

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting ("15th AGM" or "Meeting") of DGB Asia Berhad ("DGB" or "the Company") will be held on a fully virtual and entirely via remote participation and electronic voting via online meeting platform at <https://rebrand.ly/DGB-AGM> provided by Mlabs Research Sdn. Bhd. from the Main Venue at Level 10, Menara Lien Hoe, No. 8, Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 23 June 2022 at 2.30 p.m. or at any adjournment thereof, to transact the following businesses:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note 1
Ordinary Resolution 1
- To approve the payment of Directors' fees and benefits of up to RM1,000,000 for the period from 24 June 2022 until the next Annual General Meeting of the Company.
Ordinary Resolution 1
- To re-elect the following Directors who retire by rotation pursuant to Clause 85 of the Company's Constitution:-
 - Mr. Tan Sik Eek
Ordinary Resolution 2
 - Dato' Kua Khai Shyuan
Ordinary Resolution 3
- To re-elect Mr. Chen Chee Peng who retire pursuant to Clause 91 of the Company's Constitution.
Ordinary Resolution 4
- To re-appoint ChengCo PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
Ordinary Resolution 5

As Special Business

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

- GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
Ordinary Resolution 6

"THAT subject always to the Constitution of the Company, the Companies Act 2016 ("Act"), the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given or at the expiring of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier."

- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**
Ordinary Resolution 7

"THAT authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.3(i) of the Circular to Shareholders dated 29 April 2022 in relation to the Proposed Renewal of Existing Shareholders' Mandate which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;
- the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."

- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")**
Ordinary Resolution 8

"THAT authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.3(ii) of the Circular to Shareholders dated 29 April 2022 in relation to the Proposed New Shareholders' Mandate which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;
- the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**
Special Resolution

"THAT the proposed amendments to the Constitution of the Company as set out in the "Appendix A", be approved for adoption with immediate effect AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company."

- To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)
Company Secretary

Date: 29 April 2022
Petaling Jaya, Selangor Darul Ehsan

Notes:

- A member who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.

- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- To be valid, the instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 16 June 2022. Only members whose names appear in the General Meeting Record of Depositors as at 16 June 2022 shall be regarded as members and entitled to attend and vote at the Meeting.
- All the resolutions as set out in this Notice of Meeting will be put to vote by poll.
- The members are advised to refer to the Administrative Notes on the registration and voting process for the Meeting.
- Given the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our Meeting at short notice. Kindly check Bursa Securities' website and the Company's website at www.dgbasia.com for the latest updates on the status of the Meeting.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2021**

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

- Item 2 of the Agenda – Directors' Fees and Benefits**

The estimated Directors' fees and benefits proposed for the financial year ending 31 December 2022 are calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate the payment of Directors' fees and benefits for the period from 24 June 2022 until the next AGM to be held in the year 2023. In the event of the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for such shortfall.

- Items 3 and 4 of the Agenda – Re-election of Directors**

Clause 85 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not a multiple of three, then the number nearest to one-third (1/3) shall retire by rotation at an AGM of the Company and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Hence, two (2) of six (6) Directors of the Company are to retire in accordance with Clause 85 of the Company's Constitution.

Clause 91 of the Company's Constitution provides that any Director appointed either to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next AGM, and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

Mr. Tan Sik Eek and Dato' Kua Khai Shyuan who were appointed to the Board on 18 June 2018 and 18 November 2013 respectively, will retire in accordance with Clause 85 of the Company's Constitution whereas Mr. Chen Chee Peng who was appointed on 16 February 2022 will retire in accordance with Clause 91 of the Company's Constitution. All of the retiring Directors being eligible, have offered themselves for re-election at the 15th AGM.

The Board has endorsed the Nomination and Remuneration Committee's recommendation to seek for shareholders' approval to re-elect the aforementioned retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The said retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the retiring Directors are provided in the Directors' Profile on Pages 4 to 5 of the Company's Annual Report 2021.

- Item 6 of the Agenda – General Authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Act**

The Ordinary Resolution 6 proposed under item 6 of the Agenda, is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company (10% General Mandate) for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening at a general meeting to approve such an issue of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

The Company had at its Fourteenth AGM held on 24 June 2021 ("14th AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) at any point of time up to 31 December 2021 ("20% General Mandate"). Thereafter, the 10% General Mandate has been reinstated and will expire at the conclusion of the 15th AGM.

The Company had undertaken a private placement exercise pursuant to the general mandate granted to the Directors at the 14th AGM. As at the date of this Notice, the Company had placed out 270,321,000 new ordinary shares which raised a total proceeds of RM10,299 million.

The details of utilisation of proceeds raised from the private placement exercise were as follows:-

No	Detail of utilisation	Proposed utilisation RM'000	Actual utilisation RM'000	Balance RM'000	Time frame for utilisation
1	Upgrading of the Kimpton Da An Hotel	10,194	846	9,348	Within 24 months
2	Estimated expenses in relation to the corporate exercise	105	105	-	Immediate
	Total	10,299	1,078	9,348	

- Items 7 and 8 of the Agenda – Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate**

The Ordinary Resolution 7 and Ordinary Resolution 8 proposed under items 7 and 8 of the Agenda, if passed, will give the mandate to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue and/or trading nature in accordance with Rule 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad. The mandate, unless revoke or varied by the Company at a general meeting, will expire at the next AGM of the Company. Please refer to the Circular to shareholders dated 29 April 2022 for further details.

- Item 9 of the Agenda – Proposed Amendments to the Constitution of the Company**

The proposed amendments to the Constitution of the Company ("Proposed Amendments") under item 9 of the Agenda, are mainly to enhance administrative efficiency.

The Proposed Amendments shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.



DGB ASIA BERHAD
200601001857(721605-K)
(Incorporated in Malaysia)

APPENDIX A

PROPOSED AMENDMENTS TO THE CONSTITUTION OF DGB ASIA BERHAD (“THE COMPANY”)

This is the Appendix A referred to in item 8 of the Agenda of the Notice of Fifteenth Annual General Meeting of the Company dated 29 April 2022.

Clause No.	Existing Clause	Proposed Clause
61 <i>Meetings of members at two or more venues</i>	The meeting of its Members may be held by fully virtual or hybrid at more than one venue using any technology or method that allows the Members of the Company to participate and to exercise their rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of members subject to rules, regulations and laws prevailing. The main venue of the meeting shall be in Malaysia and subject to Clause 69, the Chairman shall be present at the main venue of the meeting. For fully virtual general meeting, the broadcast venue shall be the main venue of the meeting and all the provisions of this Constitution as to meetings of Members shall also apply to such fully virtual general meeting.	<p>(a) The meeting of its Members may be held by fully virtual or hybrid at more than one venue using any technology or method that allows the Members of the Company to participate and to exercise their rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of members subject to rules, regulations and laws prevailing.</p> <p>(b) For a hybrid general meeting, the main venue of the meeting shall be in Malaysia and subject to Clause 69, the Chairman shall be present at the main venue of the meeting.</p> <p>(c) For a fully virtual general meeting, the broadcast venue or the online meeting platform which located in Malaysia shall be recognised as the main venue of the meeting and all the provisions of this Constitution as to meetings of Members shall also apply to such fully virtual general meeting.</p> <p>(d) For a fully virtual general meeting, the main venue of the meeting shall be the broadcast venue which shall be located in Malaysia and the Chairman shall be present at the broadcast venue of the meeting; or the Uniform Resource Locator (“URL”) address of the online meeting platform or the physical address of the Registrant shall be in Malaysia and the Chairman who is present virtually at the meeting shall be deemed to be present at the main venue of the meeting.</p>

Clause No.	Existing Clause	Proposed Clause
<p>107(b)</p> <p><i>Meeting of Directors</i></p>	<p>A member of the Board may participate in a meeting of the Board by means of a telephone conference or any other audio, or audio visual, communication means which allows all persons participating in the meeting to hear and speak with each other and such Director shall be regarded for all purposes as personally attending such a meeting and shall be counted in a quorum and be entitled to vote on the resolution tabled at a meeting of the Board.</p>	<p>The meeting of the Directors may be held by fully virtual or hybrid at more than one venue using any technology or method. A member of the Board or any invitees may participate in a the meeting of the Board by means of a telephone conference, or any other audio, or audio visual, or communication means which allows all persons participating in the meeting to hear and speak with each other and such Director or person shall be regarded for all purposes as personally attending attended such a meeting and such Director shall be counted in a quorum and be entitled to vote on the resolutions tabled at a the meeting of the Board.</p>
<p>107(c)</p> <p><i>Meeting of Directors</i></p>	<p>Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting PROVIDED that at least one (1) of the Directors present at the meeting was at such place for the duration of that meeting.</p>	<p>- Deleted -</p>
<p>123(a)</p> <p><i>Participation at Committee Meeting by way of telephone and video conference</i></p>	<p>Notwithstanding any provisions to the contrary contained in this Constitution, any member of a committee may participate at a committee meeting by means of a telephone conference or any other audio, or audio visual, communication means which allows all persons participating in the meeting to hear and speak with each other and such committee member shall be regarded for all purposes as personally attending such a meeting and shall be counted in a quorum and be entitled to vote on the resolution tabled at a meeting of the committee.</p>	<p>Notwithstanding any provisions to the contrary contained in this Constitution, the committee meetings may be held by fully virtual or hybrid at more than one venue using any technology or method. any A committee member of a committee or any invitees may participate at a committee in the meeting by means of a telephone conference or any other audio, or audio visual, or communication means which allows all persons participating in the meeting to hear and speak with each other and such committee member or person shall be regarded for all purposes as personally attending attended such a meeting and such committee member shall be counted in a quorum and be entitled to vote on the resolutions tabled at a meeting of the committee meeting.</p>
<p>123(b)</p> <p><i>Participation at Committee Meeting by way of telephone and video conference</i></p>	<p>Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the committee members attending the meeting PROVIDED that at least one (1) of the members present at the meeting was at such place for the duration of that meeting.</p>	<p>- Deleted -</p>

Clause No.	Existing Clause	Proposed Clause
<p>135(a)</p> <p><i>Preparation, and circulation and publication of audited financial statements and reports of directors and auditors thereon</i></p>	<p>The Directors shall cause to be prepared, sent to every Member and laid before the Company in its annual general meeting, the audited financial statements and the reports of directors and auditors thereon in accordance to the Act. The interval between the close of a financial year of the Company and the issue of such reports shall not exceed four (4) months or such other period as may be allowed by the Act and/or the provisions in the Listing Requirements.</p>	<p>The Directors shall cause to be prepared and circulated, sent to every Member and laid before the Company in its annual general meeting, the audited financial statements and the reports of directors and auditors thereon in accordance to the Act. The interval between the close of a financial year of the Company and the issue of such reports shall not exceed four (4) months or such other period as may be allowed by the Act and/or the provisions in the Listing Requirements.</p>
<p>135(b)</p> <p><i>Preparation, and circulation and publication of audited financial statements and reports of directors and auditors thereon</i></p>	<p>A copy of each the audited financial statements and reports of directors and auditors thereon in printed form or in CD-ROM form or in such other form of electronic media or means or any combination thereof as permitted under the Act and the Listing Requirements, shall not less than twenty-one (21) days before the date of the meeting (or such shorter period as may be agreed by all Members entitled to attend and vote at the meeting), be sent to every Member of, and to every holder of debentures of the Company , the auditors of the Company and every person who is entitled to receive notices of general meeting under the provision of the Act or of this Constitution, provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware (or to the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise) and which does not appear on the Record of Depositors or the Register as the case may be, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy, free of charge on application at the Office.</p>	<p>A copy of each the audited financial statements and reports of directors and auditors thereon in printed form or in CD-ROM form or in such other form of electronic media or means or any combination thereof as permitted under the Act and the Listing Requirements, shall not less than twenty-one (21) days before the date of the meeting (or such shorter period as may be agreed by all Members entitled to attend and vote at the meeting), be sent or circulated to every Member of the Company, and to every holder of debentures of the Company , the auditors of the Company and every person who is entitled to receive notices of general meeting under the provision of the Act or of this Constitution, provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware (or to the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise) and which does not appear on the Record of Depositors or the Register as the case may be, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy, free of charge on application at the Office.</p>



DGB ASIA BERHAD
200601001857 (721605-K)
(Incorporated in Malaysia)

ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL FIFTEENTH ANNUAL GENERAL MEETING (“15TH AGM” OR “MEETING”) OF DGB ASIA BERHAD (“DGB” OR “THE COMPANY”)

Meeting Day and Date : Thursday, 23 June 2022
Time : 2:30 p.m.
Main Venue : Level 10, Menara Lien Hoe, No. 8, Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan

The 15th AGM will be held on a fully virtual and entirely via remote participation and electronic voting via an online meeting platform at <https://rebrand.ly/DGB-AGM> operated by Mlabs Research Sdn. Bhd.

MODE OF MEETING

In line with the Government’s directive and the revised Guidance Note and Frequently Asked Questions (FAQs) on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 (“SC Guidance”), the 15th AGM of the Company will be conducted on a **fully virtual basis and entirely via remote participation and electronic voting**.

REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 15th AGM using the RPV facilities operated by Mlabs Research Sdn Bhd (“Mlabs”) via <https://rebrand.ly/DGB-AGM>.


A shareholder who has appointed a proxy or attorney or authorised representative to participate at this 15th AGM via RPV facilities must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at <https://rebrand.ly/DGB-AGM> operated by Mlabs.

As the 15th AGM will be held as a fully virtual meeting, shareholders who are unable to participate in this 15th AGM via RPV facilities may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the proxy form.

PROCEDURES FOR THE RPV

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate remotely in the 15th AGM using the RPV facilities are advised to follow the requirements and procedures as indicated below:-

Procedures	Action
Before the 15th AGM	
1. Register as participant in DGB Virtual 15 th AGM	<ul style="list-style-type: none">Using your computer, access the website at https://rebrand.ly/DGB-AGM. Click on the Register link to register for the 15th AGM session.

Procedures		Action
Before the 15th AGM		
		<ul style="list-style-type: none"> Using your computer, access the website at https://rebrand.ly/DGB-AGM. Click on the Register link to register for the 15th AGM session. If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details to register for the 15th AGM session. Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android, and iOS). Refer to the tutorial guide posted on the same page for assistance.
2.	Submit your online registration	<ul style="list-style-type: none"> All the Shareholders are required to register prior to the meeting. Registration for the 15th AGM is open from 2.30 p.m. on Friday, 29 April 2022 till 2.30 p.m. on Wednesday, 22 June 2022. Clicking on the link in item 1 will redirect you to the 15th AGM event page. Click on the Register link for the online registration form. Complete your particulars in the registration page. Your name MUST match your CDS account name. Kindly fill in the CDS account number and indicate the number of shares you hold. If you have more than one CDS account, please state the CDS account number and indicate the number of shares held separately with a comma (,). Read and agree to the Terms & Conditions and confirm the Declarations. Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected. System will send an email to notify that your registration for remote participation is received and pending verification. After verification of your registration against the General Meeting Record of Depositors of the Company (“ROD”) as at 16 June 2022 the system will send you an email to notify you if your registration is approved or rejected after 16 June 2022. If your registration is rejected, you can contact ShareWorks Sdn. Bhd. for clarifications or to appeal.
On the day of 15th AGM		
3.	Attending DGB Virtual 15 th AGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. First is one day before the 15th AGM day, while the 2nd will be sent 1 hour before the 15th AGM session. Click Join Event in the reminder email to participate in the RPV. Please ensure you have downloaded and installed Cisco WebEx Meetings application before attending the Virtual 15th AGM.
4.	Participating with live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied to later through your registered email. The session will be recorded. Please note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
5.	Online Remote Voting	<ul style="list-style-type: none"> The Chairman will announce the commencement of the Voting session and the duration allowed at the 15th AGM. The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given time frame. Click on the Submit button when you have completed. Votes cannot be changed once it is submitted.

Procedures		Action
Before the 15th AGM		
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the 15 th AGM, the live session will end.

RECORD OF DEPOSITORS

Only a depositor name appears on the ROD as at **16 June 2022**. shall be entitled to attend, speak and vote at the 15th AGM or appoint proxy(ies)/corporate representative(s) attorney(s) to attend and/or vote on his/her behalf.

INDIVIDUAL SHAREHOLDERS

Individual shareholders are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the 15th AGM. Please refer to the details as set out above for information.

If an individual member is unable to attend the 15th AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

CORPORATE MEMBERS

Corporate members (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the 15th AGM using the RPV Facilities. Corporate members who wish to participate and vote remotely at the 15th AGM must contact ShareWorks Sdn. Bhd. with the details set out below for assistance and will be required to provide the following documents to the Company no later than Tuesday, 21 June 2022 at 2.30 p.m. :-

- i. Certificate of appointment of its Corporate Representative or Proxy Form under the seal of the corporation;
- ii. Copy of the Corporate Representative's or proxy's MyKad (front and back)/Passport; and
- iii. Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks Sdn. Bhd. or the Company will respond to your remote participation request.

If a Corporate member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the 15th AGM, it is encouraged to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

NOMINEE COMPANY MEMBERS

The beneficiaries of the shares under a Nominee Company's CDS account ("Nominee Company member(s)") are also strongly advised to participate and vote remotely at the 15th AGM using RPV Facilities. Nominee Company members who wish to participate and vote remotely at the 15th AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the 15th AGM. Nominee Company must contact ShareWorks Sdn. Bhd. with the details set out below for assistance and will be required to provide the following documents to the Company no later than Tuesday, 21 June 2022 at 2.30 p.m. :-

- i. Proxy Form under the seal of the Nominee Company;
- ii. Copy of the proxy's MyKad (front and back)/Passport; and
- iii. Proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks Sdn. Bhd. or the Company will respond to your remote participation request.

If a Nominee Company member is unable to attend the 15th AGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and to indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

If a shareholder is unable to attend the 15th AGM, he/she may appoint a proxy or the Chairman of the meeting as his/her proxy and to indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

REVOCATION OF PROXY

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the 15th AGM and subsequently decides to personally participate in the 15th AGM via RPV Platform, the Shareholder must contact ShareWorks Sdn. Bhd. to revoke the appointment of his/her proxy no later than Tuesday, 21 June 2022 at 2.30 p.m.

POLL VOTING

The voting at the 15th AGM will be conducted by poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”). The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and Sharepolls Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the 15th AGM and on Bursa Securities’ website at www.bursamalaysia.com.

RECORDING/PHOTOGRAPHY

By participating at the 15th AGM, you agree that no part of the 15th AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronic, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

ENQUIRY

If you have any enquiry prior to the Meeting, please contact the following persons during office hours (from 9:00 a.m. to 5:30 p.m. (Monday to Friday except public holidays):-

For Registration, logging in and system related:	For Proxy and other matters:
Name: Ms Eris / Mr Bryan / Mr Hong Telephone No.: +603-7688 1013 Email: vgm@mlabs.com	Name: Mr Chan Wai Kien & Mr Fong Wee Liam Telephone No.: +603-6201 1120 Email: ir@shareworks.com.my