



DAYA MATERIALS BERHAD

Registration No. 200301033936 (636357-W)

Incorporated in Malaysia

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Daya Materials Berhad (“DMB” or the “Company”) will be conducted fully virtual through live streaming from the Broadcast Venue at Meeting Room TR12-R02, 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan (“Broadcast Venue”) on Wednesday, 27 January 2021 at 10.00 a.m. or at any adjournment of the EGM, for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY DAYA CMT SDN BHD (“DCMT”), A 51%-OWNED SUBSIDIARY OF DMB, OF A PARCEL OF LEASEHOLD LAND HELD UNDER PAJAKAN NEGERI 2864, LOT 8071, MUKIM 12, DISTRICT OF BARAT DAYA, STATE OF PULAU PINANG TOGETHER WITH INDUSTRIAL PREMISES COMPRISING A DOUBLE-STOREY OFFICE BUILDING WITH AN ANNEXED SINGLE-STOREY DETACHED FACTORY, A SINGLE-STOREY WAREHOUSE WITH AN ANNEXED DOUBLE-STOREY DETACHED OFFICE BUILDING AND OTHER ANCILLARY BUILDINGS ERECTED THEREON (“PROPERTY”) TO WANJUN ENGINEERING SDN BHD (“WESB”) FOR A CASH CONSIDERATION OF RM10,328,000 (“PROPOSED DISPOSAL”)

THAT subject to and conditional upon the approvals of all relevant authorities and/or parties (where applicable) being obtained, approval be and is hereby given to DCMT to dispose of the Property to WESB for a cash consideration of RM10,328,000 in accordance with the terms and conditions contained in the conditional sale and purchase agreement dated 2 November 2020 entered into between DCMT and WESB in relation to the Proposed Disposal (“SPA”);

THAT the Board of Directors of DMB (“Board”) is hereby authorised to use the proceeds from the Proposed Disposal as set out in Section 5 of the circular to shareholders dated 11 January 2021 and the Board be and is hereby authorised to revise the use of proceeds from the Proposed Disposal in the manner as it deems fit and in the best interest of the Company;

AND THAT the Board be and is hereby authorised and empowered to take all such steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as it deems fit, necessary, expedient and/or appropriate and in the best interests of the Company in order to implement, finalise, complete and give full effect to the Proposed Disposal and the terms and conditions of the SPA with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities as the Board deems fit, appropriate and in the best interest of the Company.”

BY ORDER OF THE BOARD

CHEN BEE LING

Company Secretary (MAICSA 7046517)
(SSM Practising Certificate No. 202008001623)

Selangor Darul Ehsan
11 January 2021

Notes:

- The Broadcast Venue is strictly for the purpose of complying with Section 372(2) of the Companies Act 2016, which requires the Chairman of the EGM to be present at the main venue of the EGM.*
- Shareholders / Proxies / Corporate Representative **WILL NOT BE ALLOWED** to attend in person at the Broadcast Venue on the day of the Company's EGM. Therefore are strongly advised to participate and vote remotely at the EGM through live streaming and online remote voting using the Remote Participation and Electronic Voting facilities provided by the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd. Please read and follow the procedures in the Administrative Guide for the EGM in order to participate remotely.*
- In respect of deposited securities, only members/shareholders whose names appear in the **General Meeting Record of Depositors as at 21 January 2021** shall be eligible to attend, speak and vote at the EGM.*
- A member of the Company entitled to attend and vote at the EGM, shall be entitled to appoint more than one (1) proxy to attend and vote in his stead at the EGM, and that a proxy may but need not to be a member.*
- Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM.*
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he may appoint at least one (1) proxy in respect of each securities' account he 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 instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or if the member is a corporation, shall be executed under its Common Seal or under the hand of two (2) authorised officers, one of whom shall be a Director, or of its attorney duly authorised in writing. There is no restriction on the qualification of the proxy or proxies. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll.*
- The instrument appointing a proxy must be deposited with the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the EGM or adjourned EGM, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll; or by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal at <https://boardroomlimited.my> not later than forty-eight (48) hours before the EGM (i.e. latest by Monday, 25 January 2021 at 10.00 a.m.).*

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.