

NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of DGB Asia Berhad ("DGB" or "the Company") will be held fully virtual and entirely via remote participation and voting at the Broadcast Venue at Level 18, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 30 June 2020 at 2.30 p.m. or at any adjournment thereof to transact the following businesses:-

A G E N D A

- As Ordinary Business**
- To receive the Audited Financial Statements for the financial period ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
 - To approve the payment of Directors' fees and benefits of RM371,000 for the financial period from 1 October 2018 to 31 December 2019. *(Ordinary Resolution 1)*
 - To approve the payment of Directors' fees and benefits of up to RM390,000 for the financial year ending 31 December 2020. *(Ordinary Resolution 2)*
 - To re-elect the following directors who retire by rotation in accordance with Clause 85 of the Company's Constitution:- *(Ordinary Resolution 3)*
 - Dato' Kua Khai Shyuan *(Ordinary Resolution 4)*
 - Mr. Ho Jien Shiung *(Ordinary Resolution 5)*
 - To re-elect Dato' Seri Abdul Azim Bin Mohd Zabidi as Director who retires in accordance with Clause 91 of the Company's Constitution. *(Ordinary Resolution 6)*
 - To re-appoint Jamal, Amin & Partners 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 6)*

- 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 7)*
 "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 twenty per centum (20%) 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 AGM."
 - PROPOSED AMENDMENTS TO THE COMPANY'S CONSTITUTION** *Special Resolution*
 "THAT the proposed amendments to the Company's Constitution as set out in the "Appendix A" annexed to the Company's Annual Report for the financial period ended 31 December 2019, be and are hereby 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
 Petaling Jaya, Selangor Darul Ehsan
 5 June 2020

- Notes:**
- A member of the Company who is entitled to attend, participate, speak and vote at the Thirteenth Annual General Meeting ("Meeting" or "13th AGM") shall be entitled to appoint more than one (1) proxy to attend, participate, speak 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 member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
 - 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.
 - The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. If the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
 - To be valid, the instrument appointing a proxy must be deposited at the Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur 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 24 June 2020. Only members whose names appear in the General Meeting Record of Depositors as at 24 June 2020 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
 - All the resolutions set out in this Notice of Meeting will be put to vote by poll.
 - The Meeting will be conducted on fully virtual at the Broadcast Venue, members are advised to refer to the Administrative Guide on the registration and voting process for the Meeting.
 - In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 13th AGM at short notice. Kindly check Bursa Securities's and Company's website at www.dgbasea.com for the latest updates on the status of the said meeting.

- EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS**
- Item 1 of the Agenda – Audited Financial Statements for the financial period ended 31 December 2019**
 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 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 2020 are calculated based on the current Board size and number of schedule Board and Committee meetings to be held. This resolution is to facilitate the payment of Directors' fee and benefit on current financial year basis. 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 the shortfall.
 - Item 7 of the Agenda – General Authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**
 The Company had at its Twelfth AGM held on 27 February 2019 ("12th 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 10% of the total number of issued shares of the Company (excluding treasury shares) at any point of time ("10% General Mandate"). This 10% General Mandate will expire at the conclusion of this AGM.
 As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 27 February 2019 which will lapse at the conclusion of the 13th AGM.
 The Ordinary Resolution 7 proposed under item 7 of the Agenda, is to seek a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to issue and allot ordinary shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company at any point of time ("20% General Mandate"). This 20% General Mandate, unless revoked or varied at general meeting, will expire at the next AGM.
 In view of the extraordinary challenges caused by the COVID-19 pandemic, Bursa Securities had on 16 April 2020 introduced this 20% General Mandate as an interim relief measure to allow a listed issuer to seek a higher general mandate under Rule 6.04 of the Listing Requirements of Bursa Securities of not more than twenty per centum (20%) of the total number of issued shares (excluding treasury shares) for issue of new securities.
The Board of Directors' Statement
 The Board is of the opinion that in the face of unprecedented challenges brought by the COVID-19, this 20% General Mandate is the most appropriate avenue of fund raising at this juncture. This 20% General Mandate will enable the Company to raise funds expeditiously without having to incur interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow. The funds raised will be used to finance the day-to-day operational expenses, working capital for the on-going projects or future projects/investments to ensure the long-term sustainability of the Company.
 The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders.
 - Item 8 of the Agenda – Proposed Amendments to the Company's Constitution**
 The Special Resolution proposed under Item 8 of the Agenda if approved, will streamline the Company's Constitution and enhance administrative efficiency. The proposed amendments to the Constitution of the Company 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.

APPENDIX A

PROPOSED AMENDMENTS TO THE COMPANY'S CONSTITUTION
 The following existing clauses of the Company's Constitution are proposed to be amended in the following manner:

Clauses	Existing Clause	Amended Clause
61	The meeting of its Members may be held 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 the Chairman shall be present at the main venue of the meeting.	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.
80	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking the poll, which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy. Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member.	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia or by way of electronic means or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking the poll, which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy. Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member.
85	At the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third (1/3) of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office 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. A retiring Director shall retain office until the close of the meeting at which he retires.	At the first annual general meeting of the Company, all the Directors shall retire from office, and an election of Directors shall take place each year at the annual general meeting in every subsequent year where one-third (1/3) of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office 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. A retiring Director shall retain office until the close of the meeting at which he retires.
106A	New provision	The provisions of the Third Schedule of the Act shall not apply to the Company except where the same is repeated or contained in this Constitution.
149(b)	Any notice and/or documents may be served by the Company or the Secretary to the Members either in hard copy or electronic form or partly in hard copy and partly in electronic form, where a notice and/or documents served in hard copy, can either be served personally or through the post in a prepaid letter addressed to the Member at his last known registered address; or where it is served by way of electronic form, be transmitted to the last known electronic mail address of the Member; or publishing the notice and/or documents on the Company's website, provided that a notification of the publication of the notice and/or documents on the website via electronic mail has been given in accordance with the Act, stating that:	Any notice and/or documents may be served by the Company or the Secretary to the Members either in hard copy or electronic means or partly in hard copy and partly in electronic means, where a notice and/or documents served in hard copy, can either be served personally or through the post in a prepaid letter addressed to the Member at his last known registered address; or where it is served by way of electronic means (including using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner or access by the Members) be transmitted to the last known electronic mail address of the Member; or publishing the notice and/or documents on the Company's website, provided that a notification of the publication of the notice and/or documents on the website via hard copy or electronic mail or short messaging service has been given in accordance with the Act, stating that:



DGB Asia Berhad
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THIRTEENTH ANNUAL GENERAL MEETING ADMINISTRATIVE GUIDE

The COVID-19 outbreak in Malaysia and the ensuing enforcement of Movement Control Order (“MCO”) and followed by Conditional MCO as imposed by the Government, the health and safety of our members and staff are the top priority of DGB Asia Berhad (“DGB” or “the Company”). Hence, the Board of Directors of DGB has decided that the Thirteenth Annual General Meeting of the Company (“13th AGM” or “Meeting”) shall be held fully virtual and entirely via remote participation and voting using the Remote Participation and Voting (“RPV”) Facilities as set out below:-

Date	Time	Broadcast Venue
Tuesday, 30 June 2020	2:30 p.m.	Level 18, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan

The broadcast venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 whereby the Chairman will be present at the main venue of the 13th AGM and in accordance with Clause 61 of the Company’s Constitution. No shareholders from the public should be physically present nor admitted at the Broadcast Venue on Tuesday, 30 June 2020.

Instead, shareholders or their proxy(ies) who wish to attend the fully virtual 13th AGM will have to register and attend remotely. Details of the registration and RPV Facilities are set out below: -

Procedures		Action
Before the 13th AGM		
1.	Register as participant in DGB Virtual 13 th AGM	<ul style="list-style-type: none"> Using your computer, access the website at https://rebrand.ly/DGB13thAGM. Click on the Register Now button to register for the 13th 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"> Registration for the 13th AGM is open from Friday, 5 June 2020 till 3:00 p.m. on Monday, 29 June 2020. Registration is mandatory if you wish to attend the said Meeting. Clicking on the link will redirect you to the 13th AGM event page. Click on the Register button 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. 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 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 Register of Depositories (“ROD”) as at 24 June 2020, the system will send you an email to notify you if your registration is approved or rejected after 28 June 2020. If your registration is rejected, you can contact ShareWorks Sdn. Bhd. or the Company for clarifications or to appeal.



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On the day of 13th AGM		
3.	Attending DGB Virtual 13 th AGM	<ul style="list-style-type: none">• Two reminder emails will be sent to your inbox. First is one day before the 13th AGM day, while the 2nd will be sent 1 hour before the 13th AGM session.• Click Join Event in the reminder email to participate the RPV.• Please ensure you have downloaded and installed Cisco WebEx Meetings application before attending the Virtual 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 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 13th 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.
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the 13 th AGM, the live session will end.

RECORD OF DEPOSITORS

The date of Record of Depositors for the 13th AGM is 24 June 2020. As such, only members whose name appears in the Record of Depositors of DGB as at 24th June 2020 shall be entitled to attend the 13th AGM and to participate, speak and vote thereat.

INDIVIDUAL MEMBERS

Individual members are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the 13th AGM. Please refer to the details as set out above for information.

If an individual member is unable to attend the 13th AGM, he/she is encouraged to appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the Form of Proxy 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 13th AGM using the RPV Facilities. Corporate members who wish to participate and vote remotely at the 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 28 June 2020 at 2:30 p.m.: -

- i. Certificate of appointment of its Corporate Representative or Form of Proxy 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.



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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 13th AGM, it is encouraged to appoint the Chairman of the Meeting as its proxy and indicate the voting instructions in the Form of Proxy 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 13th AGM using RPV Facilities. Nominee Company members who wish to participate and vote remotely at the 13th AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the 13th 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 28 June 2020 at 2:30 p.m.: -

- i. Form of Proxy 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 13th AGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

PROXY

If a member is unable to attend the 13th AGM, he/she may appoint a proxy or the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

If an individual member has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally participate in the AGM via RPV Facilities, the individual member shall contact ShareWorks Sdn. Bhd. or the Company with the details set out below to revoke the appointment of his/her proxy no later than 28 June 2020 at 2:30 p.m.

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: Lee Zhen Han Telephone No.: + 6016-328 7852 Email: zhlee@mlabs.com	Name: Mr. Liew / Mr. Vemalan Telephone No.: + 603-6201 1120 Email: sharereg@shareworks.com.my