NOTICE OF EIGHTEENTH (18TH) ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT the Eighteenth (18th) Annual General Meeting ("AGM") of Destini Berhad ("Destini" or "the Company") will be conducted on a fully virtual basis through live streaming and Remote Participation and Voting ("RPV") Facilities from the online meeting platform at https://web.vote2u.my (Domain Registration Numbers with MYNIC D6A471702) on Tuesday, 21 June 2022 at 10.00 a.m. or any adjournment thereof for the purpose of transacting the following businesses:

AGENDA

To receive the Audited Financial Statements for the financial year ended 31
 December 2021 together with the Reports of the Directors and Auditors thereon.

(Please refer to Explanatory Note 1)

- 2. To re-elect the following Directors who are retiring pursuant to Clause 115(1) of the Company's Constitution and being eligible, have offered themselves for re-election:
 - i. Dato' Rozabil @ Rozamujib Bin Abdul Rahman
 - ii. Dato' Che Sulaiman Bin Shapie

(Ordinary Resolution 1) (Ordinary Resolution 2)

3. To approve the payment of Directors' fees payable to directors of the Company for the financial year ending 31 December 2022 and other benefits payable of up to RM400,000.00 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from the conclusion of the 18th AGM until the conclusion of the next Annual General Meeting of the Company.

(Ordinary Resolution 3)

4. To re-appoint Messrs UHY 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 4)

As Special Business:

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

5. Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

(Ordinary Resolution 5)

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), Additional Temporary Relief Measures to Listed Corporations for Covid-19, issued by Bursa Securities on 16 April 2020 and its subsequent letter dated 23 December 2021 on the extension of implementation of the twenty per centum (20%) General Mandate and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, at any time to such persons 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

issued shares of the Company (excluding treasury shares) at any point in time ("20% General Mandate"); AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities which would be utilised before 31 December 2022 and thereafter, the 10% general mandate will be reinstated;

AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

6. Proposed Renewal of Share Buy-Back Authority for the Purchase of Its Own Ordinary Shares

(Ordinary Resolution 6)

"THAT subject to the Act, the provisions of the Constitution of the Company, the Listing Requirements of Bursa Securities and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- the aggregate number of shares purchased or held as treasury shares does not exceed 10% of the total number of issued and paid-up shares of the Company as quoted on Bursa Securities as at the point of purchase;
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements available at the time of the purchase, upon such terms and conditions as set out in the Circular to Shareholders dated 29 April 2022; 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 resell the shares, or transfer the shares or distribute the shares as dividends.

AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:

- the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- ii. the expiration of the period within which the next AGM of the Company is required by law to be held; or
- iii. revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

7. Retention of Professor Datin Dr Suzana Binti Sulaiman @ Mohd Suleiman as an Independent Non-Executive Director

(Ordinary Resolution 7)

"THAT approval be and is hereby given to Professor Datin Dr Suzana Binti Sulaiman @ Mohd Suleiman who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

8. Retention of Dato' Che Sulaiman Bin Shapie as an Independent Non-Executive Director

(Ordinary Resolution 8)

"THAT subject to passing of Ordinary Resolution 2, approval be and is hereby given to Dato' Che Sulaiman Bin Shapie who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

9. To transact any other business of the Company for which due notice shall have been given.

BY ORDER OF THE BOARD

Tan Tong Lang (MAICSA 7045482/ SSM PC NO. 202208000250) Thien Lee Mee (LS0009760/ SSM PC NO. 201908002254) Company Secretaries

Selangor Darul Ehsan Date: 29 April 2022

Notes:

- 1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- 2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- 3. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act which holds ordinary shares in the Company for 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.

- 4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- 5. 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, must be deposited at Share Registrar's office (Insurban Corporate Services Sdn Bhd), 149 Jalan Aminuddin Baki, Taman Tun Dr Ismail, 60000 Kuala Lumpur not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting, at which the person named in the instrument, proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid, PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority. The lodging of the Form of Proxy shall not preclude you from attending, participating, speaking and voting in person at the Annual General Meeting should you subsequently wish to do so.
- 6. For the purpose of determining a member who shall be entitled to attend the Eighteenth (18th) Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 14 June 2022. Only members whose name appears on the Record of Depositors as at 14 June 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- 7. All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- 8. The 18th AGM will be conducted on a fully virtual basis via the online meeting platform at https://web.vote2u.my. Members of the Company are advised to refer to the Administrative Guide on the registration and voting process for the Meeting.

EXPLANATORY NOTES

1. Audited Financial Statements for the Financial Year Ended 31 December 2021

The Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolution No. 1 & 2: Re-election of Directors who retire by rotation in accordance with Clause 115(1) of the Company's Constitution

Clause 115(1) of the Company's Constitution provides that an election of Directors shall take place each year at the annual general Rotation and meeting of the Company, where one-third (1/3) of the Directors for the time Retirement of being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re- election, PROVIDED ALWAYS that Directors shall retire from office once at least in each 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.

Dato' Rozabil @ Rozamujib Bin Abdul Rahman and Dato' Che Sulaiman Bin Shapie are standing for reelection as Directors of the Company and being eligible, have offered themselves for re-election.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 18th AGM, the Nomination and Remuneration Committee ("NRC") has considered and recommended Dato' Rozabil @ Rozamujib Bin Abdul Rahman and Dato' Che Sulaiman Bin Shapie for re-election pursuant to Clause 115(1) of the Company's Constitution.

3. Ordinary Resolution 3: To Approve the Payment of Directors' Fees and Other Benefits Payable

The Directors' benefits payable comprises of meeting attendance allowances and other claimable benefits.

In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the period commencing from the conclusion of the 18th AGM until the next Annual General Meeting of the Company.

4. Ordinary Resolution 5: Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 5, if passed, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 20% of the total number of issued share of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

Bursa Securities has via their letter dated 23 December 2021 granted an extension to the temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being ("20% General Mandate"). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2022 and thereafter, the 10% general mandate will be reinstated.

Having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, pursuant to Section 76(4) of the Companies Act, 2016 from its shareholders at the forthcoming 18th AGM of the Company.

The 20% General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions. The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the 31 December 2022.

After having considered all aspects of the 20% General Mandate, the Board is of the opinion that the adoption of the 20% General Mandate would be in the best interest of the Company and its shareholders, on the basis that it is the most optimum and cost efficient method of fund raising for the Company.

As at the date of this Notice, no new shares were issued by the Company pursuant to the General Mandate granted to the Directors at the 17th AGM held on held on 29 June 2021 and which will be lapse at the conclusion of the 18th AGM.

5. Ordinary Resolution 6 : Proposed Renewal of Share Buy-Back Authority for the Purchase of Its Own Ordinary Shares

The Ordinary Resolution 6, if passed, will renew the authority given to the Directors of the Company to purchase Company's shares of up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total amount of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase of the Proposed Share Buy-Back. The Company has not purchased any of its own shares since obtaining the said mandate from its shareholders at the last Seventeenth (17th) Annual General Meeting held on 29 June 2021.

Further information on the proposed renewal of authority to purchase its own shares is set out in the Circular to Shareholders dated 29 April 2022.

6. Ordinary Resolution 7: Retention of Professor Datin Dr Suzana Binti Sulaiman @ Mohd Suleiman as an Independent Non-Executive Director

Professor Datin Dr Suzana Binti Sulaiman @ Mohd Suleiman ("Professor Datin Dr Suzana") has served as Independent Non-Executive Director of the Company since 8 January 2013. The Board through the NRC has carried out the necessary assessment and recommend that she continue to act as Independent Non-Executive Director of the Company based on the following:

- a) Professor Datin Dr Suzana is able to exercise independent judgment and act in the best interest of the Company. She has effectively applied her experience and knowledge to discharge her duties and responsibilities as Director of the Company.
- b) She participates actively and contribute positively during deliberations at board meetings.
- c) She is in compliance with the relevant criteria and provisions in the Listing Requirements of Bursa Securities on independent directors.

Professor Datin Dr Suzana is the Chairperson of Audit Committee and Risk Management Committee and member of NRC. Her profile is set out in the Board of Directors Profile section of the 2021 Annual Report. The Board will be seeking for shareholders' approval at the 18th AGM to retain her as an Independent Non-Executive Director of the Company via a two-tier voting pursuant to the recommendation of the MCCG 2021.

7. Ordinary Resolution 8 : Retention of Dato' Che Sulaiman Bin Shapie as an Independent Non-Executive Director

Dato' Che Sulaiman Bin Shapie has served as Independent Non-Executive Director of the Company since 8 January 2013. The Board through the NRC has carried out the necessary assessment and recommend that he continue to act as Independent Non-Executive Director of the Company based on the following:

- a) Dato' Che Sulaiman Bin Shapie is able to exercise independent judgment and act in the best interest of the Company. He has effectively applied his experience and knowledge to discharge his duties and responsibilities as Director of the Company.
- b) He participates actively and contribute positively during deliberations at board meetings.
- c) He is in compliance with the relevant criteria and provisions in the Listing Requirements of Bursa Securities on independent directors.

Dato' Che Sulaiman Bin Shapie is the Chairman of Nomination and Remuneration Committee and member of AC and Option Committee. His profile is set out in the Board of Directors Profile section of the 2021 Annual Report. The Board will be seeking for shareholders' approval at the 18th AGM to retain him as an Independent Non-Executive Director of the Company via a two-tier voting pursuant to the recommendation of the MCCG 2021.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

No notice of nomination has been received to date from any member nominating any individual for election as a Director at the AGM of the Company. There is therefore no individual standing for election as Director, save for the above Directors who are standing for re-election.

Further details of Directors standing for re-election as Directors are set out in their respective profiles which appear in the Board of Directors' Profile of this Annual Report and the details of their interests in the securities of the Company are disclosed in the Statistics of Shareholdings of this Annual Report.

Please refer to Explanatory Note 4 for information relating to general mandate for issue of securities.



ADMINISTRATIVE GUIDE

FOR DESTINI BERHAD'S EIGHTEENTH (18th) ANNUAL GENERAL MEETING

Date: 21 June 2022 Time: 10.00 a.m. Meeting Platform:

Vote2U Online operated by Agmo Digital Solutions Sdn. Bhd. in Malaysia via the link at

https://web.vote2u.my

Domain Registration Numbers with MYNIC: D6A471702

MODE OF MEETING

In light of the coronavirus (COVID-19) outbreak, governmental decrees, and the encouragement of the Securities Commission Malaysia, as well as in the best interest of public health and the health and safety of our Board of Directors, employees and shareholders, the Annual General Meeting ("AGM") will be conducted on a fully virtual basis using the Remote Participation and Voting Facilities ("RPV").

We strongly encourage our shareholders whose names appear on the Record of Depositors as at 14 June 2022 and holders of proxy for those shareholders to participate in the virtual AGM and vote remotely at this AGM. In line with the Malaysian Code on Corporate Governance Practice 12.3, this virtual AGM will facilitate greater shareholder's participation (including posting questions to the Board of Directors and/or Management of the Company) and vote at the AGM without being physically present at the venue. For shareholders who are unable to participate in this virtual AGM, you may appoint a proxy(ies) or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Agmo Digital Solutions Sdn. Bhd. ("AGMO") via its Vote2U Online website at https://web.vote2u.my.

DIGITAL COPIES OF AGM DOCUMENTS

Please scan the QR code for the following documents which are also available for download at https://www.destinigroup.com/investor-relations/

- 1. Annual Report 2021
- 2. Circular to Shareholders on the Proposed Renewal of Share Buy-Back Authority
- 3. Corporate Governance Report 2021
- 4. Notice of the 18th AGM, Proxy Form and Administrative Guide for the fully virtual 18th AGM
- 5. Annual Report Request Form.

Shareholders who wish for a printed copy may request for copies of the printed reports (No. 1 and 2 above) through telephone or email to our Share Registrar, Insurban Corporate Services Sdn Bhd at 03-7727 3873 or insurban@yahoo.com.



PROCEDURES TO PARTICIPATE IN RPV

Please follow the Procedures to Participate in RPV as summarised below:

BEFORE AGM DAY

A: REGISTRATION

Individual Shareholders

| | Description | Procedures |
|----|---|--|
| i. | Shareholders to register with Vote2U online | a. Access website at https://web.vote2u.my b. Click "Sign Up" to sign up as a user. c. Read the 'Privacy Policy' and 'Terms & Conditions' and indicate your acceptance of the 'Privacy Policy' and 'Terms & Conditions' on a small box □. Then click "Next". d. *Fill-in your details (note: create your own password). Then click "Continue". e. Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian). f. Click "Submit" to complete the registration g. Your registration will be verified and an email notification will be sent to you. Please check your email. |
| | | Note: If you have registered as a user with Vote2U Online previously, you are not required to register again. *Check your email address is keyed in correctly. *Remember the password you have keyed-in. |

B: REGISTER PROXY

Individual Shareholder / Corporate Shareholder / Nominees Company

| | Description | Procedure |
|----|----------------------|--|
| i. | Submit Form of Proxy | a. *Fill-in details on the hardcopy Form of Proxy and ensure |
| | (hardcopy) | to provide the following information: |
| | | o MYKAD (for Malaysian) / Passport (for non- |
| | | Malaysian) number of the Proxy |
| | | *Email address of the Proxy |
| | | b. Submit/Deposit the hardcopy Form of Proxy to the Share |
| | | Registrar's office (Insurban Corporate Services Sdn Bhd), |



| | | 149, Jalan Aminuddin Baki, Taman Tun Dr Ismail, 60000 Kuala Lumpur. |
|--------|--|---|
| | | Note: After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U. *Check the email address of Proxy is written down correctly. |
| P F | Electronic Lodgement of Proxy Form (e-Proxy Form) For individual shareholders only | a. Individual shareholders to log in to Vote2U with your email address and password that you have registered with Vote2U. b. Click "Register Proxy Now" for e-Proxy registration. c. Select the general meeting event that you wish to attend. d. Select/add your Central Depository System ("CDS") account number and number of shares. e. Select "Appoint Proxy". f. Fill-in the details of your proxy(ies) – ensure proxy(ies) email address(es) is/are valid. g. Indicate your voting instruction should you prefer to do so. h. Thereafter, select "Submit". i. Your submission will be verified. j. After verification, proxy(ies) will receive email notification with temporary credentials, i.e. email address & password, to log in to Vote2U. Note: You need to register as a shareholder before you can register a proxy and submit the e-Proxy form. Please refer above 'A: Registration' to register as shareholder. |

Shareholders who appoint Proxy(ies) to participate in the virtual AGM must ensure that the hardcopy Form of Proxy or e-proxy is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

ON AGM DAY

A: WATCH LIVE STREAMING

Individual Shareholders & Proxies

| | Description | Procedures |
|----|--------------------------|--|
| i. | Login to virtual meeting | The Vote2U online portal will open for log in starting from |
| | portal - Vote2U online & | 9.00 a.m. on 21 June 2022 (Tuesday), one (1) hour before the |
| | watch Live Streaming. | commencement of the AGM. |
| | | |



| a. Login with your email and password |
|--|
| b. Select the General Meeting event (Destini Berhad – 18 th |
| AGM). |
| c. Check your details. |
| d. Click "Watch Live" button to view the live streaming. |
| |

B: ASK QUESTION

Individual Shareholders & Proxies

| | Description | Procedures |
|----|-------------------------------------|---|
| i. | Ask Question during AGM (real-time) | Questions submitted online using typed text will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question. |
| | | a. Click "Ask Question" button to post question(s).b. Type in your question and click "Submit". |
| | | The Chairperson / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the AGM. |

C: VOTING REMOTELY

Individual Shareholders & Proxies

| | Description | Procedures |
|----|-------------------------|--|
| i. | Online Remote Voting | Once the Chairman announces the opening of remote voting: a. Click "Confirm Details & Start Voting". b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "Next" to continue voting for all resolutions. c. To change your vote, click "Back" and select another voting choice. d. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click "Confirm" to submit your vote. |
| | | [Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.] |



ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this AGM.

Enquiry

a. For enquiries relating to the general meeting, please contact our **Investor Relation** during office hours (9.00 a.m. to 5.00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Email: tehaiksin@destinigroup.com

b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9.00 a.m. to 5.00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone Number: 03-7664 8520 / 03-7664 8521

Email: vote2u@agmostudio.com