



## Dayang Enterprise Holdings Bhd

Company No. 200501030106 (712243-U)  
(Incorporated in Malaysia)

### NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 16<sup>th</sup> Annual General Meeting (“AGM”) of the Company will be conducted on a virtual basis through live streaming from the broadcast venue at Naim Holdings Berhad, 10th Floor, Wisma Naim, 2 ½ Mile, Rock Road, 93200 Kuching, Sarawak, Malaysia (“Broadcast Venue”) on Thursday, 19 May 2022 at 10.00 a.m. to transact the following businesses:-

#### AGENDA

##### ORDINARY BUSINESS

###### 1. Adoption of Financial Statements

To receive the Audited Financial Statements for the financial year ended 31<sup>st</sup> December 2021 together with the Reports of the Directors and the Auditors thereon. (Please refer to Explanatory Note A)

###### 2. Re-election of Directors

(a) To re-elect the following directors who retires in accordance with Article 93 of the Company’s Constitution and being eligible, has offered themselves for re-election:-

(i) Datuk Hasmi Bin Hasnan	<b>Ordinary Resolution 1</b>
(ii) Datuk Ling Suk Kiong	<b>Ordinary Resolution 2</b>
(iii) Joe Ling Siew Loung @ Lin Shou Long	<b>Ordinary Resolution 3</b>
(iv) Koh Ek Chong	<b>Ordinary Resolution 4</b>

###### 3. Approval of Directors’ Fee & Allowance

(a) To approve the payment of Directors’ Fees of RM2,109,685.91 for the financial year ended 31 December 2021. **Ordinary Resolution 5**

(b) To approve the payment of Meeting Allowance of RM500.00 per meeting to Non-Executive Directors from the conclusion of this meeting up to the conclusion of the next Annual General Meeting of the Company to be held in 2023. **Ordinary Resolution 6**

###### 4. Re-Appointment of Auditors

To re-appoint Messrs. KPMG PLT as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. **Ordinary Resolution 7**

##### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:

###### 5. Retention of Independent Non-Executive Director

“THAT subject to the passing of Ordinary Resolution 4, approval be and is hereby given to Mr. Koh Ek Chong to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next AGM. **Ordinary Resolution 8**

###### 6. 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 to enter into recurrent related party transactions (“RRPT”) of a Revenue or Trading Nature which is necessary for the day to day operations with the related parties as set out in Section 1.5 of the Circular to Shareholders dated 21 April 2022, be and is hereby renewed, provided that:

i. such transactions are undertaken in the ordinary course of business, on arm’s length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

**AND THAT** such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting (“AGM”) at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
- the expiration of the period within the next AGM of the Company to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

**AND THAT** the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required) as may be considered expedient or necessary to give effect to the Proposed Shareholders’ Mandate.” **Ordinary Resolution 9**

###### 7. Authority to Issue Shares

“THAT pursuant to Section 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to 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 issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company for the time being and that the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.” **Ordinary Resolution 10**

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

##### BY ORDER OF THE BOARD

BONG SIU LIAN (MAICSA 7002221)  
SSM Practising Certificate No. 201908001493

Company Secretary

Miri, Sarawak

Dated this 21 April 2022

##### NOTES:

###### 1. VIRTUAL MEETING

The 16<sup>th</sup> AGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. which are available on its TIH Online website at <https://tiah.online>. Please follow the procedures provided in the Administrative Details for the 16th AGM in order to register, participate and vote remotely via the RPV.

Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members will not be allowed to attend the meeting in person at the Broadcast Venue on the day of the meeting.

###### 2. APPOINTMENT OF PROXY

a. A proxy may but need not be a member of the Company but shall be of full age.

b. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the meeting except where the member is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds and where the member is an Exempt Authorised Nominee, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account.

c. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

d. The instrument appointing a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level

32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic means

The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tiah.online>. Kindly refer to the Administrative Details for the 16<sup>th</sup> AGM.

e. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

f. Last date and time for lodging the proxy form is **Wednesday, 18 May 2022 at 10.00 a.m.**

g. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than twenty-four (24) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notariarily and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

h. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:

(i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.

(ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:

(a) at least two (2) authorised officers, of whom one shall be a director; or

(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

i. For the purpose of determining who shall be entitled to participate in the AGM via RPV, the company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors** as at **12 May 2022**. Only a member who name appears on this Record of Depositors shall be entitled to participate in the AGM via RPV.

3. A member who has appointed a proxy or attorney or authorised representative to participate at the 16<sup>th</sup> AGM via RPV must request his/ her proxy or attorney or authorised representative to register himself/ herself for RPV via TIH Online website at <https://tiah.online>. Procedures for RPV can be found in the Information for Shareholders on 16<sup>th</sup> AGM.

4. The Notice of the 16<sup>th</sup> AGM together with the Form of Proxy, Administrative Details, Annual Report 2021 and Circular to Shareholders are published on the Company’s website at [www.desb.net](http://www.desb.net) or Bursa Malaysia’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

Please follow the procedures provided in the Administrative Details for the 16<sup>th</sup> AGM in order to register, participate and/or vote remotely.

5. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice will be put on vote by poll.

##### EXPLANATORY NOTES

###### A. Agenda 1

The Audited Financial Statements is meant for discussion only as an approval from the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, this Agenda is not put forward for voting.

###### B. Ordinary Resolutions 1 - 4

Article 93 of the Company’s constitution provides that one third (1/3) of the Directors of the Company for the time being shall retire by rotation at the AGM of the Company. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

The Directors retiring under Article 93 of the Constitution are as follows:-

- (1) Datuk Hasmi Bin Hasnan;
- (2) Datuk Ling Suk Kiong;
- (3) Joe Ling Siew Loung @ Lin Shou Long; and
- (4) Mr. Koh Ek Chong

The respective profiles of the above Directors are set out in the Board of Directors Profile on page 12 to 17.

The details of interest in securities of the Company (if any) held by the Directors are stated on page 78 to 79 the Annual Report.

###### C. Ordinary Resolution 7

The Audit Committee and the Board have considered the re-appointment of KPMG PLT as Auditors of the Company and collectively agree that KPMG PLT meets the criteria of the adequacy of experience and resources of the firm and the audit team assigned to the audit as prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

###### D. Ordinary Resolution 8 – Retention of Independent Non-Executive Directors

Mr. Koh Ek Chong has served as Independent Non-Executive Director for a cumulative term of nine (9) years. The Joint Remuneration & Nomination Committee and the Board have carried out an evaluation and assessment and concluded that Mr. Koh Ek Chong continues to be independent and objective in all board deliberations. He continues to comply with the relevant criteria and provisions under the definition of independence of the Main Market Listing Requirements of Bursa Securities. He is not related to any directors and major shareholders of the Company and hence he is not under the influence of other directors and major shareholders. Upon the recommendation by Joint Remuneration & Nomination Committee, the Board of Directors recommended that Mr. Koh Ek Chong to be retained as an Independent Non-Executive Director of the Company until the conclusion of the next AGM.

###### E. Ordinary Resolution 9 – Proposed Shareholders’ Mandate

The proposed Resolution 9, if passed, will empower the Company and its subsidiaries to enter into recurrent related party transactions involving the interest of Related Parties which are of a revenue or trading in nature and necessary for the Company’s day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. The authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting. Please refer to the Circular to Shareholders dated 21 April 2022 for further information.

###### F. Ordinary Resolution 10 – Authority to Issue Shares

This ordinary resolution, if passed, will empower the Directors of the Company from the date of this Annual General Meeting, authority to issue and allot Ordinary Shares from the unissued capital of the Company up to an aggregate of ten percent (10%) of the issued and paid-up share capital of the Company for the time being, for such purposes as the Directors consider in their absolute discretion to be in the best interest of the Company. This authority will, unless revoked or varied by the Company in a General Meeting, expire at the next Annual General Meeting of the Company.

The general mandate sought for issue of shares is a renewal of the mandate that was approved by shareholders on 22 June 2021. The purpose of the renewal of the general mandate is to provide flexibility to the Company for any possible fund-raising exercise, including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.