

RCE

RCE CAPITAL BERHAD

195301000151 (2444-M)

FORM OF PROXY

I/We _____ NRIC No./Passport No./Company No.: _____

of _____

being a member/members of **RCE CAPITAL BERHAD**, hereby appoint:

(1) Name of Proxy: _____ NRIC No./Passport No.: _____

Address: _____

Email: _____ Tel No.: _____

(2) Name of Proxy: _____ NRIC No./Passport No.: _____

Address: _____

Email: _____ Tel 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 Sixty-Sixth Annual General Meeting of the Company to be conducted virtually at the broadcast venue at Main Hall, Level 1, PJ Tower, No. 18 Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor, Malaysia on Tuesday, 22 September 2020 at 10.30 a.m. and at any adjournment thereof, in the manner as indicated below:

| No. | Resolutions | For | Against |
|-----|---|-----|---------|
| 1. | To approve the payment of Directors' fees. | | |
| 2. | To approve the Directors' benefits. | | |
| 3. | To re-elect Mr. Thein Kim Mon as Director. | | |
| 4. | To re-elect Mr. Lum Sing Fai as Director. | | |
| 5. | To re-elect Mr. Soo Kim Wai as Director. | | |
| 6. | To re-elect Datuk Mohamed Azmi bin Mahmood as Director. | | |
| 7. | To re-appoint Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | | |
| 8. | Authority to issue shares pursuant to Section 75 of the Companies Act 2016. | | |
| 9. | Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature. | | |
| 10. | Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature. | | |
| 11. | Proposed Renewal of Share Buy-Back Authority. | | |
| 12. | Proposed Establishment of a New Employees' Share Scheme ("Proposed ESS"). | | |
| 13. | Proposed Allocation to Loh Kam Chuin, Chief Executive Officer of the Company, under the Proposed ESS. | | |

Please indicate with an "X" in the spaces provided above as to how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.

Dated this _____ day of _____, 2020.

Signature of Shareholder/Common Seal _____

Tel No. (During office hours): _____

| | | |
|--|--------------|--------------|
| No. of Shares Held | | |
| CDS Account No. | | |
| Proportion of holdings to be represented by each proxy | Proxy 1 % | Proxy 2 % |

Notes:

1. The Sixty-Sixth Annual General Meeting will be conducted virtually through live streaming and online remote voting via the Remote Participation and Voting facilities which are available on Securities Services e-Portal at <https://sshsb.net.my/>.

Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://sshsb.net.my/> by registration cut-off time and date. Please refer to the Administrative Guide for the Sixty-Sixth Annual General Meeting for further details.

The Administrative Guide for the Sixty-Sixth Annual General Meeting is available for download at www.rce.com.my.

2. The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to be physically present at the broadcast venue.



3. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 14 September 2020 shall be eligible to participate and vote at the Sixty-Sixth Annual General Meeting.
4. A member entitled to participate and vote at the Meeting is entitled to appoint not more than two (2) proxies to participate and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
5. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
6. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said account.
7. A member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds.
8. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
9. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof must be deposited at SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting. Alternatively, you may submit the Form of Proxy electronically via Securities Services e-Portal at <https://sshsb.net.my/>.

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STAMP

RCE CAPITAL BERHAD

c/o SS E Solutions Sdn. Bhd.
Level 7 Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Malaysia

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