



DAGANG NeXCHANGE BERHAD
Registration No. 197001000738 (10039-P)
(Incorporated in Malaysia)

ADDENDUM TO THE NOTICE OF THE FULLY VIRTUAL 52ND ANNUAL GENERAL MEETING (“52ND AGM”) OF DAGANG NeXCHANGE BERHAD (“DNeX” OR THE “COMPANY”) FOR INCLUSION OF AN ADDITIONAL ORDINARY RESOLUTION UNDER SPECIAL BUSINESS

Dear Valued Shareholders of DNeX,

Reference is made to the Company’s announcement to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) on 28 October 2022 pertaining to the Notice of the 52nd AGM dated 31 October 2022 (“**Notice of 52nd AGM**”).

The Board of Directors of the Company wishes to inform you that the Notice of 52nd AGM is amended by this Addendum to include the following additional ordinary resolution which shall be tabled at the 52nd AGM of the Company as a special business:

12. PROPOSED ALLOCATION OF ESOS OPTIONS TO MUHAMMAD SAIFULLAH MOHD ISA **Ordinary Resolution 17**

“THAT subject to the approvals of the relevant authorities for the ESOS, including the approval from Bursa Securities for the listing of and quotation for DNeX Shares to be issued arising from the exercise of the ESOS options, approval be and is hereby given to the Directors of the Company to authorise the ESOS Committee, at any time and from time to time throughout the duration of the ESOS, to offer and grant to Muhammad Saifullah Mohd Isa, who is a person connected to the major shareholder of the Company, ESOS options to subscribe for DNeX Shares under the ESOS, provided always that:

- (a) he must not participate in the deliberation and/or discussion of his own allocation;
- (b) not more than 10% of the total number of new DNeX Shares to be issued under the ESOS would be allocated to him who, either individually or collectively through persons connected to him, holds 20% or more of the total number of issued shares of the Company; and
- (c) the allocation of ESOS Options to him shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the ESOS By-Laws, the Main Market Listing Requirements (“**MMLR**”), or any prevailing guidelines issued by Bursa Securities, as amended from time to time.

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Rule 76 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new DNeX Shares ranking equally to the existing issued DNeX Shares arising from any issuance of new DNeX Shares pursuant to the ESOS.

AND THAT the Directors are also authorised to allot and issue the corresponding number of new DNeX Shares arising from the exercise of the ESOS options that may be granted to him under the ESOS.”

In connection to the above, amendments are made to the Notice of 52nd AGM and this Addendum shall be deemed to be part of the original notice dated 31 October 2022 and the notes provided therein.

In view thereof, please find enclosed herewith a copy of the Revised Notice of 52nd AGM and Revised Form of Proxy for your information and reference. These documents are also available on the Company’s website at www.dnex.com.my.

We thank you for your continued support to the Company.

BY ORDER OF THE BOARD

Chin Wai Yi (MAICSA 7069783) (SSM Practicing Certificate No. 202008004409)
Keh Ching Tyng (MAICSA 7050134) (SSM Practicing Certificate No. 202008002616)

Company Secretaries

Kuala Lumpur
8 November 2022



DAGANG NeXCHANGE BERHAD
Registration No. 197001000738 (10039-P)
(Incorporated in Malaysia)

REVISED NOTICE OF 52ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-Second Annual General Meeting (“**52nd AGM**”) of Dagang NeXchange Berhad (“**DNeX**” or the “**Company**”) will be conducted virtually from the broadcast venue at the Multipurpose Hall, Level 3A, Dagang Net Tower, Block 10 (A&B) Corporate Park, Star Central, Lingkaran Cyberpoint Timur, Cyber 12, 63000 Cyberjaya, Selangor, Malaysia on Tuesday, 6 December 2022 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire by rotation pursuant to Rule 131 of the Company’s Constitution and who being eligible offer themselves for re-election:
 - (a) Tan Sri Dato’ Sri Syed Zainal Abidin Syed Mohamed Tahir **Ordinary Resolution 1**
 - (b) Zainal ‘Abidin Abd Jalil **Ordinary Resolution 2**
3. To re-elect Tun Noor Shahya Tun Abdul Razak who retires pursuant to Rule 116 of the Company’s Constitution and who being eligible offers herself for re-election. **Ordinary Resolution 3**
4. To re-elect Muhammad Radhi Azizan who retires pursuant to Rule 116 of the Company’s Constitution and who being eligible offers himself for re-election. **Ordinary Resolution 4**
5. To re-elect Chandramohan Subramaniam who retires pursuant to Rule 116 of the Company’s Constitution and who being eligible offers himself for re-election. **Ordinary Resolution 5**
6. To re-elect Zalina Shaher who retires pursuant to Rule 116 of the Company’s Constitution and who being eligible offers herself for re-election. **Ordinary Resolution 6**
7. To approve the payment of Directors’ fees and benefits to the Non-Executive Directors of the Company and its subsidiaries up to an aggregate amount of RM4,000,000.00 for the period from 7 December 2022 until the next Annual General Meeting of the Company. **Ordinary Resolution 7**
8. To re-appoint Crowe Malaysia PLT as auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration. **Ordinary Resolution 8**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:

9. **PROPOSED CONTINUATION IN OFFICE OF TAN SRI ABD RAHMAN MAMAT AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 9**

“THAT approval be and is hereby given to Tan Sri Abd Rahman Mamat who has served as an Independent Non-Executive Director of the Company for a cumulative term of 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 of the Company in accordance with the Malaysian Code on Corporate Governance.”

10. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 10**

“THAT subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company (“DNeX Shares”) 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 10% of the total number of issued shares of the Company for the time being.

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Rule 76 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new DNeX Shares ranking equally to the existing issued DNeX Shares arising from any issuance of new DNeX Shares pursuant to Sections 75 and 76 of the Companies Act 2016.

AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Securities for the listing and quotation of the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

11. **PROPOSED ALLOCATION OF EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”) OPTIONS**

“THAT subject to the approvals of the relevant authorities for the ESOS, including the approval from Bursa Securities for the listing of and quotation for DNeX Shares to be issued arising from the exercise of the ESOS options, approval be and is hereby given to the Directors of the Company to authorise the ESOS Committee, at any time and from time to time throughout the duration of the ESOS, to offer and grant to the following Directors, ESOS options to subscribe for DNeX Shares under the ESOS:-

(a) Dato’ Robert Fisher

Ordinary Resolution 11

(b) Dr. Chen, Wei-Ming

Ordinary Resolution 12

- | | |
|-------------------------------------|-----------------------------------|
| (c) Tun Noor Shahya Tun Abdul Razak | Ordinary
Resolution 13 |
| (d) Muhammad Radhi Azizan | Ordinary
Resolution 14 |
| (e) Chandramohan Subramaniam | Ordinary
Resolution 15 |
| (f) Zalina Shafer | Ordinary
Resolution 16 |

Provided always that:

- (a) he/she must not participate in the deliberation and/or discussion of his/her own allocation;
- (b) not more than 10% of the total number of new DNeX Shares to be issued under the ESOS would be allocated to any one of the abovementioned persons who, either individually or collectively through persons connected to him/her, holds 20% or more of the total number of issued shares of the Company; and
- (c) the allocation of ESOS Options to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the ESOS By-Laws, the MMLR, or any prevailing guidelines issued by Bursa Securities, as amended from time to time.

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Rule 76 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new DNeX Shares ranking equally to the existing issued DNeX Shares arising from any issuance of new DNeX Shares pursuant to the ESOS.

AND THAT the Directors are also authorised to allot and issue the corresponding number of new DNeX Shares arising from the exercise of the ESOS options that may be granted to him/her under the ESOS.”

12. PROPOSED ALLOCATION OF ESOS OPTIONS TO MUHAMMAD SAIFULLAH MOHD ISA **Ordinary
Resolution 17**

“THAT subject to the approvals of the relevant authorities for the ESOS, including the approval from Bursa Securities for the listing of and quotation for DNeX Shares to be issued arising from the exercise of the ESOS options, approval be and is hereby given to the Directors of the Company to authorise the ESOS Committee, at any time and from time to time throughout the duration of the ESOS, to offer and grant to Muhammad Saifullah Mohd Isa, who is a person connected to the major shareholder of the Company, ESOS options to subscribe for DNeX Shares under the ESOS, provided always that:

- (a) he must not participate in the deliberation and/or discussion of his own allocation;
- (b) not more than 10% of the total number of new DNeX Shares to be issued under the ESOS would be allocated to him who, either individually or collectively through persons connected to him, holds 20% or more of the total number of issued shares of the Company; and
- (c) the allocation of ESOS Options to him shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the ESOS By-Laws, the MMLR, or any prevailing guidelines issued by Bursa Securities, as amended from time to time.

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Rule 76 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new DNeX Shares ranking equally to the existing issued DNeX Shares arising from any issuance of new DNeX Shares pursuant to the ESOS.

AND THAT the Directors are also authorised to allot and issue the corresponding number of new DNeX Shares arising from the exercise of the ESOS options that may be granted to him under the ESOS.”

13. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Constitution.

BY ORDER OF THE BOARD

Chin Wai Yi (MAICSA 7069783) (SSM Practicing Certificate No. 202008004409)
Keh Ching Tyng (MAICSA 7050134) (SSM Practicing Certificate No. 202008002616)

Company Secretaries

Kuala Lumpur
8 November 2022

NOTES:

1. The 52nd AGM of the Company will be conducted virtually from the broadcast venue at the Multipurpose Hall, Level 3A, Dagang Net Tower, Block 10 (A&B) Corporate Park, Star Central, Lingkaran Cyberpoint Timur, Cyber 12, 63000 Cyberjaya, Selangor, Malaysia. Please refer to the Administrative Notes for the procedures to register, participate and vote remotely through the remote participation and electronic voting facilities.
2. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
3. In the case of corporate member, the instrument appointing a proxy (“**Form of Proxy**”) shall be either (a) under its Common Seal or (b) under the hand of duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
5. Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds which is credited with ordinary shares of the Company. Where an authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
6. Where a member is an exempt authorised nominee (“**EAN**”) as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds. EAN is advised to list down the name of proxies and the particulars of their NRIC No. (both new and old) and attach it to the Form of Proxy.

7. The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia or email to AGM-support.DNEX@megacorp.com.my not less than forty eight (48) hours before the time appointed for holding the 52nd AGM (no later than Sunday, 4 December 2022 at 10.00 a.m.) or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
8. The Form of Proxy, if submitted by a member, will not preclude that member from attending, participating and voting in person at the 52nd AGM should the member subsequently decide to do so.
9. For the purpose of determining whether a member is entitled to attend, participate and vote at the 52nd AGM, the Company shall be requesting the Record of Depositors as at 29 November 2022. Only depositors whose names appear in the Record of Depositors as at 29 November 2022 shall be entitled to attend, participate and vote at the 52nd AGM or appoint proxy/proxies on his/her behalf.
10. Pursuant to paragraph 8.29A(1) of the MMLR of Bursa Securities, voting at the 52nd AGM will be conducted by poll.
11. **EXPLANATORY NOTES ON ORDINARY BUSINESS**

(i) **Audited Financial Statements for the financial year ended 30 June 2022**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

(ii) **Re-election of Directors who retire in accordance with Rule 131 and Rule 116 of the Company's Constitution**

Rule 131 of the Company's Constitution provides that an election of Directors shall take place each year. At each annual general meeting one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third, shall retire from office PROVIDED ALWAYS that all Directors including the Managing Director and Executive Directors shall retire from office once at least in each three (3) years as required by the MMLR but shall be eligible for re-election. With the current Board size, two (2) Directors are to retire in accordance with Rule 131 of the Company's Constitution. The shareholders' approval is sought under Ordinary Resolutions 1 and 2.

Rule 116 of the Company's Constitution provides that where a person has been appointed as Director either to fill a casual vacancy or as an additional Director, he shall hold office only until the next annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

The Nomination and Remuneration Committee ("NRC") and the Board have considered the assessment of the retiring Directors and collectively agree that they meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors, as prescribed by paragraph 2.20A of the MMLR. The Board, through the NRC had carried out an assessment of the independence of Tun Noor Shahya Tun Abdul Razak, Chandramohan Subramaniam and Zalina Shaher pursuant to the criteria as prescribed by the MMLR and Malaysian Code on Corporate Governance and are satisfied that they meet the criteria for independence. Tun Noor Shahya Tun Abdul Razak, Chandramohan Subramaniam and Zalina Shaher were appointed as Directors of the Company on 6 December 2021, 1 March 2022 and 18 March 2022, respectively and does not exceed the tenure of nine (9) years.

The retiring Directors had abstained from deliberation and decision on their own eligibility to stand for re-election at the relevant NRC and Board meetings, where applicable.

(iii) **Directors' fees and benefits payable to Non-Executive Directors**

The Company had, during its Fifty-First Annual General Meeting (“51st AGM”) held on 2 December 2021, obtained shareholders' approval in relation to the Directors' fees and benefits payable to the Non-Executive Directors of the Company and its subsidiaries for the period from 3 December 2021 until the 52nd AGM of the Company.

The proposed Ordinary Resolution 7, if passed, will give authority to the Company and its subsidiaries to pay Directors' fees and benefits to our Non-Executive Directors, on a monthly basis and after each month of completed service of our Non-Executive Directors. The benefits payable to the Non-Executive Directors comprise allowances and other emolument payable to the Chairman and members of the Board, Board of subsidiaries, Board Committees and such other committees as may be established by the Board.

The payment of Directors' fees and benefits to the Non-Executive Directors of the Company and its subsidiaries are based on among others, the following rates maintained as per the 51st AGM:

Description	The Company	
	Chairman	Non-Executive Directors
Monthly Directors' Fee		
(a) Board	RM18,000.00	RM12,000.00
(b) Audit Committee	RM6,000.00	RM3,000.00
(c) Other Committees	RM1,000.00	RM800.00
Meeting Allowances		
(a) Board	RM2,250.00	RM2,250.00
(b) Board Committees	RM1,500.00	RM1,500.00
Benefits	Medical and hospitalisation	

Description	Company's subsidiary	
	Chairman	Non-Executive Directors
Directors' Fee		
(a) Dagang Net Technologies Sdn. Bhd.	RM48,000.00 per annum	RM24,000.00 per annum
(b) SilTerra Malaysia Sdn. Bhd.	RM72,000.00 per annum	RM54,000.00 per annum
(c) PING Petroleum Limited	USD30,000.00 per annum	USD20,000.00 per annum
(d) Innovation Associates Consulting Sdn. Bhd.	RM60,000.00 per annum	RM60,000.00 per annum

The rapid growth of the Company has resulted in greater responsibilities, risk and time taken by the Non-Executive Directors to contribute their expertise to the Company. The Board is of the view that the proposed payment of Directors' fees and benefits to the Non-Executive Directors commensurate with the level of responsibility and accountability of the Non-Executive Directors and the amount of time that they are expected to devote in discharging their roles.

In determining the estimated total amount of Directors' fees and benefits for the Non-Executive Directors, the Board has considered various factors including the number of scheduled and special meetings for the Board, Board Committees and Boards of the Company's subsidiaries and the number of Non-Executive Directors involved in these meetings based on the current number of Non-Executive Directors as well as inclusion of provisional sum as a contingency for future appointment of Non-Executive Directors on the Boards of the Company's subsidiaries and increase in the number of Board and Board Committees meetings.

The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid the Directors' fees and benefits on a monthly basis and/or as and when they are incurred, particularly after the Directors have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout their tenure as Directors.

12. EXPLANATORY NOTES ON SPECIAL BUSINESS

(i) **Proposed Continuation in office of Tan Sri Abd Rahman Mamat as Independent Non-Executive Director**

Practice 5.3 of the Malaysian Code on Corporate Governance provides that shareholders' approval be sought in the event that the Company intends for an Independent Director who has served in the capacity for more than nine (9) years, to continue to act as Independent Director of the Company. The Directors are recommending to the shareholders for Tan Sri Abd Rahman Mamat who will serve as Independent Non-Executive Director of the Company for a cumulative term of nine (9) years on 12 December 2022 to continue to act as Independent Non-Executive Director of the Company. The Board through the NRC had assessed and endorsed that Tan Sri Abd Rahman Mamat be retained as Independent Non-Executive Director of the Company as he has continued to display high level of integrity and is objective in his judgement and decision-making in the best interest of the Company, shareholders and stakeholders and is able to express unbiased views without any influence.

(ii) **Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 10 is for the purpose of granting a renewed general mandate (“**General Mandate**”) and empowering the Directors of the Company, pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, for such purposes as the Directors consider will be in the best interest of the Company without convening a general meeting subsequent to the 52nd AGM. The General Mandate, unless revoked or varied by the Company in general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 51st AGM held on 2 December 2021 and which will lapse at the conclusion of the 52nd AGM.

The General Mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.

(iii) **Proposed allocation of ESOS Options**

The ESOS was implemented on 6 April 2021 following the shareholders' approval obtained at the Extraordinary General Meeting of the Company held on 1 April 2021.

The proposed Ordinary Resolutions 11, 12, 13, 14, 15 and 16 if passed, will provide flexibility to the Directors to grant ESOS Options to the following Directors to subscribe for new DNeX Shares, subject to the By-Laws of the ESOS:

- (a) Dato' Robert Fisher, the Independent Non-Executive Director of the Company;
- (b) Dr. Chen, Wei-Ming, the Non-Independent Non-Executive Director of the Company;
- (c) Tun Noor Shahya Tun Abdul Razak, the Independent Non-Executive Director of the Company;
- (d) Muhammad Radhi Azizan, the Non-Independent Non-Executive Director of the Company;
- (e) Chandramohan Subramaniam, the Independent Non-Executive Director of the Company;
- and
- (f) Zalina Shaher, the Independent Non-Executive Director of the Company.

(iv) **Proposed allocation of ESOS Options to Muhammad Saifullah Mohd Isa**

The ESOS was implemented on 6 April 2021 following the shareholders' approval obtained at the Extraordinary General Meeting of the Company held on 1 April 2021.

The proposed Ordinary Resolution 17 if passed, will provide flexibility to the Directors to grant ESOS Options to Muhammad Saifullah Mohd Isa, an employee of the Company and a person connected to the major shareholder of the Company to subscribe for new DNeX Shares, subject to the By-Laws of the ESOS.

13. ABSTENTION FROM VOTING

- (i) Any person referred to in Ordinary Resolutions 1, 2, 3, 4, 5, 6, 9, 11, 12, 13, 14, 15, 16 and 17 who is a shareholder of the Company will abstain from voting on the resolution.
- (ii) All the Non-Executive Directors of the Company who are shareholders of the Company will abstain from voting on Ordinary Resolution 7 concerning remuneration to the Non-Executive Directors at the 52nd AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 52nd AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose 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 52nd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 52nd AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that the member has obtained the prior consent of such 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 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.

REVISED FORM OF PROXY



DAGANG NeXCHANGE BERHAD
Registration No. 197001000738 (10039-P)
 (Incorporated in Malaysia under the Companies Act 1965
 and deemed registered under the Companies Act 2016)

No. of Shares Held	
CDS Account No.	
Telephone No.	

*I/We _____
 (Full name as per NRIC/Certificate of Incorporation in CAPITAL letters)

*Registration/Passport/NRIC no. (new) _____ (old) _____ of

 (Full Address)

with email address _____ mobile phone no. _____

being a member of **DAGANG NeXCHANGE BERHAD** hereby appoint:

Full Name (in CAPITAL letters):	NRIC/Passport No.:	Proportion of shareholdings to be represented by the proxy/proxies:	
		No. of Shares	%
Address:	E-mail address:		
	Mobile phone no.:		

*and/or

Full Name (in CAPITAL letters):	NRIC/Passport No.:	Proportion of shareholdings to be represented by the proxy/proxies:	
		No. of Shares	%
Address:	E-mail address:		
	Mobile phone no.:		

or failing him/her, the Chairman of the Meeting as my/our proxy to attend, participate and vote for my/our behalf at the 52nd Annual General Meeting ("52nd AGM") of the Company to be conducted virtually from the broadcast venue at the Multipurpose Hall, Level 3A, Dagang Net Tower, Block 10 (A & B) Corporate Park, Star Central, Lingkaran Cyberpoint Timur, Cyber 12, 63000 Cyberjaya, Selangor, Malaysia on Tuesday, 6 December 2022 at 10.00 a.m., or at any adjournment thereof.

My/our proxy/proxies is/are to vote as indicated below.

(Please indicate with an "X" in the appropriate boxes how you wish your vote to be casted. If you do not indicate how you wish your proxy to vote on any resolutions, the proxy shall vote as he/she thinks fit, or at his/her discretion, abstain from voting.)

AS ORDINARY BUSINESS			FOR	AGAINST
1.	To re-elect Tan Sri Dato' Sri Syed Zainal Abidin Syed Mohamed Tahir who retires by rotation pursuant to Rule 131 of the Company's Constitution and who being eligible offers himself for re-election.	Ordinary Resolution 1		
2.	To re-elect Zainal 'Abidin Abd Jalil who retires by rotation pursuant to Rule 131 of the Company's Constitution and who being eligible offers himself for re-election.	Ordinary Resolution 2		
3.	To re-elect Tun Noor Shahya Tun Abdul Razak who retires pursuant to Rule 116 of the Company's Constitution and who being eligible offers herself for re-election.	Ordinary Resolution 3		
4.	To re-elect Muhammad Radhi Azizan who retires pursuant to Rule 116 of the Company's Constitution and who being eligible offers himself for re-election.	Ordinary Resolution 4		
5.	To re-elect Chandramohan Subramaniam who retires pursuant to Rule 116 of the Company's Constitution and who being eligible offers himself for re-election.	Ordinary Resolution 5		
6.	To re-elect Zalina Shaher who retires pursuant to Rule 116 of the Company's Constitution and who being eligible offers herself for re-election.	Ordinary Resolution 6		
7.	To approve the payment of Directors' fees and benefits to the Non-Executive Directors of the Company and its subsidiaries up to an aggregate amount of RM4,000,000.00 for the period from 7 December 2022 until the next Annual General Meeting of the Company.	Ordinary Resolution 7		
8.	To re-appoint Crowe Malaysia PLT as auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.	Ordinary Resolution 8		
AS SPECIAL BUSINESS				
1.	To grant authority to Tan Sri Abd Rahman Mamat to continue in office as Independent Non-Executive Director.	Ordinary Resolution 9		
2.	Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016.	Ordinary Resolution 10		
3.	To grant Employees' Share Option Scheme ("ESOS") Options to Dato' Robert Fisher.	Ordinary Resolution 11		
4.	To grant ESOS Options to Dr. Chen, Wei-Ming.	Ordinary Resolution 12		
5.	To grant ESOS Options to Tun Noor Shahya Tun Abdul Razak.	Ordinary Resolution 13		
6.	To grant ESOS Options to Muhammad Radhi Azizan.	Ordinary Resolution 14		
7.	To grant ESOS Options to Chandramohan Subramaniam.	Ordinary Resolution 15		
8.	To grant ESOS Options to Zalina Shaher.	Ordinary Resolution 16		
9.	To grant ESOS Options to Muhammad Saifullah Mohd Isa.	Ordinary Resolution 17		

* delete whichever not applicable.

Dated this _____ day of _____ 2022.

 Signature/common seal of shareholder

Notes:-

1. The 52nd AGM of the Company will be conducted virtually from the broadcast venue at the Multipurpose Hall, Level 3A, Dagang Net Tower, Block 10 (A & B) Corporate Park, Star Central, Lingkaran Cyberpoint Timur, Cyber 12, 63000 Cyberjaya, Selangor, Malaysia. Please refer to the Administrative Notes for the procedures to register, participate and vote remotely through the remote participation and electronic voting facilities.
2. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
3. In the case of corporate member, the instrument appointing a proxy ("**Form of Proxy**") shall be either (a) under its Common Seal or (b) under the hand of duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
5. Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds which is credited with ordinary shares of the Company. Where an authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
6. Where a member is an exempt authorised nominee ("**EAN**") as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds. EAN is advised to list down the name of proxies and the particulars of their NRIC No. (both new and old) and attach it to the Form of Proxy.
7. The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia or email to AGM-support.DNEX@megacorp.com.my not less than forty eight (48) hours before the time appointed for holding the 52nd AGM (no later than Sunday, 4 December 2022 at 10.00 a.m.) or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
8. The Form of Proxy, if submitted by a member, will not preclude that member from attending, participating and voting in person at the 52nd AGM should the member subsequently decide to do so.
9. For the purpose of determining whether a member is entitled to attend, participate and vote at the 52nd AGM, the Company shall be requesting the Record of Depositors as at 29 November 2022. Only depositors whose names appear in the Record of Depositors as at 29 November 2022 shall be entitled to attend, participate and vote at the 52nd AGM or appoint proxy/proxies on his/her behalf.
10. Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 52nd AGM will be conducted by poll.

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AFFIX
STAMP

MEGA CORPORATE SERVICES SDN BHD
Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur
Malaysia

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Additional Notes for this Revised Form of Proxy:

1. This Revised Form of Proxy DOES NOT INVALIDATE the Form of Proxy which was circulated together with the Notice of 52nd AGM dated 31 October 2022 ("**Original Form of Proxy**").
2. If our Poll Administrator receives both the Original Form of Proxy and the Revised Form of Proxy from a member, THE LATTER SHALL SUPERSEDE THE FORMER.
3. In the event that the Poll Administrator does not receive the duly executed Revised Form of Proxy within the required timeframe, THE MEMBER WHO HAS DEPOSITED THE ORIGINAL FORM OF PROXY IN THE MANNER STATED IN THE NOTICE OF 52ND AGM DATED 31 OCTOBER 2022 WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS/HER PROXY UNDER THE ORIGINAL FORM OF PROXY TO VOTE OR ABSTAIN ON THE ADDITIONAL RESOLUTION AS THE PROXY DEEMS FIT.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 52nd AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose 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 52nd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 52nd AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that the member has obtained the prior consent of such 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 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.