



DGB ASIA BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of DGB Asia Berhad (“**DGB**” or the “**Company**”) will be conducted on a fully virtual basis and entirely via remote participation and voting from the Broadcast Venue at Lot 8.1, 8th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 5 August 2020 at 2:30 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:-

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 349,916,000 NEW ORDINARY SHARES IN DGB, REPRESENTING 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF DGB, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER

“THAT subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company (“**Board**” or “**Directors**”) to allot and issue up to 349,916,000 new ordinary shares in the Company (“**DGB Shares**” or “**Shares**”) (“**Placement Shares**”) by way of private placement to independent third party investor(s) to be identified later in one or more tranches at an issue price for each tranche to be determined at a later date by the Board (“**Price-Fixing Date**”) upon such terms and conditions as disclosed in the Circular to the shareholders of the Company (“**Shareholders**”) dated 21 July 2020 (“**Circular**”) (“**Proposed Private Placement**”).

THAT the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume-weighted average market price of DGB Shares up to and including the Price-Fixing Date.

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

THAT such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

AND THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.”

By Order of the Board
DGB ASIA BERHAD

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

Petaling Jaya, Selangor Darul Ehsan
21 July 2020

Notes:

1. A member of the Company who is entitled to attend, participate, speak and vote at the EGM shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the EGM 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.
2. 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 EGM shall have the same rights as the member to speak at the EGM.
3. 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.
4. 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.
5. 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.
6. 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 EGM or adjourned meeting at which the person named in the instrument proposes to vote.
7. For the purpose of determining a member who shall be entitled to attend the EGM, 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 29 July 2020. Only members whose names appear in the General Meeting Record of Depositors as at 29 July 2020 shall be regarded as members and entitled to attend, speak and vote at the EGM.
8. The resolution set out in this Notice of Meeting will be put to vote by poll.
9. The EGM will be conducted on a fully virtual basis at the Broadcast Venue, members are advised to refer to the Administrative Notes on the registration and voting process for the EGM.
10. In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our EGM at short notice. Kindly check Bursa Securities’ and Company’s website at www.dgbasia.com for the latest updates on the status of the said meeting.



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EXTRAORDINARY GENERAL MEETING ADMINISTRATIVE NOTES

With the outbreak of COVID-19 and as part of the safety measures to curb the spread of COVID-19 pandemic, the Extraordinary General Meeting (“**EGM**”) will be conducted by way of a fully virtual meeting and online remote voting using the Remote Participation and Voting (“**RPV**”) Facilities as the safety of our members, directors, staff and other stakeholders who will attend the EGM is of paramount importance to us. With the RPV Facilities, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors (“**Board**”) and/or management of the Company) and vote at the EGM. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the EGM.

Date	Time	Broadcast Venue
5 August 2020	2:30 p.m.	Lot 8.1, 8 th Floor, 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 EGM 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 the day of the EGM.

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

Procedures	Action
Before the EGM	
1. Register as participant in DGB Virtual EGM	<ul style="list-style-type: none">Using your computer, access the website at https://rebrand.ly/DGB-EGM. Click on the Register link to register for the EGM 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 EGM is open from 2:30 p.m. on Tuesday, 21 July 2020 till 2:30 p.m. on Monday, 3 August 2020.Clicking on the link in item 1 will redirect you to the EGM 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 29 July 2020, the system will send you an email to notify you if your registration is approved or rejected after 29 July 2020.If your registration is rejected, you can contact ShareWorks Sdn. Bhd. or the Company for clarifications or to appeal.

On the day of EGM		
3.	Attending DGB Virtual EGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. First is one day before the EGM day, while the 2nd will be sent 1 hour before the EGM 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 EGM.
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 EGM. 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 EGM, the live session will end.

RECORD OF DEPOSITORS

The date of Record of Depositors for the EGM is 29 July 2020. As such, only members whose name appears in the Record of Depositors of DGB as at 29 July 2020 shall be entitled to attend the EGM 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 EGM. Please refer to the details as set out above for information.

If an individual member is unable to attend the EGM, 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 EGM using the RPV Facilities. Corporate members who wish to participate and vote remotely at the EGM 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 3 August 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.

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 EGM, it is encouraged to appoint the Chairman of the Meeting as its proxy and to 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 EGM using RPV Facilities. Nominee Company members who wish to participate and vote remotely at the EGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the EGM. 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 3 August 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 EGM, 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 Form of Proxy in accordance with the notes and instructions printed therein.

PROXY

If a member is unable to attend the EGM, he/she may appoint a proxy or the Chairman of the Meeting as his/her proxy and to 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 EGM and subsequently decides to personally participate in the EGM 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 3 August 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: Alvin Ng Telephone No.: +6011-1303 3355 Email: generalmeeting@dgbnetworks.com	Name: Mr. Fong / Mr. Vemalan Telephone No.: +603-6201 1120 Email: sharereg@shareworks.com.my