the earnings of the Group for the financial year ending 30 June 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.

- 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 of Bursa Securities 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) the shareholders of REDtone at this EGM.
- The Proposed Bonus Issue is not conditional upon any other corporate proposal of the Company.

Tentative date	Key events
2 December 2025	<ul style="list-style-type: none">• EGM to approve the Proposed Bonus Issue
Early December 2025	<ul style="list-style-type: none">• Price-Fixing Date (i.e. fixing the Exercise Price of the Warrants)• Announcement of the Entitlement Date
Mid December 2025	<ul style="list-style-type: none">• Entitlement Date
End December 2025	<ul style="list-style-type: none">• Listing and quotation of the Warrants on the Main Market of Bursa Securities• Completion of the Proposed Bonus Issue

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

THANK YOU



REDtone Digital Berhad

I. Questions submitted by Shareholders

No.	Questions	Suggested Answers	Reference in Circular
A. Strategy			
1.	The circular states that the potential proceeds of approximately RM231.89 million from the warrant exercise will be used for general working capital. Can the Board provide a more detailed breakdown of this capital allocation and specify the expected return on investment that will be generated to justify the 50% potential dilution for existing shareholders?	<p>We wish to highlight that the Proposed Bonus Issue will not raise any immediate funds to the Company as the Warrants will be issued at no cost to the Entitled Shareholders. The actual gross proceeds raised, if any, will depend on the exercise price of the Warrants to be determined by the Board and the actual number of Warrants exercised during their five (5)-year tenure.</p> <p>Should proceeds be raised, they are intended 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 expense.</p> <p>Breakdown of the utilisation cannot be determined at this juncture as it will vary according to the quantum of proceeds raised, the timing of the receipt of the proceeds as well as the operating requirements of the Group at the relevant time.</p> <p>It is also important to note that the Warrants will be allocated to all shareholders on a pro-rata basis at one (1) Warrant for every two (2) existing REDtone Shares held and upon full exercise of the Warrants, there will be no dilution to the shareholders of REDtone.</p>	Section 2.4, page 3

No.	Questions	Suggested Answers	Reference in Circular
2.	The Group's future prospects highlight the MyGovUC 3.0 and Starlink reseller projects. To give shareholders confidence that exercising the warrants will be value-accretive, what are the specific revenue and profit margin targets for these two key projects over the next three years?	<p>While the Group is not in the position to quantify and disclose specific revenue and profit margin for individual projects at this juncture, as such information would constitute forward-looking statements subject to market and regulatory constraints, both the MyGovUC 3.0 and Starlink reseller initiatives are expected to contribute positively to the Group's earnings over the next three (3) years.</p> <p>These projects are aligned with the Group's strategic focus on expanding high-value connectivity and digital solutions, which is expected to strengthen recurring revenue streams and improve overall profitability. The Group remains committed to delivering sustainable value creation and will continue to provide updates on financial performance through REDtone's quarterly and annual reporting in accordance with Bursa Malaysia's disclosure requirements.</p>	-
B. Financial Performance			
3.	The company's gearing is exceptionally low and will fall to just 0.02 upon full exercise of the warrants. Given that debt financing is typically cheaper and non-dilutive, why has the Board opted for a highly dilutive warrant issue for its funding needs instead of utilising its balance sheet capacity?	<p>The Proposed Bonus Issue is primarily intended 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 over the five (5)-year tenure of the Warrants. It does not replace the funding arrangements, and the Warrants will only be exercisable at the option of the holder. Accordingly, there is no certainty as to the timing and quantum of the cash proceeds that may be received.</p> <p>Furthermore, while debt financing is generally considered cheaper and non-dilutive, it introduces fixed repayment obligations and interest costs, which could constrain the Company's financial flexibility during periods of market volatility or economic uncertainty. In contrast, 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.</p>	Section 3, page 4

No.	Questions	Suggested Answers	Reference in Circular
4.	The Proposed Bonus Issue will lead to a significant dilution of EPS as acknowledged in the circular. What is the Board's target for EPS growth over the five (5) year tenure of the warrants to ensure that the value for existing shareholders is enhanced, not diminished, by this exercise?	<p>The Group is steadily building a foundation for future resilience through targeted expansion and digitalisation efforts, including participation in government tenders and strategic projects such as MyGovUC 3.0 and Starlink, which were shared during the AGM's presentation. These efforts are expected to strengthen recurring revenue streams and enhance long-term profitability.</p> <p>It is important to note that the Proposed Bonus Issue does not diminish value for existing shareholders, as all the Entitled Shareholders will receive the Warrants on a proportionate basis. These Warrants are also tradeable on Bursa Malaysia, allowing shareholders the flexibility to monetise them in the market or exercise them into new ordinary shares at any time during their five (5)-year tenure.</p>	-
C. Dividend			
5.	How will the potential 50% increase in the number of shares in issue affect the Company's future dividend policy? Can the Board provide assurance to shareholders that the dividend per share will be maintained or enhanced following the exercise of the warrants?	The Board will continue to assess dividend payouts based on the Company's issued share capital, financial performance and cash flow position. While the issued share capital will increase progressively upon the exercise of the Warrants over the five (5)-year tenure, any decision on dividend per share will take into consideration the Company's financial sustainability and growth prospects, including market expansion and product development.	-
D. Business Outlook			
6.	The illustrative exercise price of the warrants represents a significant premium to the recent trading price. What specific catalysts or performance milestones does the Board foresee in the near term that will drive the share price substantially above the exercise price, making it financially attractive for shareholders to inject further capital into the company?	<p>The Warrants are issued to the Entitled Shareholders at no cost as a means to reward their continued support. As highlighted during the AGM presentation, the Board remains confident in the Group's growth prospects and expects the Company's market value to strengthen in tandem with ongoing business expansion and performance.</p> <p>Importantly, shareholders will have the flexibility throughout the five (5)-year tenure of the Warrants. They may choose to exercise their Warrants when the market price exceeds the exercise price, or alternatively, monetise them by trading on Bursa Malaysia, thereby providing liquidity and potential upside without requiring any immediate capital outlay.</p>	-

No.	Questions	Suggested Answers	Reference in Circular
E. Others (Governance)			
7.	Given the Board will have full discretion over the use of up to RM231.89 million raised over five (5) years, what specific governance mechanisms and shareholder reporting standards will be implemented to ensure transparent and disciplined use of these proceeds?	<p>The Board has established an Enterprise Risk Management Framework to safeguard shareholders' interests and the Group's assets, including ensure disciplined use of any proceeds. Key elements of the internal control system, as disclosed in the Statement on Risk Management and Internal Control (Annual Report 2025, pages 97–98), include:</p> <ul style="list-style-type: none"> i) Organisation Structure: A well-defined organisational structure with clear responsibilities, delegated authority, segregation of duties, and effective information flow to ensure accountability across the Management team. ii) Limits of Authority: Clear approval thresholds and delegated authority levels to ensure proper oversight and control within the Group. <p>In addition, the Group's internal control function monitors key business areas, while the internal audit function –outsourced to Crowe Governance Sdn. Bhd., an independent professional firm – provides objective assurance and advisory services to the Audit Committee and the Board. This independent review process strengthens governance and ensures transparency in financial management.</p>	-

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ANNEXURE C – QUESTIONS/CLARIFICATIONS/COMMENTS RECEIVED DURING THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY ("EGM" OR "MEETING") HELD ON 2 DECEMBER 2025 AND RESPONSES FROM THE MANAGEMENT/BOARD OF DIRECTORS ("BOARD") OF THE COMPANY /PRINCIPAL ADVISER

No.	Questions/Clarifications/Comments and Responses
1.	<p data-bbox="300 622 1377 678"><u>Question/Clarification/Comment</u></p> <p data-bbox="300 689 1377 790">How urgent is the need to finance working capital of the Company and its subsidiaries ("Group"), given that the warrants to be issued with an exercise period of 5 years?</p> <p data-bbox="300 813 1377 869"><u>Response</u></p> <p data-bbox="300 880 1377 981">The Bonus Issue of Warrants is a preparation by the Company to strengthen its capital base in anticipation of potential future projects, and therefore the need for working capital financing is not urgent at this juncture.</p>
2.	<p data-bbox="300 1048 1377 1104"><u>Question/Clarification/Comment</u></p> <p data-bbox="300 1115 1377 1193">Would issuing the warrants at a discount to the current market price pose any issues?</p> <p data-bbox="300 1216 1377 1272"><u>Response</u></p> <p data-bbox="300 1283 1377 1440">As stated in the Circular to Shareholders dated 22 October 2025, the Board may fix the exercise price of the warrants at a premium of up to 20% over the 5-day volume weighted average market price ("VWAMP") of the ordinary shares of the Company ("REDtone Shares") immediately prior to the price-fixing date.</p>
3.	<p data-bbox="300 1496 1377 1552"><u>Question/Clarification/Comment</u></p> <p data-bbox="300 1563 1377 1641">What is the estimated valuation of the warrants based on the applicable pricing formulas or models?</p> <p data-bbox="300 1664 1377 1720"><u>Response</u></p> <p data-bbox="300 1731 1377 1798">The warrants cannot be valued until the exercise price has been fixed. The valuation of the warrants also involves multiple parameters.</p>
4.	<p data-bbox="300 1865 1377 1921"><u>Question/Clarification/Comment</u></p> <p data-bbox="300 1933 1377 2000">Are the warrants being valued or computed when preparing the Circular to Shareholders?</p>

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(Annexure C of the Minutes of the Extraordinary General Meeting of the Company held on 2 December 2025 – Cont'd)

No.	Questions/Clarifications/Comments and Responses
	<p><u>Response</u></p> <p>No, as the exercise price has not been determined. No warrant reserve account will be created in the financial statements, as no consideration is received for the warrants. A fair valuation of the warrants will be carried out by the Auditors for audit purposes once the warrants are issued.</p>
5.	<p><u>Question/Clarification/Comment</u></p> <p>Should the warrants be issued with an exercise period of up to 10 years, and would this incur any additional costs to the Company or remain the same?</p> <p><u>Response</u></p> <p>The cost of issuing the warrants would be the same regardless of whether the exercise period is 5 or 10 years.</p> <p>After deliberation, the Board resolved that the warrants will be issued with an exercise period of 5 years.</p>
6.	<p><u>Question/Clarification/Comment</u></p> <p>How much does the Bonus Issue of Warrants cost?</p> <p><u>Response</u></p> <p>The estimated expenses for the Bonus Issue of Warrants are approximately RM350,000.</p>
7.	<p><u>Question/Clarification/Comment</u></p> <p>What is the process and timing for converting the warrants?</p> <p><u>Response</u></p> <p>Warrant holders are required to complete an exercise form and submit it to the Company along with the exercise price. Following submission, it will take around 8 market days for the new ordinary shares to be credited into the accounts.</p>
8.	<p><u>Question/Clarification/Comment</u></p> <p>Can the presentation slides be shared after the Meeting?</p>

REDTONE DIGITAL BERHAD
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(Incorporated in Malaysia)

(Annexure C of the Minutes of the Extraordinary General Meeting of the Company held on 2 December 2025 – Cont'd)

No.	Questions/Clarifications/Comments and Responses
	<p><u>Response</u></p> <p>Yes, they will be made available after the Meeting.</p>
9.	<p><u>Question/Clarification/Comment</u></p> <p>How will the estimated cost of RM350,000 for the Bonus Issue of Warrants affect the financial performance of the Company?</p> <p><u>Response</u></p> <p>The estimated cost of RM350,000 for the Bonus Issue of Warrants is a one-off expense to the profit and loss account of the Company.</p>
10.	<p><u>Question/Clarification/Comment</u></p> <p>What is the Board's viewpoint on fixing the exercise price at not more than a 20% premium of the 5-day VWAMP of REDtone Shares immediately prior to the price-fixing date?</p> <p><u>Response</u></p> <p>Given the Company's focus on the technology segment, particularly digital transformation for business growth and efficiency, the longer-term outlook is positive. The Board is of the view that, over the 5-year horizon, any fixed exercise price is likely to offer more potential upside than downside.</p>
11.	<p><u>Question/Clarification/Comment</u></p> <p>Suggested the Company to consider issuing the warrants at a discount, similar to Employees' Share Option Scheme, to retain the purpose of rewarding shareholders and to increase the likelihood of successful exercise.</p> <p><u>Response</u></p> <p>The Board took note of the feedback.</p>
12.	<p><u>Question/Clarification/Comment</u></p> <p>Suggested the Company to consider increasing the Touch 'n Go reload, which was provided as a door gift, as a reward for shareholders who remain present at the EGM.</p>

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No.	Questions/Clarifications/Comments and Responses
	<u>Response</u> The Board took note of the feedback.