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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Ritamix Global Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Ritamix Global Limited

利特米有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1936)

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) RE-APPOINTMENT OF INDEPENDENT AUDITOR;**
- AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of the cover and the first page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the 2023 AGM to be held at No. 7, Jalan TP 7, UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia (*facilitated by electronic means*) on Monday, 19 June 2023 at 2:30 p.m. is set out on pages 19 to 24 of this circular.

A form of proxy for use at the 2023 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ritamix-global.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company at No. 7, Jalan TP 7, UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia or the Company’s Hong Kong Branch Share Registrar at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2023 AGM or any adjournment thereof.

Whether or not you are able to attend the 2023 AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company at No. 7, Jalan TP 7, UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia or the Company’s Hong Kong Branch Share Registrar at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof if you so wish. If you attend and vote in person at the 2023 AGM, the authority of your proxy will be revoked.

27 April 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“2023 AGM”	the AGM to be held at No. 7, Jalan TP 7, UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia on Monday, 19 June 2023 at 2:30 p.m., or any adjournment thereof
“AGM”	the annual general meeting of the Company
“Articles of Association” or “Articles”	the amended and restated articles of association of the Company adopted on 20 June 2022, as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Act”	the Companies Act (as revised), formerly known as the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Ritamix Global Limited (利特米有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 29 October 2018, the issued Shares of which are listed on the Main Board of the Stock Exchange on 13 May 2020 (Stock Code: 1936)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Gladron Chemicals”	Gladron Chemicals Sdn. Bhd., formerly known as Age D’or Chemicals Sdn. Bhd., a company incorporated in Malaysia with limited liability on 20 November 1982, and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Branch Share Registrar”	Boardroom Share Registrars (HK) Limited, the Company’s Hong Kong branch share registrar and transfer office
“Independent Third Party(ies)”	the independent third party(ies) who is/are, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, independent of the Company and its connected person(s)
“INED(s)”	the independent non-executive Director(s)
“Independent Auditor”	the independent auditor of the Company
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2023 AGM to the Directors to allot, issue and deal with additional Shares during the relevant period not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“Kevon”	Kevon Sdn. Bhd., a company incorporated in Malaysia with limited liability on 21 June 2004, and an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	20 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	13 May 2020, the date on which the issued Shares were initially listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2023 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate

DEFINITIONS

“Ritamix”	Ritamix Sdn. Bhd., a company incorporated in Malaysia with limited liability on 29 May 2007, and an indirect wholly-owned subsidiary of the Company
“RM”	Malaysian Ringgit, the lawful currency of Malaysia
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC as amended, supplemented or otherwise modified from time to time
“Year”	the year ended 31 December 2022
“%”	per cent

LETTER FROM THE BOARD

Ritamix Global Limited

利特米有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1936)

Executive Directors:

Dato'Sri Lee Haw Yih
(Chairman and chief executive officer)
Datin Sri Yaw Sook Kean

Non-executive Director:

Mr. Lee Haw Shyang

Independent non-executive Directors:

Ms. Ng Siok Hui
Mr. Lim Chee Hoong
Mr. Lim Heng Choon

Registered office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters:

No. 7, Jalan TP 7
UEP Industrial Park
40400 Shah Alam
Selangor Darul Ehsan
Malaysia

*Principal place of business
in Hong Kong:*

Room 1910, 19/F, C C Wu Building
302-308 Hennessy Road
Wan Chai, Hong Kong

Malaysia, 27 April 2023

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF INDEPENDENT AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose at the 2023 AGM resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include the Shares repurchased under the Repurchase Mandate; (iii) the re-election of the retiring Directors; and (iv) the re-appointment of the Independent Auditor.

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the 2023 AGM and to provide you with the information regarding the above resolutions to be proposed at the 2023 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to the AGM held on 20 June 2022 will lapse at the conclusion of the 2023 AGM, an ordinary resolution will be proposed at the 2023 AGM to grant the Issue Mandate to the Directors. Based on 472,000,000 Shares in issue as at the Latest Practicable Date and assuming that there will be no change in the number of issued Shares after the Latest Practicable Date and up to the date of the 2023 AGM, the Directors will be authorised to allot, issue and deal with up to a maximum of 94,400,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2023 AGM. The Issue Mandate will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares pursuant to the AGM held on 20 June 2022 will lapse at the conclusion of the 2023 AGM, an ordinary resolution will be proposed at the 2023 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 472,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2023 AGM, the Company will be allowed to repurchase a maximum of 47,200,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under Rule 10.06(1)(b) of the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2023 AGM to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two executive Directors, namely Dato’ Sri Lee Haw Yih and Datin Sri Yaw Sook Kean; one non-executive Director, namely Mr. Lee Haw Shyang; and three INEDs, namely Ms. Ng Siok Hui, Mr. Lim Chee Hoong and Mr. Lim Heng Choon.

Pursuant to Article 108(a) of the Articles of Association, at each AGM, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Accordingly, Datin Sri Yaw Sook Kean (“**Datin Sri Yaw**”) and Ms. Ng Siok Hui (“**Ms. Ng**”) shall retire as executive Director and INED, respectively (collectively, the “**Retiring Director(s)**”) at the 2023 AGM and, being eligible, will offer themselves for re-election at the 2023 AGM.

The Nomination Committee had assessed and reviewed Ms. Ng’s written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that Ms. Ng remains independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors during the Year with reference to the nomination principles and criteria set out in the board diversity policy and the nomination policy of the Company and found their performance satisfactory. The Nomination Committee also considered that experience, skills and other perspectives of the Retiring Directors as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the 2023 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2023 AGM. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

The biographical details of each of the Retiring Directors to be re-elected at the 2023 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

LETTER FROM THE BOARD

RE-APPOINTMENT OF THE INDEPENDENT AUDITOR

Mazars PLT will retire as the Independent Auditor at the 2023 AGM and, being eligible, offer itself for re-appointment. The Board (which agreed with the view of the Audit Committee) recommended that, subject to the approval of the Shareholders at the 2023 AGM, Mazars PLT be re-appointed as the Independent Auditor for the year ending 31 December 2023. Details of the re-appointment of the Independent Auditor are set out in the resolution numbered 4 set out in the notice of the 2023 AGM.

2023 AGM

The Company will convene the 2023 AGM at No. 7, Jalan TP 7, UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia (facilitated by electronic means) on Monday, 19 June 2023 at 2:30 p.m., at which the resolutions set out the notice of 2023 AGM will be proposed and, if thought fit, approving by poll by the Shareholders of the Issue Mandate. The notice convening the 2023 AGM is set out on pages 19 to 24 of this circular.

The Company will conduct the 2023 AGM by way of a physical meeting and facilitated by electronic means. The 2023 AGM will be broadcast from No. 7, Jalan TP 7, UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia.

A form of proxy for use in connection with the 2023 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ritamix-global.com). Whether or not you are able to attend the 2023 AGM, you are requested to read carefully this circular and complete the enclosed proxy form and signed it in accordance with the instructions printed thereon and deposited the same, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's headquarters in Malaysia at No. 7, Jalan TP 7, UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia or the Hong Kong Branch Share Registrar at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof if you so wish. If the Shareholder attends and votes at the 2023 AGM, the instrument appointing the proxy will be deemed to have been revoked.

LETTER FROM THE BOARD

PARTICIPATION IN THE 2023 AGM ELECTRONICALLY

Shareholders may participate in the 2023 AGM by:

1. observing and listening to the 2023 AGM proceedings via live audio-visual webcast, where pre-registration is needed by sending an email by 2:30 p.m. on Friday, 16 June 2023 (which is 72 hours before the 2023 AGM) to howard@gladron.com for pre-registration. Shareholders should note that the link to join the 2023 AGM will be sent out to the pre-registered Shareholders by 3:00 p.m. on Sunday, 18 June 2023 via email;
2. submitting questions by 2:30 p.m. on Friday, 16 June 2023 (which is 72 hours before the 2023 AGM) by email to howard@gladron.com; and
3. appointing the chairman of the 2023 AGM as proxy to attend, speak and vote on their behalf at the 2023 AGM.

The Board will address the pre-submitted questions (if considered by the chairman of the 2023 AGM, at his absolute discretion, to be relevant to the proposed resolutions to be proposed at the 2023 AGM) and will post the replies to these questions by way of an announcement made thereafter on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ritamix-global.com).

Key dates/deadlines of the registration process for participation in the 2023 AGM electronically

Key dates

Actions

From now till 2:30 p.m. on Friday, 16 June 2023 (which is 72 hours before the 2023 AGM)

Members may pre-register by sending an email to howard@gladron.com for their attendance at the live audio-visual webcast of the 2023 AGM proceedings.

All emails received will be followed up with an acknowledgement email from the Company.

From Wednesday, 14 June 2023 to Monday, 19 June 2023 (both days inclusive)

Closure of the register of members of the Company for determining the entitlement of the Shareholders to attend the 2023 AGM.

On or before 2:30 p.m. on Saturday, 17 June 2023

Duly completed and signed proxy forms to be received by the Company or the Hong Kong Branch Share Registrar.

By 2:30 p.m. on Friday, 16 June 2023 (which is 72 hours before the 2023 AGM)

Deadline for the Shareholders to submit questions in advance by email to howard@gladron.com.

LETTER FROM THE BOARD

Key dates

Actions

By 3:00 p.m. on Sunday, 18 June 2023

Following the verification by the Hong Kong Branch Share Registrar:

- Shareholders, whose status as shareholders of the Company are authenticated, will receive a confirmation email containing the link to access the live audio-visual webcast of the 2023 AGM proceedings.
- Shareholders, whose status as shareholders of the Company cannot be authenticated, will be rejected and will not be allowed to attend the 2023 AGM proceedings electronically. The Company will send an email informing them of this.

2:30 p.m. on Monday, 19 June 2023

Click on the link in the confirmation email to access the live audio-visual webcast of the 2023 AGM proceedings.

If the Shareholders at any stage of the registration process do not receive an email from the Company by the above deadlines, they should either contact the Company at +603-5191-8989 or by email to howard@gladron.com.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the 2023 AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; (iii) the re-election of the Retiring Directors; and (iv) the re-appointment of the independent auditor of the Company as set out in the notice of the 2023 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2023 AGM as set out in the notice of the 2023 AGM on pages 19 to 24 of this circular.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Ritamix Global Limited
Dato'Sri Lee Haw Yih
Chairman and Executive Director

The following are the biographical details of the Directors who will retire as required by the Articles of Association and the Listing Rules and are proposed to be re-elected at the 2023 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the following Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of the Listing Rules.

EXECUTIVE DIRECTOR

Datin Sri Yaw Sook Kean

Datin Sri Yaw Sook Kean, aged 52, was appointed as a Director on 29 October 2018 and was re-designated as an executive Director on 18 December 2018. She is primarily responsible for the strategic planning and overall financial management of our Group. She is the spouse of Dato' Sri Lee Haw Yih and sister-in-law of Mr. Lee Haw Shyang.

Datin Sri Yaw has over 20 years of experience in the animal feed additives products industry. From July 1993 to March 1994, she worked in Accredited Leasing Corporation Sdn. Bhd., a company engaging in leasing business, as an accounts assistant. From January 1995 to May 1996, she worked in L & M Prestressing Specialist Sdn. Bhd. which engaged in the business of prestressing and post-tensioning of buildings and civil engineering structures as a senior account clerk. She worked in MacFood Services (M) Sdn. Bhd., a producer and supplier of meat and poultry products to restaurants, as an account supervisor in June 1996. In November 1998, Datin Sri Yaw joined our Group and started serving as the financial controller of Gladron Chemicals. Since June 2004 and May 2007, Datin Sri Yaw has been serving as a director in Kevon and Ritamix, respectively.

Datin Sri Yaw completed the senior middle three education from the Chung Hua High School in Seremban, Malaysia in October 1989. She became a member of the Association of Chartered Certified Accountants in May 1999. She became a member of the Malaysian Institute of Accountants in November 2001.

Datin Sri Yaw has entered into a service agreement with the Company for initial fixed term of three years commencing from the Listing Date. The term of service shall be renewed and extended automatically by three years on the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto giving at least three months' written notice of non-renewal before the expiry of the then existing term. Datin Sri Yaw is entitled to a basic annual remuneration (excluding payment pursuant to any discretionary benefit or bonus or other fringe benefits) of RM338,400, which was determined by the Board by reference to her responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

Save as disclosed herein, Datin Sri Yaw did not hold in the past three years any directorships in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Datin Sri Yaw was interested in 337,500,000 Shares. Dato'Sri Lee Haw Yih, Mr. Lee Haw Hann, Mr. Lee Haw Shyang and Datin Sri Yaw are parties (the "**Parties**") acting in concert (having the meaning as ascribed thereto in the Takeovers Code) pursuant to the confirmation and undertaking dated 26 January 2019 and entered into among the Parties. As such, the Parties together control 337,500,000 Shares, representing 71.5% of the entire issued share capital of the Company.

INED

Ms. Ng Siok Hui

Ms. Ng Siok Hui, aged 54, was appointed as INED on 8 April 2021. She is the chairperson of Remuneration Committee and a member of Audit Committee and the Nomination Committee.

Ms. Ng has over 20 years of experience in the legal industry. From January 1996 to April 1997, she worked in Khaw & Hussein, a law firm in Malaysia, as a legal assistant. From April 1997 to May 1999, she worked in Ng Yook Woon Andrew T C Saw & Co., a law firm in Malaysia, as a legal assistant. Ms. Ng joined Mak, Ng & Lim, a law firm in Malaysia, in 1999 and her current position is partner.

Ms. Ng obtained her bachelor's degree in laws in July 1992 from University of Leicester, United Kingdom. She was admitted as a member of the Malaysian Bar in December 1995.

Ms. Ng has entered into an appointment letter with the Company for initial fixed term of one year commencing from the Listing Date. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, unless terminated by either party thereto giving at least three months' written notice of non-renewal before the expiry of the then existing term. Ms. Ng is entitled to a basic annual remuneration (excluding payment pursuant to any discretionary benefit or bonus or other fringe benefits) of RM60,000, which was determined by the Board by reference to her responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

Save as disclosed herein, Ms. Ng did not hold in the past three years any directorship in other public listed companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Ms. Ng did not have any interests in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, each of the Retiring Directors confirms with respect to her that as at the Latest Practicable Date: she (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO. which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the 2023 AGM for approving the Repurchase Mandate.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed share repurchase on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by a specific approval.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 472,000,000 issued Shares in one class. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and up to the date of the 2023 AGM of passing such resolution, the Directors will be authorised to repurchase up to a maximum of 47,200,000 Shares, representing 10% of the total number of issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

4. REASONS FOR REPURCHASE

The Directors presently have no intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole. The number of the Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining, subject to the restrictions under the Listing Rules.

5. FUNDING OF REPURCHASE

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Listing Rules and the applicable laws.

The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange in effect from time to time.

Subject to the foregoing, any repurchase of the Shares by the Company may be made out of profits of the Company, out of share premium, or out of the proceeds of a fresh issue of the Shares made for the purpose of the repurchase or, subject to the Companies Act, out of capital. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be out of profits of the Company, out of the Company's share premium account before or at the time the Shares are repurchased, or subject to the Companies Act, out of capital.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

The Directors consider that an exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2022, being the date of its latest published audited consolidated financial statements. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Traded price per Share (HK\$)	
	Highest	Lowest
2022		
April	0.83	0.76
May	0.85	0.76
June	0.78	0.63
July	0.78	0.62
August	0.73	0.60
September	0.96	0.58
October	0.95	0.76
November	0.84	0.77
December	0.92	0.76
2023		
January	1.11	0.88
February	1.23	1.04
March	1.07	0.96
April (up to and the Latest Practicable Date)	1.21	0.90

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors nor to the best of their knowledge having made all reasonable enquiries, their close associates, has any present intention to sell to the Company any of the Shares in the event that the proposed resolution for the Repurchase Mandate is approved at the 2023 AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations. The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

10. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders were interested in 5% or more of the number of issued Shares:

Name of Shareholder	Capacity	Number of Shares held ⁽¹⁾	Percentage of total number of Shares	Approximate percentage of total number of Shares (assuming the Repurchase Mandate is exercised in full)
Garry-Worth Investment Limited	Beneficial owner	337,500,000 (L)	71.5%	79.4%
Dato'Sri Lee Haw Yih ^(2 and 3)	Interest in controlled corporation/interest held jointly with others	337,500,000 (L)	71.5%	79.4%
Mr. Lee Haw Shyang ⁽³⁾	Interest held jointly with others	337,500,000 (L)	71.5%	79.4%
Datin Sri Yaw Sook Kean ⁽³⁾	Interest held jointly with others	337,500,000 (L)	71.5%	79.4%
Mr. Lee Haw Hann ⁽³⁾	Interest held jointly with others	337,500,000 (L)	71.5%	79.4%
Ms. Lim Ee Min ⁽⁴⁾	Interest of spouse	337,500,000 (L)	71.5%	79.4%
Ms. Yee Mei Loon ⁽⁵⁾	Interest of spouse	337,500,000 (L)	71.5%	79.4%
Warrants Capital Ltd ⁽⁶⁾	Beneficial owner	27,482,000 (L)	5.8%	6.5%
Mr. Voon Sze Lin ⁽⁶⁾	Interest in controlled corporation	27,482,000 (L)	5.8%	6.5%

Notes:

- (1) The letter "L" denotes the person's long position in the relevant Shares.
- (2) Garry-Worth Investment Limited ("**Garry-Worth**") is the beneficial owner of 337,500,000 Shares. Garry-Worth Investment Limited is owned as to 53.37% by Dato'Sri Lee Haw Yih, 20.17% by Mr. Lee Haw Shyang, 20.17% by Mr. Lee Haw Hann and 6.29% by Datin Sri Yaw Sook Kean. Under the SFO, Dato'Sri Lee Haw Yih is deemed to be interested in the same number of the Shares held by Garry-Worth Investment Limited.

- (3) Dato'Sri Lee Haw Yih, Mr. Lee Haw Hann, Mr. Lee Haw Shyang and Datin Sri Yaw Sook Kean are parties acting in concert (having the meaning as ascribed thereto in the Takeovers Code) pursuant to the confirmation and undertaking dated 26 January 2019 and entered into among the Parties. As such, the Parties together control 337,500,000 Shares, representing 71.5% of the entire issued share capital of the Company.
- (4) Ms. Lim Ee Min, the spouse of Mr. Lee Haw Shyang, is deemed under the SFO to be interested in the same number of the Shares in which Mr. Lee Haw Shyang is interested in.
- (5) Ms. Yee Mei Loon, the spouse of Mr. Lee Haw Hann, is deemed under the SFO to be interested in the same number of the Shares in which Mr. Lee Haw Hann is interested in.
- (6) Warrants Capital Ltd ("**Warrants Capital**") is the beneficial owner of 27,482,000 Shares. Warrants Capital is owned as to 100% by Mr. Voon Sze Lin. By virtue of the SFO, Mr. Voon Sze Lin is deemed to be interested in the same number of Shares held by Warrants Capital.

As at the Latest Practicable Date, to the best of the knowledge of the Directors having made all reasonable enquiries, Dato'Sri Lee Haw Yih, Mr. Lee Haw Shyang, Mr. Lee Haw Hann and Datin Sri Yaw Sook Kean beneficially held 337,500,000 Shares or approximately 71.5% of the issued share capital of the Company, through Garry-Worth. In the event that the Directors exercise in full the power to repurchase Shares which was proposed to be granted pursuant to Repurchase Mandate, the interests in the Company of each of Dato'Sri Lee Haw Yih, Mr. Lee Haw Shyang, Mr. Lee Haw Hann and Datin Sri Yaw Sook Kean and Garry-Worth would be increased to approximately 79.4% of the issued share capital of the Company. However, such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Nevertheless, the Directors will not effect repurchase to an extent which would result in the Company failing to comply with Rule 8.08 of the Listing Rules which requires a public float of 25%. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchase pursuant to the Repurchase Mandate.

11. SHARE REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING

Ritamix Global Limited

利特米有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1936)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of Ritamix Global Limited (the “**Company**” and the “**2023 AGM**”, respectively) will be held at No. 7, Jalan TP 7, UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia (facilitated by electronic means) on Monday, 19 June 2023 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022 and the respective reports of the Company’s directors (the “**Director(s)**”) and independent auditor.
2. (i) To re-elect Datin Sri Yaw Sook Kean as an executive Director;
(ii) To re-elect Ms. Ng Siok Hui as an independent non-executive Director;
3. To authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2023 (“**FY 2023**”);
4. To re-appoint Mazars PLT as the independent auditor of the Company’s financial statements for FY 2023 and authorise the Board to fix its remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options or securities for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed the aggregate of 20% of the total number of the Shares in issue as at the date of the passing of this resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any other applicable laws; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory, outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under The Codes on Takeovers and Mergers and Share Buy-backs issued by the Commission be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required to be held by the articles of association of the Company or any other applicable laws; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening the annual general meeting of the Company (the “**Notice**”), the authority granted to the directors of the Company pursuant to resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares of the Company (the “**Shares**”) repurchased pursuant to the authority granted pursuant to Resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this Resolution.”

Yours faithfully,
For and on behalf of the Board
Ritamix Global Limited
Dato’Sri Lee Haw Yih
Chairman and Executive Director

Malaysia, 27 April 2023

Registered office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters:

No. 7, Jalan TP 7
UEP Industrial Park
40400 Shah Alam
Selangor Darul Ehsan
Malaysia

Principal place of business in Hong Kong:

Room 1910, 19/F, C C Wu Building
302–308 Hennessy Road
Wan Chai, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The Company will conduct the 2023 AGM by way of a physical meeting and the 2023 AGM will be facilitated by electronic means. The 2023 AGM will be broadcast from No. 7, Jalan TP 7, UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia.

Shareholders may participate in the 2023 AGM by (i) observing and listening to the 2023 AGM proceedings via live audio-visual webcast, where pre-registration is needed by sending an email by 2:30 p.m. on Friday, 16 June 2023 (which is 72 hours before the 2023 AGM) to howard@gladron.com for pre-registration. Shareholders should note that the link to join the 2023 AGM will be sent out to the pre-registered Shareholders by 3:00 p.m. on Sunday, 18 June 2023 via email; (ii) submitting questions by 2:30 p.m. on Friday, 16 June 2023 (which is 72 hours before the 2023 AGM) by email to howard@gladron.com; and (iii) appointing the chairman of the 2023 AGM as proxy to attend, speak and vote on their behalf at the 2023 AGM.

2. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the 2023 AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provision of the Articles of Association. A proxy need not be a Member but must be present in person at the 2023 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be lodged with the Company at No. 7, Jalan TP 7, UEP Industrial Park, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia or the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2023 AGM or its adjourned meeting (as the case may be). Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the 2023 AGM or its adjourned meeting should he/she so wish. In such event, the form of proxy shall be deemed to be revoked.
4. For determining the entitlement of the Shareholders to attend and vote at the 2023 AGM, the register of members of the Company will be closed from Wednesday, 14 June 2023 to Monday, 19 June 2023 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the 2023 AGM, the Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 13 June 2023.
5. In relation to the proposed resolution numbered 2 above, Datin Sri Yaw Sook Kean and Ms. Ng Siok Hui will retire as Directors at the 2023 AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company’s circular dated 27 April 2023.
6. In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Company and has recommended that Mazars PLT be re-appointed as the independent auditor of the Company.
7. In relation to the proposed resolution numbered 5 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Directors have no immediate plans to issue any new Shares.

NOTICE OF ANNUAL GENERAL MEETING

8. In relation to the proposed resolution numbered 6 above, the Directors wish to state that currently, they have no present intention to repurchase any Shares and will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote for or against the proposed resolution as required by the Listing Rules is set out in Appendix II to the Company's circular dated 27 April 2023.
9. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll except where the chairman of the 2023 AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
10. Where there are joint holders of any Share, any one of such joint holders may vote at the 2023 AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the 2023 AGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
11. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises Dato'Sri Lee Haw Yih as the chairman and executive Director; Datin Sri Yaw Sook Kean as executive Director; Mr. Lee Haw Shyang as non-executive Director; and Ms. Ng Siok Hui, Mr. Lim Chee Hoong and Mr. Lim Heng Choon as INEDs.