

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has only perused through this Circular in respect of the Proposed New Shareholders' Mandate For Recurrent Related Party Transactions of A Revenue and/or Trading Nature on a limited review basis pursuant to the Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities, before the issuance of this Circular.

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**DGB ASIA BERHAD**

Registration No. 200601001857 (721605-K)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF  
EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS'  
MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE  
AND/OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

The ordinary resolutions in respect of Proposed Shareholders' Mandate will be tabled as Special Businesses at the Eighteenth Annual General Meeting ("18<sup>th</sup> AGM") of DGB Asia Berhad ("DGB" or "the Company") which will be held at the Main Venue at Level 4.1, Menara Lien Hoe, No. 8, Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan and virtual basis through live streaming and online remote participation and voting facilities at <https://rebrand.ly/DGB-AGM> operated by InsHub Sdn. Bhd. on Tuesday, 24 June 2025 at 11:00 a.m. or at any adjournment thereof.

The Notice of the 18<sup>th</sup> AGM together with the Proxy Form, Administrative Notes, and this Circular are available at the Company's website at [www.dgbasia.com](http://www.dgbasia.com) or Bursa Securities' website at <https://www.bursamalaysia.com/>. Please follow the procedures provided in the Administrative Notes for the 18<sup>th</sup> AGM for the registration and voting process for the 18<sup>th</sup> AGM.

If you are unable to attend/participate in the 18<sup>th</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) 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 or via email at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than forty-eight (48) hours before the time for holding the 18<sup>th</sup> AGM or adjourned meeting as the case may be.

Last date and time for lodging the Proxy Form : Sunday, 22 June 2025 at 11:00 a.m.

Day, date and time of the 18<sup>th</sup> AGM : Tuesday, 24 June 2025 at 11:00 a.m. or at any adjournment thereof

## DEFINITIONS

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

“Act”	: The Companies Act 2016 as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Annual Report 2024”	: Annual Report of DGB issued for the FYE 2024
“ARMC”	: Audit and Risk Management Committee of DGB
“Board”	: Board of Directors of DGB
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Circular”	: This circular dated 30 April 2025 to the shareholders of the Company in relation to the Proposals
“DGB” or “Company”	: DGB Asia Berhad [Registration No. 200601001857 (721605-K)]
“DGB Group” or “Group”	: DGB, its subsidiaries, and all future subsidiaries which are acquired/incorporated by DGB Group before the next AGM of DGB
“Director(s)”	: A director has the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the respective RRPTs were agreed upon, a director of the Company or any other company which is a subsidiary or holding company of the Company, or a chief executive officer of the Company or its subsidiary or holding company
“FYE”	: Financial year ended 31 December
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
“LPD”	: 25 April 2025, being the latest practicable date prior to the printing of this Circular
“Major Shareholder”	: A person who has an interest or interests in one or more of the voting shares in the Company and the number or aggregate number of those shares, is: <ul style="list-style-type: none"> <li>(a) 10% or more of the total number of voting shares in the Company; or</li> <li>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.</li> </ul>

For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act

For the purposes of the Proposed Shareholders’ Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company, or any other corporation which is its subsidiary or holding company

“Person(s) Connected”	: In relation to a Director or a Major Shareholder (collectively referred to as the “said Person”), means such a person who falls under any one of the following categories:- <ul style="list-style-type: none"> <li>(a) A family member of the said Person, which means such person who falls within any one of the following categories:-               <ul style="list-style-type: none"> <li>(i) spouse;</li> <li>(ii) parent;</li> <li>(iii) child including an adopted child and step-child;</li> <li>(iv) brother or sister; and</li> <li>(v) spouse of the person referred to in items (iii) and (iv) above</li> </ul> </li> <li>(b) A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or a family member of the said Person is the sole beneficiary;</li> <li>(c) A partner of the said Person, which means such person who falls within any one of the following categories:-               <ul style="list-style-type: none"> <li>(i) a person with whom the said Person, is in or proposes to enter into partnership with. “Partnership” for this purpose refers to a “partnership” as defined in Section 3 of the Partnership Act 1961 or “limited liability partnership” as defined in Section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or</li> <li>(ii) a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not.</li> </ul> </li> </ul>
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## DEFINITIONS (CONTINUED)

	(d) A person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
	(e) A person, or whether the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under obligation, whether formal or informal, to act;
	(f) A body corporate in which the said Person or person connected with the said Person is entitled to exercise or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
	(g) A body corporate which is a related corporation of the said Person.
“Proposals” or “Proposed Shareholders’ Mandate”	: Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate for RRPTs
“Proposed New Shareholders’ Mandate”	: Proposed new shareholders’ mandate for DGB Group to enter into the RRPTs as set out in this Circular
“Proposed Renewal of Existing Shareholders’ Mandate”	: Proposed renewal of the existing shareholders’ mandate for DGB Group to enter into the RRPTs as set out in this Circular
“Related Party(ies)”	: A Director, Major Shareholder or Person Connected with such Director or Major Shareholder; and “Related Parties” shall be construed accordingly
“RRPT(s)”	: Recurrent related party transaction(s) which is/are recurrent, of a revenue and/or trading nature and which is/are necessary for the day-to-day operations of the DGB Group within the ordinary course of business of the DGB Group
“RM”	: Ringgit Malaysia and sen respectively
“Shares”	: Ordinary share(s) in DGB
“XOX Group”	: XOX Bhd [Registration No. 201001016682 (900384-X)], its subsidiaries and all future subsidiaries which are acquired/incorporated by XOX Group before the next AGM of XOX Bhd
NetX Group	: NetX Holdings Berhad [Registration No. 200001030834 (533441-W)], its subsidiaries and all future subsidiaries which are acquired/incorporated by NetX Group before the next AGM of NetX Holdings Berhad
MIabs Group	: MIabs Systems Berhad [Registration No. 200401014724 (653227-V)], its subsidiaries and all future subsidiaries which are acquired/incorporated by MIabs Group before the next AGM of MIabs Systems Berhad
Fintec Group	: Fintec Global Berhad [Registration No. 200701016619 (774628-U)], its subsidiaries and all future subsidiaries which are acquired/incorporated by Fintec Group before the next AGM of Fintec Global Berhad
Seacera Group	: Seacera Group Berhad [Registration No. 198701005080 (163751-H)], its subsidiaries and all future subsidiaries which are acquired/incorporated by Seacera Group before the next AGM of Seacera Group Berhad

All references to “we”, “us”, “our” and “ourselves” are to DGB or DGB Group. All references to “you” in this Circular are to the shareholders of DGB.

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust).

Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated.

Any reference to any statute is a reference to that statute as for the time being amended or re-enacted.

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## DGB ASIA BERHAD

Registration No. 200601001857 (721605-K)  
(Incorporated in Malaysia)

### Registered Office:

Third Floor, No. 77, 79 & 81  
Jalan SS 21/60  
Damansara Utama  
47400 Petaling Jaya  
Selangor Darul Ehsan

30 April 2025

### Board of Directors

Nicholas Wong Yew Khid	(Executive Director)
Ong Tee Kein	(Independent Non-Executive Director)
Ho Jien Shiung	(Non-Independent Non-Executive Director)
Chen Chee Peng	(Independent Non-Executive Director)
Lim May Sim	(Independent Non-Executive Director)

### To: The Shareholders of DGB

Dear Sir/Madam,

### PROPOSED SHAREHOLDERS' MANDATE

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#### 1. INTRODUCTION

At the 17<sup>th</sup> AGM of the Company held on 27 June 2024, the Company had sought and obtained from its shareholders the general mandate for DGB Group to enter into the RRPTs of a revenue and/or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for DGB Group's day-to-day operations. The existing authority shall lapse at the conclusion of the forthcoming 18<sup>th</sup> AGM, unless authority for its renewal is obtained from the shareholders at the forthcoming AGM.

On 21 April 2025, the Board announced to Bursa Securities that the Company intends to seek the shareholders' approval in respect of the Proposed Shareholders' Mandate at the forthcoming 18<sup>th</sup> AGM.

The purpose of this Circular is to provide you with the relevant details and information on the Proposed Shareholders' Mandate and to seek your approval on the ordinary resolutions pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 18<sup>th</sup> AGM of the Company. The notice of the 18<sup>th</sup> AGM together with the Proxy Form is enclosed in the Annual Report 2024, the extract of which is enclosed with this Circular

**SHAREHOLDERS OF DGB ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING 18<sup>th</sup> AGM OF THE COMPANY.**

## 2. PROPOSED SHAREHOLDERS' MANDATE

### 2.1 Details of the Proposed Shareholders' Mandate

The Company is an investment holding company. As at LPD, the principal activities of its subsidiaries are as follows:

- (i) Business as retailers of all kinds of products through various channels such as brick and mortar stores, online platforms, direct sales, door-to-door sales persons, vending machines and others;
- (ii) Business of vending machines and other related activities, renting and leasing of other machinery, equipment and tangible goods and advertising activities through vending machines;
- (iii) Investment in and operation of a hotel;
- (iv) Investment holding;
- (v) Property and investment holding; and
- (vi) Business of operating and managing restaurants.

The Company anticipates that the companies within the Group would, in the ordinary course of business, enter into certain RRPTs with the Related Parties. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Pursuant to Rule 10.09(2) of the Listing Requirements, a listed issuer may seek a shareholders' mandate in respect of RRPT which are necessary for its day-to-day operations subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value of the RRPT is equal to or more than the prescribed threshold prescribed in Rule 10.09(1) of the Listing Requirements;
- (c) the issuance of a circular to shareholders by the listed corporation, which includes the information as may be prescribed by Bursa Securities, together with a checklist showing compliance with such information when submitting the circular to Bursa Securities;
- (d) in a meeting to obtain shareholders' mandate, the relevant Related Parties must comply with the requirements set out in Rule 10.08(7) of the Listing Requirements;
- (e) the listed corporation immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed corporation, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

In this regard, the Board proposes to seek shareholders' mandate for DGB Group to enter into arrangements or transactions with the Related Parties, details of which are set out in Section 2.3 below, which are necessary for the day-to-day operations of DGB Group and are based on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

If approved, the Proposed Shareholders' Mandate shall be valid for the period described in Section 2.5 below.

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## 2. PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

### 2.2 Principal activities of DGB Group

The Company is an investment holding company. As at LPD, the principal activities of its subsidiaries are as follows:

Name of subsidiaries	Effective equity interest (%)	Principal activities
<b>Direct</b>		
DGB Networks Sdn. Bhd.	100	Investment holding
DGB Properties Sdn. Bhd.	100	Property and investment holding
DGB Asia Capital Sdn. Bhd.	100	Investment holding
CLI Investment Limited	87.20	Investment in and operation of a hotel
<b>Subsidiaries of DGB Networks Sdn. Bhd.</b>		
Spacedx Sdn. Bhd.	55	Business of vending machines and other related activities, renting and leasing of other machinery, equipment and tangible goods and advertising activities through vending machines
DGB Express Sdn. Bhd.	100	Business as retailers of all kinds of products through various channels such as brick and mortar stores, online platforms, direct sales, door-to-door sales persons, vending machines and others
<b>Subsidiary of DGB Asia Capital Sdn. Bhd.</b>		
DGB Asia Capital Limited	100	Investment holding
<b>Subsidiary of CLI Investment Limited</b>		
Finch Global (BVI) Limited	100	Business of operating and managing restaurants

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## 2. PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

### 2.3 Related Party and Nature of RRPT contemplated

In the normal course of DGB Group's businesses, transactions of a revenue and/or trading nature between company(ies) in DGB Group and the Related Party(ies) are likely to occur and are necessary for its day-to-day operations.

Transactions contemplated for which the Proposed Shareholders' Mandate (based on DGB Group's structure as at LPD) is sought are set out below:

#### (i) Proposed Renewal of Existing Shareholders' Mandate

Transacting company	Related Party	Nature of Transactions	Interested Directors/ Major Shareholders/ persons connected to Directors or Major Shareholders	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 April 2024 (RM)	Actual Value Transacted from Last AGM up to LPD (RM)	Estimated aggregate value during validity period of the mandate^ (RM)*
DGB Group	XOX Group	Sale of vending machines by DGB Group	XOX Bhd is a major shareholder of DGB with a shareholding of 10.07%.  Mr. Tan Sik Eek is the Director of the subsidiaries of DGB and Executive Director of XOX Bhd.  He is also a shareholder of DGB with a shareholding of 0.03%.	15,000,000	-	10,000,000
		Provision of vending machine maintenance and support, subscription package and other products or related services by DGB Group		500,000	6,900	500,000
		Provision of advertising services by DGB Group		1,000,000	-	1,000,000
		Sales of Fast-Moving Consumer Goods ("FMCG") products such as foods and beverages and other non-edible products by DGB Group		May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement	-	1,000,000
		Provision of networks or mobile networks subscription to DGB Group		300,000	1,919	300,000
		Provision of advertising services to DGB Group		May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement	-	1,000,000



## 2. PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

### 2.3 Related Party and Nature of RRPT contemplated (Cont'd)

#### (i) Proposed Renewal of Existing Shareholders' Mandate (Cont'd)

Transacting company	Related Party	Nature of Transactions	Interested Directors/ Major Shareholders/ persons connected to Directors or Major Shareholders	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 April 2024 (RM)	Actual Value Transacted from Last AGM up to LPD (RM)	Estimated aggregate value during validity period of the mandate <sup>^</sup> (RM)*
DGB Group	NetX Group	Provision of advertising services by DGB Group	Mr. Tan Sik Eek is the Director of the subsidiaries of DGB and a shareholder of NetX Holdings Berhad and DGB with a shareholding of 4.27% and 0.03% respectively.	3,000,000	-	3,000,000
		Provision of vending machine maintenance and support services and subscription package by DGB Group		300,000	2,700	300,000
		Sales of Fast-Moving Consumer Goods ("FMCG") products such as foods and beverages and other non-edible products by DGB Group		May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement	-	1,000,000
		Provision of turnkey solutions on network infrastructure, security management, system design, system integration and installation including supply of related hardware and provision of related software and hardware maintenance and support services to DGB Group		3,000,000	-	3,000,000
		Provision of celebration events planning and gifting services to DGB Group		300,000	-	300,000
		Provision of management services such as property management services, legal services or any shared services to DGB Group		300,000	7,624	300,000

## 2. PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

### 2.3 Related Party and Nature of RRPT contemplated (Cont'd)

#### (i) Proposed Renewal of Existing Shareholders' Mandate (Cont'd)

Transacting company	Related Party	Nature of Transactions	Interested Directors/ Major Shareholders/ persons connected to Directors or Major Shareholders	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 April 2024 (RM)	Actual Value Transacted from Last AGM up to LPD (RM)	Estimated aggregate value during validity period of the mandate <sup>^</sup> (RM)*
DGB Group	NetX Group	Provision of merchant services, payment solutions, mobile payment software, mobile payment terminal and maintenance and support services to DGB Group	Mr. Tan Sik Eek is the Director of the subsidiaries of DGB and a shareholder of NetX Holdings Berhad and DGB with a shareholding of 4.27% and 0.03% respectively.	500,000	324,500	500,000
DGB Group	Mlabs Group	Provision of advertising service by DGB Group	Mr. Tan Sik Eek is the Director of the subsidiaries of DGB and a shareholder of Mlabs Systems Berhad and DGB with a shareholding of 0.05% and 0.03% respectively.	May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement	-	1,000,000
		Provision of vending machine maintenance and support services and subscription package by DGB Group		300,000	9,100	300,000
		Sales of FMCG products such as foods and beverages and other non-edible products by DGB Group		May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement	1,754	1,000,000
		Provision of turnkey solutions on network infrastructure, security management, system design, system integration and installation including supply of related hardware and provision of related software and hardware maintenance and support services to DGB Group		May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement #	-	3,000,000

## 2. PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

### 2.3 Related Party and Nature of RRPT contemplated (Cont'd)

#### (i) Proposed Renewal of Existing Shareholders' Mandate (Cont'd)

Transacting company	Related Party	Nature of Transactions	Interested Directors/ Major Shareholders/ persons connected to Directors or Major Shareholders	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 April 2024 (RM)	Actual Value Transacted from Last AGM up to LPD (RM)	Estimated aggregate value during validity period of the mandate <sup>^</sup> (RM)*
DGB Group	Mlabs Group	Provision of software development and maintenance, website maintenance, cloud related services, video conferencing services and support services to DGB Group	Mr. Tan Sik Eek is the Director of the subsidiaries of DGB and a shareholder of Mlabs Systems Berhad and DGB with a shareholding of 0.05% and 0.03% respectively.	300,000	31,170	300,000
		Provision of meeting or events planning to DGB Group		300,000	3,437	300,000
		Provision of advertising services to DGB Group		1,000,000	-	1,000,000
		Provision of advisory services for trading of Precious Metal using Mlabs digital commodities trading platform ("Catch Markets") to DGB Group		May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement	-	1,000,000
		Sale of any kind of product over the internet; wholesale of household appliances, computer hardware, software and peripherals to DGB Group		300,000	-	300,000
DGB Group	Fintec Group	Provision of advertising services by DGB Group	Mr. Tan Sik Eek is the Director of the subsidiaries of DGB and a shareholder of Fintec Global Berhad and DGB with a shareholding of 0.01% and 0.03% respectively.	May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement	-	1,000,000
		Provision of vending machine maintenance and support services and subscription package by DGB Group		300,000	3,600	300,000

## 2. PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

### 2.3 Related Party and Nature of RRPT contemplated (Cont'd)

#### (i) Proposed Renewal of Existing Shareholders' Mandate (Cont'd)

Transacting company	Related Party	Nature of Transactions	Interested Directors/ Major Shareholders/ persons connected to Directors or Major Shareholders	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 April 2024 (RM)	Actual Value Transacted from Last AGM up to LPD (RM)	Estimated aggregate value during validity period of the mandate <sup>^</sup> (RM)*
DGB Group	Fintec Group	Sales of FMCG products such as foods and beverages and other non-edible products by DGB Group	Mr. Tan Sik Eek is the Director of the subsidiaries of DGB and a shareholder of Fintec Global Berhad and DGB with a shareholding of 0.01% and 0.03% respectively.	May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement	-	1,000,000
		Sales of glove products to DGB		1,000,000	-	1,000,000
DGB Group	Seacera Group	Provision of advertising services by DGB Group	Mr. Nicholas Wong Yew Khid is the Independent Non-Executive Director and shareholder of Seacera Group Berhad with a shareholding of 3.22%.  He is also the Executive Director and shareholder of DGB with a shareholding of 0.004%.	May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement	-	1,000,000
		Provision of vending machine maintenance and support services and subscription package by DGB Group		May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement	-	300,000
		Sales of FMCG products such as foods and beverages and other non-edible products by DGB Group		May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement	-	1,000,000
		Provision of renovation services and its support services to DGB Group		May exceed 5% of the percentage ratio pursuant to Rule 10.02 of the Listing Requirement	2,393	3,000,000
		Sales of glove products to DGB Group		3,000,000	-	1,000,000

## 2. PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

### 2.3 Related Party and Nature of RRPT contemplated (Cont'd)

#### (ii) Proposed New Shareholders' Mandate

Transacting company	Related Party	Nature of transactions	Estimated aggregate value during the validity period of the mandate <sup>^</sup> (RM)*	Actual value transacted from the date of the first transaction up to the LPD** (RM)	Interested Directors/ Major Shareholders/ persons connected to Directors or Major Shareholders
DGB Group	XOX Group	Provision of hotel services by DGB Group	500,000	-	Mr. Tan Sik Eek is the Director of the subsidiaries of DGB and Executive Director of XOX Bhd.  He is also a shareholder of DGB with a shareholding of 0.03%.
		Leasing of premises by DGB Group <sup>®</sup>	500,000	-	
	NetX Group	Provision of hotel services by DGB Group	500,000	-	Mr. Tan Sik Eek is the Director of the subsidiaries of DGB and a shareholder of NetX Holdings Berhad and DGB with a shareholding of 4.27% and 0.03% respectively.
		Leasing of premises by DGB Group <sup>®</sup>	500,000	-	
	Mlabs Group	Provision of hotel services by DGB Group	500,000	-	Mr. Tan Sik Eek is the Director of the subsidiaries of DGB and a shareholder of Mlabs Systems Berhad and DGB with a shareholding of 0.05% and 0.03% respectively.
		Leasing of premises by DGB Group <sup>(1)</sup>	500,000	32,894	
	Fintec Group	Provision of hotel services by DGB Group	500,000	-	Mr. Tan Sik Eek is the Director of the subsidiaries of DGB and a shareholder of Fintec Global Berhad and DGB with a shareholding of 0.01% and 0.03% respectively.
		Leasing of premises by DGB Group <sup>®</sup>	500,000	-	
		Provision of management services such as property management services, legal services or any shared services to DGB Group	500,000	10,354	Mr. Nicholas Wong Yew Khid is the Independent Non-Executive Director and shareholder of Seacera Group Berhad with a shareholding of 3.22%.  He is also the Executive Director and shareholder of DGB with a shareholding of 0.004%.
		Provision of hotel services by DGB Group	500,000	-	
		Leasing of premises by DGB Group <sup>@</sup>	500,000	-	

## 2. PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

### 2.3 Related Party and Nature of RRPT contemplated (Cont'd)

Notes:-

- <sup>^</sup> The validity period of the Proposed Shareholders' Mandate is from the forthcoming 18<sup>th</sup> AGM to the next AGM.
- <sup>\*</sup> The estimated values are calculated based on the historical data and best estimates by the management. Accordingly, the actual value of the transaction may vary from the estimated value disclosed above and is subject to changes.
- <sup>\*\*</sup> The percentage ratio for the transaction(s) from the date of the first transaction up to the date of the forthcoming 18<sup>th</sup> AGM is less than 5%.
- <sup>@</sup> As at LPD, the Company has yet to identify the types, locations and size of the properties to be rented by DGB Group. DGB Group has no immediate plan to rent or lease any additional properties from Related Parties. Any decisions regarding additional properties will be made in accordance with evolving business needs. However, should there be future arrangements for renting or leasing properties, all rental payments shall be payable on a pro-rated monthly basis based on the prevailing market value.

(1) The details of the property are as follows:-

Related Party	Postal Address	Purpose/ Existing Use	Built-up area (Sq ft)	Period of tenancy	Monthly rental	Frequency of payment
Mlabs Group	6, Jalan 25/70A, Desa Sri Hartamas, 50480 Kuala Lumpur	Office Premises	1,610	1 July 2024 to 30 June 2027	RM 2,800	Monthly

### 2.4 Basis of estimates

The abovementioned estimated values in respect of each transaction referred to above are based on prevailing prices obtained from the Related Parties which are reasonable market-competitive prices and are derived based on the normal level of transactions to be entered into by the Group for the period up to the conclusion of the next AGM. The estimated amounts are further based on the assumption that the current level of operations will continue and all external conditions remain constant. Due to the nature of the transactions, the actual value of transactions may vary from the estimated value disclosed above.

### 2.5 Validity period of the Proposed Shareholders' Mandate

The authority from the shareholders of DGB to undertake the Proposed Shareholders' Mandate, if granted, shall be effective upon the passing of the ordinary resolutions at the forthcoming 18<sup>th</sup> AGM and shall continue to be in force until:-

- (i) the conclusion of the next AGM of DGB following the general meeting at which the ordinary resolutions for the Proposed Shareholders' Mandate were passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM of DGB after the date 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
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.

## 2. PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

### 2.6 Review procedures for the RRPT

DGB has internal control systems to ensure that the RRPT are undertaken on an arm's length basis and on normal commercial terms consistent with the DGB's usual business practices and policies, which are no more favourable to the interested parties than those extended to third parties/public and are not detrimental to the interest of the minority shareholders. The management of DGB will ensure that the RRPT with interested parties will only be transacted at the prevailing market rates/prices for the services or products on the usual commercial terms, or otherwise in accordance with applicable industry norms, after taking into account the pricing, the level of services, quality of products and other related factors.

The following methods and procedures have been implemented by DGB Group to ensure proper identification and reporting of RRPT and to ensure that RRPT contemplated under the Proposed Shareholders' Mandate are undertaken on transaction prices and terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders:

- (i) Any tender, quotation or contract received from or proposed to be entered with a Related Party will be reviewed by the senior management who will ascertain if it is an approved RRPT. Such tender, quotation or contract will not be approved unless the terms offered to the Group are comparable with those offered by other unrelated parties for the same or substantially similar type of transactions. The transactions with a Related Party will only be entered into after taking into account the pricing, quality, deliverables, level of service and other related facts including competitors' prices of similar products and services in the open market;
- (ii) All transactions entered into pursuant to the Proposed Shareholders' Mandate will be tabled to the ARMC for review on a quarterly basis. In its review of such transactions, the ARMC may, as it deems fit, request for additional information pertaining to the transactions from independent sources;
- (iii) Records will be maintained by the Company to capture all RRPT entered into pursuant to the Proposed Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (iv) The ARMC has and shall continuously review the adequacy and appropriateness of the procedures, as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate;
- (v) The pricing for services and products to be provided/supplied and/or received is determined based on the Group's business practices and policies to ensure that prices and terms and conditions are based on competitive prices of similar products and services in the open market;
- (vi) Where practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for substantially similar products or services and/or quantities will be used as a comparison to determine whether the price and terms offered to/by the Related Party are fair and reasonable and comparable to those offered to/by other unrelated third parties, for the same or substantially similar type of products/services and/or quantities; and
- (vii) In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the ARMC shall review the transaction price based on the usual business practices of the Group to ensure that the RRPT are not detrimental to the Company and the Group.

### 2.7 Threshold for approval of RRPT

The threshold for approval of RRPT within DGB Group is as follows:

- (i) The RRPT which is below RM1.0 million in value for each transaction is subject to the approval of any one of the Executive Directors of the Company.
- (ii) The RRPT which is RM1.0 million and above or 1% of any percentage ratios shall be reviewed and approved by the ARMC and the Board before the transaction is entered into.

### 2.8 Statement by the ARMC

The procedures and processes of RRPT as set out in the sections above are and will be reviewed annually by the ARMC. The ARMC of the Company is of the view that the Group has in place adequate procedures and processes to monitor, track and identify the RRPT in a timely and orderly manner.

The ARMC has also reviewed the RRPT and is of the opinion that the review procedures in Section 2.6 above are sufficient to ensure that the RRPT are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

## 2. PROPOSED SHAREHOLDERS' MANDATE (CONT'D)

### 2.9 Disclosure in the annual report

Disclosure will be made in our Annual Report on the breakdown of the aggregate value of the RRPTs made during the financial year, among others, based on the following information:-

- (i) The types of RRPTs made; and
- (ii) The names of the Related Parties involved in each type of the RRPT and their relationship with our Group.

### 2.10 Rationale for and benefits of the Proposed Shareholders' Mandate

The rationale for and benefits of the Proposed Shareholders' Mandate to the Group are as follows:

- (i) the Proposed Shareholders' Mandate will empower the Group to enter into transactions with the Related Parties which are necessary in the day-to-day operations of the Group, undertaken at arm's length, and on normal commercial terms which are not more favourable to the Related Parties than those generally made available to the public and are not detrimental to the minority shareholders;
- (ii) the Proposed Shareholders' Mandate will eliminate the need for convening of general meetings on an ad hoc basis and hence will reduce substantially the administrative time, inconvenience and expenses associated therewith; and
- (iii) the RRPT entered into by the Group are intended to meet business needs at the best possible terms and to allow the Group to tap into the expertise of the Related Parties which will be of benefit to all the companies within the Group.

### 2.11 Effects of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate will not have any effect on the issued share capital, dividends and shareholdings of DGB and will not have any material effects on the net assets, gearing and earnings of DGB Group.

## 3. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of DGB's shareholders to be obtained at the forthcoming 18<sup>th</sup> AGM of the Company

## 4. DETAILS OF THE SUMS DUE AND OWING BY THE RELATED PARTIES

There was no amount due and owing to DGB Group by Related Parties pursuant to RRPT which has exceeded the credit term. As such, the disclosures as required under Paragraphs 16A and 16B in Annexure GN8-A of the Listing Requirements are not applicable.

## 5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

The details of the Interested Major Shareholders and Directors together with their respective shareholdings in DGB as at the LPD are as follows:

Name	Direct		Indirect	
	No. of shares	% <sup>#</sup>	No. of shares	% <sup>#</sup>
<b>Interested Major Shareholders</b>				
XOX (Hong Kong) Limited	25,600,000	10.07	-	-
XOX Berhad <sup>(1)</sup>	-	-	25,600,000	10.07
<b>Interested Director</b>				
Mr. Nicholas Wong Yew Khid	10,000	-*	-	-

Notes:

\* Negligible

<sup>#</sup> Based on the number of issued shares of 254,243,279 Shares as at LPD.

<sup>(1)</sup> Deemed interested by virtue of its shareholdings in XOX (Hong Kong) Limited pursuant to Section 8 of the Act.



## 5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM (CONT'D)

As at LPD, Mr. Nicholas Wong Yew Khid, the Executive Director of the Company, holds 10,000 ordinary shares, representing a shareholding of 0.004% direct shareholding in DGB. He has no indirect interest in DGB. Mr. Tan Sik Eek, the Director of the subsidiaries of DGB, holds 70,000 ordinary shares, representing a shareholding of 0.03% direct shareholding in DGB. He does not have any indirect interest in DGB.

Mr. Nicholas Wong Yew Khid and Mr. Tan Sik Eek (the Director of the subsidiaries of DGB), the Interested Directors, had abstained and/or will continue to abstain from all Board deliberations and voting on the resolutions pertaining to the Proposed Shareholders' Mandate.

Accordingly, the above Interested Directors and Interested Major Shareholders will abstain from deliberation and voting in respect of their direct and indirect shareholdings on the resolutions pertaining to the Proposed Shareholders' Mandate at the forthcoming 18<sup>th</sup> AGM of the Company. Further, the Interested Directors and Interested Major Shareholders have undertaken to ensure that persons connected to them will abstain from deliberation and voting in respect of their direct and/or indirect shareholdings on the resolutions pertaining to the Proposed Shareholders' Mandate at the forthcoming 18<sup>th</sup> AGM.

Save as disclosed above, none of the other Directors and/or major shareholders of the Company and/or persons connected with them have any interest, direct or indirect, in the Proposed Shareholders' Mandate.

## 6. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Director of the Company as set out in Section 5 of this Circular), having considered all aspects of the Proposed Shareholders' Mandate, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Group.

Accordingly, the Board (save for the Interested Director of the Company in Section 5 of this Circular), recommends that you vote in favour of the Ordinary Resolutions pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 18<sup>th</sup> AGM of the Company.

## 7. 18<sup>TH</sup> AGM OF DGB

The Notice of 18<sup>th</sup> AGM, which is enclosed in this Circular, can be downloaded from the Company's website at [www.dgbasia.com](http://www.dgbasia.com). The 18<sup>th</sup> AGM will be held at the Main Venue at Level 4.1, Menara Lien Hoe, No. 8, Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan and virtual basis through live streaming and online remote participation and voting facilities at <https://rebrand.ly/DGB-AGM> operated by InsHub Sdn. Bhd. on the date and time indicated below or at any adjournment thereof for the purpose of considering and, if thought fit, passing the Ordinary Resolutions pertaining to the Proposed Shareholders' Mandate as described therein.

Day, date and time of the 18 <sup>th</sup> AGM :	Thursday, 24 June 2025 and 11.00 a.m. or at any adjournment thereof
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If you are unable to attend/participate in the 18<sup>th</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) 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 as the case may be.

Shareholders are advised to refer to the Administrative Notes on the registration and voting process for the 18<sup>th</sup> AGM of DGB.

## 8. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I of this circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**DGB ASIA BERHAD**

**ONG TEE KEIN**  
Independent Non-Executive Director

**FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors of DGB who collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no other fact, the omission of which would make any statement herein misleading.

**2. MATERIAL CONTRACTS**

As at LPD, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by DGB and/or its subsidiaries within the two (2) years preceding the date of this Circular.

**3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at the LPD, DGB Group is not engaged in any other material litigation, claims or arbitration, either as a plaintiff or defendant, which may have a material effect on the financial position or the business of DGB Group, and the Board is not aware of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of DGB Group.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents are available for inspection at the registered office of the Company at Third Floor, No. 77, 79 and 81, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, during normal business hours (except for Public Holidays) from the date of this Circular up to and including the date of the 18<sup>th</sup> AGM:

- (a) Constitution of the Company; and
- (b) Audited consolidated financial statements of the Company for the financial year ended 31 December 2023 and 31 December 2024.

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EXTRACT OF NOTICE OF 18<sup>TH</sup> AGM OF DGB**ORDINARY RESOLUTION 7****PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

"THAT authority be and is hereby given in line with Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related party(ies) as set out in Section 2.3(i) of the Circular to Shareholders dated 30 April 2025 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:

- (i) the conclusion of the next Annual General Meeting ("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;
- (ii) 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 Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) 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."

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## EXTRACT OF NOTICE OF 18<sup>TH</sup> AGM OF DGB

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### ORDINARY RESOLUTION 8

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

"THAT authority be and is hereby given in line with Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related party(ies) as set out in Section 2.3(ii) of the Circular to Shareholders dated 30 April 2025 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:

- (i) the conclusion of the next Annual General Meeting ("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;
- (ii) 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 Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) 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."

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