

# DPS RESOURCES BERHAD

(Company No. 630878-X)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of the Company will be held at the Conference Room, Lot 76, Kawasan Perindustrian Bukit Rambai, Bukit Rambai, 75250 Melaka on Monday, 27 August 2018 at 11.00 a.m. for the following purposes:

### AGENDA

#### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of the Directors and the Auditors thereon. (Please refer to explanatory Note 1)
2. To approve the payment of Directors' fees and benefits of up to RM56,700 from 1 April 2018 until the conclusion of the next Annual General Meeting of the Company. (Resolution 1)
3. To re-elect the following Directors who retire by rotation in accordance with Article 83 of the Company's Articles of Association:
  - (a) Datuk Sri (Dr) Sow Chin Chuan (Resolution 2)
  - (b) Mr. Edward Sow Yuen Seng (Resolution 3)
4. To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)

#### AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without any modification, the following Resolutions:

#### ORDINARY RESOLUTIONS

5. **Retention of Independent Non-Executive Director pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017**

“THAT Datuk Wira Haji Jaafar Bin Haji Lajis who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve years be and is hereby retained as an Independent Non-Executive Director of the Company pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017.” (Resolution 5)
6. **Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised to allot shares in the capital of the Company from time to time, at such price and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting.” (Resolution 6)

7. **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, ("Bursa Securities"), approval be and is hereby be given to the Company and/or its subsidiaries ("DPS Group") to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in Section 2.5 of the Circular to Shareholders dated 31 July 2018 which are necessary for the DPS Group's day-to-day operations.

AND THAT the aforesaid recurrent transactions of a revenue or trading nature are subject to the following:

- (i) 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 and not to the detriment of minority shareholders; and
- (ii) disclosure of the aggregate value of recurrent transactions conducted pursuant to the Proposed Shareholders' Mandate will be disclosed in the Annual Report for the said financial year AND THAT such approval shall continue to be in force until:
  - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at the meeting the authority is renewed; or
  - (b) the expiration of the period within which the next AGM of the Company subsequent to the date it is required 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
  - (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is earlier.

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things including executing such documents as may be required as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

(Resolution 7)

**SPECIAL RESOLUTION**

8. **Proposed Adoption of New Constitution of the Company ("Proposed Adoption")**

"THAT approval be and is hereby given to adopt the new Constitution of the Company as set out in Appendix II of the Circular to Shareholders dated 31 July 2018 accompanying the Company's Annual Report 2018 in place of the existing Memorandum and Articles of Association of the Company with immediate effect and that the Directors and the Secretary of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption"

(Resolution 8)

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

By Order of the Board,

Lim Li Fang (MAICSA 7012923)  
Company Secretary

Melaka,

Date: 31 July 2018

**Notes:**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
2. Where a member appoints two or more proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
3. Where a Member of the Company is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
4. Where a Member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the registered office of the Company at 50-1, 52-1 & 54-1, Jalan BPM 2, Taman Bukit Piatu Mutiara, 75150 Melaka not less than 48 hours before the time for holding the meeting or any adjournment thereof.
7. Depositors who appear in the Record of Depositors as at 20 August 2018 shall be regarded as Member of the Company entitled to attend the Fifteenth Annual General Meeting or appoint a proxy to attend and vote on his behalf.

**Explanatory Notes:**

Audited Financial Statements for the financial year ended 31 March 2018.

Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the audited financial statements. Hence, this Agenda will not be put forward for voting.

**Resolution 5**

Retention as Independent Non-Executive Director pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017

The Independent Non-Executive Director of the Company, Datuk Wira Haji Jaafar Bin Haji Lajis was appointed on 18 December 2003 and therefore, he has served the Board for a cumulative term of more than twelve (12) years. The Board of Directors of the Company through the Nomination Committee, after having assessed the independence of Datuk Wira Haji Jaafar Bin Haji Lajis, regards him to be independent based amongst others, the following justifications and recommends that Datuk Wira Haji Jaafar Bin Haji Lajis be retained as Independent Director of the Company subject to the approval from the shareholders of the Company through a two-tier voting process as described in Practice 4.2 of the Malaysian Code on Corporate Governance 2017:

- (a) he has fulfilled the criteria under the definition of Independent Director as set out under Paragraph 1.01 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and thus, he would be able to function as check and balance and bring an element of objectivity to the Board of Directors.
- (b) he was able to exercise independent judgement and act in the best interests of the Company.
- (c) he does not has any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies.

#### Resolution 6

##### Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Resolution 6 which is an Ordinary Resolution, if passed, will grant a renewed general mandate (Renewed Mandate) and give the Directors of the Company authority to allot shares of the Company up to an amount not exceeding in total 10% of the issued share capital of the Company 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 a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Renewed Mandate will provide flexibility to the Company for 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(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Fourteenth Annual General Meeting. The Company did not issue any share pursuant to the Mandate granted thereat because there was no investment, acquisition or working capital that required fund raising activity.

#### Resolution 7

##### Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Resolution 7 which is an Ordinary Resolution, if passed, will allow the Company and/or its subsidiaries to enter into recurrent transactions of a revenue or trading nature with those related parties as specified in Section 2.5 of the Circular to Shareholders dated 31 July 2018, which is sent out together with the Company's Annual Report 2018. The mandates shall continue to be in force until the date of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the Company in a general meeting and is subject to annual renewal.

#### Resolution 8

##### Proposed Adoption of New Constitution of the Company

The proposed Special Resolution 8, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Malaysia ("Listing Requirements"), to enhance administrative efficiency. The Proposed Adoption is set out in Appendix II of the Circular to Shareholders dated 31 July 2018 accompanying the Company's Annual Report for the financial year ended 31 March 2018.