



**DPS RESOURCES BERHAD**  
Registration No. 200301028458 (630878-X)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting ("18th AGM") of the Company will be conducted fully virtual via an online meeting platform at <https://bit.ly/2XD51Jv> provided by HMC Corporate Services Sdn. Bhd. in Malaysia on Thursday, 30 September 2021 at 11.00 a.m. for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and the Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' fees and benefits of up to RM37,800 from 1 October 2021 until the conclusion of the next Annual General Meeting of the Company. (Resolution 1)
- To re-elect the following Directors who retire by rotation in accordance with Clause 120 of the Company's Constitution: (Resolution 2)  
(a) Dato' Sri (Dr) Sow Chin Chuan (Resolution 3)  
(b) Datuk Wong Woon Chin (Resolution 4)
- To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration.

**AS SPECIAL BUSINESS**

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

**ORDINARY RESOLUTIONS**

- 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)  
(Please refer to Explanatory Note 2)
- Retention of Independent Non-Executive Director pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017**  
"THAT Datuk Wong Woon Chin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than ten 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 6)  
(Please refer to Explanatory Note 2)
- Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
"THAT subject to the passing of Special Resolution, Companies Act, 2016 ("Act"), Company's Constitution, Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act, 2016, to issue and allot shares in the Company 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 pursuant to this resolution does not exceed 20% of the total number of the issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate").  
AND THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2021 or a later date allowed by the relevant authorities at that point in time.  
AND THAT with effect from 1 January 2022 or a later date allowed by the relevant authorities at that point in time, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Paragraph 6.03 of the Listing Requirements provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being ("Proposed General Mandate").  
AND THAT such approval on the Proposed General Mandate shall continue to be in force until:  
a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;  
b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or  
c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,  
whichever is the earlier. (Resolution 7)  
(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter refer to as "Proposed General Mandate").  
AND FURTHER THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Securities." (Please refer to Explanatory Note 3)
- Proposed Authority to Enable the Company to Purchase and/or Hold Up to Ten Percent (10%) of Its Own Shares in the Issued and Paid-Up Share Capital ("Proposed Authority For Share Buy-Back")**  
"THAT subject always to the Companies Act 2016, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such amount of ordinary shares of the Company as determined by the Directors from time to time through Bursa Securities, as the Directors may deem fit and expedient in the interest of the Company provided that:  
(i) the aggregate number of shares purchased does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Securities at the point of purchase(s);  
(ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and  
(iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends;  
THAT the authority conferred by this resolution shall commence immediately and shall continue to be in force until the conclusion of the next annual general meeting of the Company following the passing of this ordinary resolution, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.  
AND THAT the authority be and is hereby given to the Directors of the Company to act and take all such steps and do all things as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase." (Resolution 8)  
(Please refer to Explanatory Note 4)
- 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 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 Part B of the Circular to Shareholders dated 25 August 2021 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:  
(i) 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  
(ii) 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  
(iii) 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 9)  
(Please refer to Explanatory Note 5)
- To transact any other business of which due notice shall have been given.

By Order of the Board,

Wong Youn Kim (MAICSA 7018778)  
SSM Practising Certificate No. 201908000410  
Company Secretary  
Date: 25 August 2021

- Notes:**
- For the purpose of determining a member who shall be entitled to attend and vote at the 18th Annual General Meeting ("AGM"), the Company shall be requesting the Record of Depositors as at 23 September 2021. Only a depositor whose name appears on the Record of Depositors as at 23 September 2021 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote in his/her stead.
  - A member entitled to attend, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak and vote in his/her stead. If a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
  - If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney and supported by a notarially certified copy of that power or authority.
  - Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one 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 the 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.
  - Where a member or the authorised nominee or an exempt authorised nominee appoints two (2) or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
  - The instrument appointing a proxy or 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 registered office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than twenty four (24) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
  - If this proxy Form is signed under the hands of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If this proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in the proxy Form.

**Explanatory Notes:**

**Explanatory Note 1**

**To receive the Audited Financial Statements for the financial year ended 31 March 2021.**

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

**Explanatory Note 2**

**Resolution 5**

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

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 Directors 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:

- 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.
- he has able to exercise independent judgement and act in the best interests of the Company.
- he does not have any conflict of interest with the Company and have 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**

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

The independent Non-Executive Director Datuk Wong Woon Chin was appointed on 1 February 2011 and therefore, he has served as on the Board of Directors for a cumulative term of more than ten (10) years. The Board of Directors of the Company through the Nomination Committee, after having assessed the independence of Datuk Wong Woon Chin, regards him to be independent based amongst others, the following justifications and recommends that Datuk Wong Woon Chin be retained as Independent Directors 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:

- 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.
- he has able to exercise independent judgement and act in the best interests of the Company.
- he does not have any conflict of interest with the Company and have not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies.

**Explanatory Note 3**

**Resolution 7**

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

The ordinary Resolution 7 is proposed to seek a renewal of general mandate for authority to issue shares pursuant to Sections 75 and 76 of the Act. If the resolution was passed, it will give the Directors of the Company from the date of the above meeting, authority to issue and allot shares for such purposes as the Directors consider would be in the interest of the Company. The authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM.

The Company issued 117,553,916 ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016 under the general authority which was approved at the 17th Annual General Meeting held on 22 September 2020 and which will lapse at the conclusion of the 18th Annual General Meeting to be held on 30 September 2021.

The total proceeds raised from the issuance of ordinary shares are as follows:

Description	Listing date	No. of DPS Shares issued	Issue Price (RM)	Gross proceeds (RM)
Placement Shares	7 January 2021	117,553,916	0.1180	13,871,362

The status of the utilization of the proceeds raised is as follows:

Description	Original Allocation(RM)	Amount Utilised(RM)	Balance proceeds (RM)
Funding of existing construction projects	13,811,362	12,350,019	1,461,343
Estimated expenses in relation to the Proposed Private Placement	60,000	51,131	8,869
Total	13,871,362	12,401,150	1,470,212

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited for further placing of shares for purpose of funding investment(s), working capital and/or acquisitions, at any time to such persons in their absolute discretion without convening a general meeting as it would be both cost and time consuming to organise a general meeting.

**Explanatory Note 4**

**Resolution 8**

**Proposed Renewal of Authority for the Company to Purchase its own shares**

The proposed Resolution 8, which is an Ordinary Resolution, if passed, will allow the Company to purchase its own shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting. Further information on the Proposed Share Buy-Back is set out in Part A of the Circular to Shareholders dated 25 August 2021 which was made available at the websites of the Company and Bursa Malaysia Securities Berhad.

**Explanatory Note 5**

**Resolution 9**

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

The proposed Resolution 9 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 Part B of the Circular to Shareholders dated 25 August 2021, which was made available at the websites of the Company and Bursa Malaysia Securities Berhad. 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.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company

- 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 "Purpose");
- warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) for the Purpose, and
- 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.

# DPS RESOURCES BERHAD

Registration No. 200301028458 (630878-X)

(Incorporated in Malaysia)

## ADMINISTRATIVE GUIDE

### IN RESPECT OF THE EIGHTEENTH ANNUAL GENERAL MEETING (“18<sup>TH</sup> AGM”) TO BE HELD VIA AN ONLINE PLATFORM

**DATE:**

Thursday,  
30 September 2021

**TIME:**

11.00 a.m.

**MEETING VENUE:**

Fully virtual via an online meeting platform at <https://bit.ly/2XD5iJv> provided by HMC Corporate Services Sdn. Bhd. in Malaysia

#### General Meeting Record of Depositors

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 23 September 2021 (General Meeting Record of Depositors) shall be eligible to participate, speak and vote at the meeting or appoint proxy(ies) to participate and/or vote on his(her) behalf.

#### Proxy


2. A member entitled to participate and vote remotely at the 18<sup>th</sup> AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to participate the meeting and wish to appoint a proxy to vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to participate the 18<sup>th</sup> AGM via Virtual Meeting Facilities on 30 September 2021, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not later than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, not later than **Wednesday, 29 September 2021 at 11.00 a.m.** The appointed proxy(ies) must register themselves via the **Registration Link in Item 10 below.**

#### Poll Voting

5. The voting at the 18<sup>th</sup> AGM will be conducted by poll in accordance with Clause 95 of the Company’s Constitution. The Company has appointed HMC CORPORATE SERVICES SDN BHD as Poll Administrator to conduct the poll by way of online voting and USearch Management Services as Scrutineers to verify the poll results.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the 18<sup>th</sup> AGM at 11.00 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The Online Voting link will be displayed in the Chat Box upon the commencement of the meeting. The QR Code for the Online Voting will also display on the screen upon the commencement of the voting session. Upon completion of the voting session for the 18<sup>th</sup> AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

## Virtual Meeting Facilities

7. We would like to invite the Shareholders to participate and vote remotely at the 18<sup>th</sup> AGM using the Virtual Meeting Facilities. Please refer to item 10 on the registration link.
8. **For the appointed Corporate Representatives representing the Corporate Shareholders, please register yourself via the Registration Link** provided below and to provide the following documents to HMC Corporate Services Sdn Bhd **not later than Wednesday, 29 September 2021 at 11.00 a.m.:**
- (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
- (b) Corporate Representative's e-mail address and hand-phone number.
9. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the 18<sup>th</sup> AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the 18<sup>th</sup> AGM via the Virtual Meeting Facilities, please submit the duly executed Form of Proxy to HMC Corporate Services Sdn Bhd not later than **Wednesday, 29 September 2021 at 11.00 a.m.** and **register yourself via the Registration Link below.**
10. Please follow the following steps to be taken for participating and voting via the Virtual Meeting facilities:

BEFORE THE AGM		
(a)	REGISTRATION	<ul style="list-style-type: none"> <li>Please click on the following link to register yourself as Shareholder/Corporate Representative/Beneficiary Owner of an Exempt Nominee for verification of attendance purpose.</li> </ul> <p>Registration Link: <a href="https://bit.ly/2XD5iJv">https://bit.ly/2XD5iJv</a></p>
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none"> <li>Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.</li> </ul>
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> <li>You may submit any questions online by scanning the QR Code below or via <a href="https://bit.ly/3jXSgO5">https://bit.ly/3jXSgO5</a> and to submit your questions accordingly:</li> </ul> 
ON THE AGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none"> <li>To participate in the meeting, click on the participation link which was provided to you via email, at least 15 minutes before the commencement of meeting at 11.00 a.m. on 30 September 2021.</li> <li>If you have any questions to be raised during the meeting, you may submit it by using the Q&amp;A box.</li> <li>The Chairman/Board of Directors will address the questions submitted prior or during the meeting accordingly.</li> </ul>
(e)	ONLINE VOTING	<ul style="list-style-type: none"> <li>Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room.</li> <li>Members or proxies may commence voting from 11.00 a.m. on 30 September 2021 until such time when the Chairman announces the closing of the voting session.</li> <li>After the counting of votes, the Chairman will announce the poll results.</li> </ul>
(f)	CLOSURE	The 18 <sup>th</sup> AGM will be closed upon the announcement by the Chairman, the Virtual Meeting will end.

**No Door Gift**

11. There will be no distribution of door gifts for the participation of the 18<sup>th</sup> AGM.

**No Recording or Photography**

12. Unauthorised recording and photography are strictly prohibited at the 18<sup>th</sup> AGM.

**Enquiry**

13. If you have any enquiry or require any assistance before or during the 18<sup>th</sup> AGM, please contact the following during office hours from 9.00 a.m. to 5.00 p.m. (Mondays to Fridays):-

**HMC CORPORATE SERVICES SDN BHD****Registration No. 198201003810 (83556-P)**

Level 2, Tower 1, Avenue 5

Bangsar South City

59200 Kuala Lumpur

Tel : 603-2281 5800

Mobile/WhatsApp: 017 388 3989

Fax : 603-2282 5022

Email : [office365support@hmc.my](mailto:office365support@hmc.my)

Contact Person: HMC Virtual Meeting Administrator