

**NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-First Annual General Meeting ("21st AGM") of the Company will be conducted virtually at the Broadcast Venue at Conference Room, Lot 76, Kawasan Perindustrian Bukit Rambai, Bukit Rambai, 75250 Melaka on Thursday, 29 August 2024 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 2024 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 RM100,000 from 30 August 2024 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:  
(a) Tan Sri (Dr) Soh Chin Chuan  
(b) Puan Sri Chu Kim Guek (Resolution 2)  
(Resolution 3)
- To re-elect the following Director who retire by rotation in accordance with Clause 125 of the Company's Constitution:  
(a) Mr. Eugene Sow Chuan Sheng (Resolution 4)
- To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)

**AS SPECIAL BUSINESS**

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

**ORDINARY RESOLUTIONS**

- Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016** (Resolution 6)  
(Please refer to Explanatory Note 2)

"**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 10% of the total number of the issued shares of the Company for the time being. **AND THAT** the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

**AND THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company, or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."

**AND FURTHER THAT** pursuant to Section 85 of the Companies Act, 2016 read together with Clause 16 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

- 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")** (Resolution 7)  
(Please refer to Explanatory Note 3)

"**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:

- 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);
- 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
- 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."

- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Existing Shareholders' Mandate")** (Resolution 8)  
(Please refer to Explanatory Note 4)

"**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 31 July 2024 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:

- 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
- disclosure of the aggregate value of recurrent transactions conducted pursuant to the Proposed Renewal of Existing 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:
  - 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
  - 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
  - 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 Renewal of Existing Shareholders' Mandate."

- Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")** (Resolution 9)  
(Please refer to Explanatory Note 4)

"**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 2.6 of Part B of the Circular to Shareholders dated 31 July 2024 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:

- 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
- disclosure of the aggregate value of recurrent transactions conducted pursuant to the Proposed New 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:
  - 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
  - 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
  - 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 New Shareholders' Mandate."

- 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: 31 July 2024**

**Notes:**

- For the purpose of determining a member who shall be entitled to attend and vote at the 21st Annual General Meeting ("AGM"), the Company shall be requesting the Record of Depositors as at 22 August 2024. Only a depositor whose name appears on the Record of Depositors as at 22 August 2024 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on 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 Unit No. EL-11-01, Amcorp Business Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No. 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor, not less than twenty four (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.
- 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 2024.**

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 6**

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

The Ordinary Resolution 6 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 did not issue any shares pursuant to Sections 75 and 76 of the Companies Act 2016 under the general authority which was approved at the 20th Annual General Meeting held on 29 August 2023 and which will lapse at the conclusion of the 21st Annual General Meeting to be held on 29 August 2024.

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to 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 costs and time consuming to organise a general meeting.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 16 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 16 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.

**Explanatory Note 3**

**Resolution 7**

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

The proposed Resolution 7, 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 31 July 2024.

**Explanatory Note 4**

**Resolution 8 & 9**

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

The proposed adoption of Resolutions 8 and 9 is to renew the shareholders' mandate for Recurrent Related Party Transactions granted by the shareholders of the Company at the Twentieth Annual General Meeting of the Company held on 29 August 2023 ("Renewal of Shareholders' Mandate") and to obtain new shareholders' mandate for Recurrent Related Party Transactions ("New Shareholders' Mandate") respectively. Both Renewal of Shareholders' Mandate and New Shareholders' Mandate will enable the Company and its subsidiary companies ("the Group") to enter into the Recurrent Related Party Transactions which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. The recurrent transactions of a revenue or trading nature with those related parties as specified in Section 2.5 and Section 2.6 of Part B of the Circular to Shareholders dated 31 July 2024. 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.



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

## **ADMINISTRATIVE GUIDE**

### **IN RESPECT OF THE TWENTY-FIRST ANNUAL GENERAL MEETING (“21<sup>st</sup> AGM”) TO BE HELD VIA AN ONLINE PLATFORM**

|   |                                |   |
|---|--------------------------------|---|
| <b>DATE:</b><br><br>Thursday,<br>29 August 2024 | <b>TIME:</b><br><br>11.00 a.m. | <b>BROADCAST VENUE:</b><br><br>Conference Room, Lot 76, Kawasan Perindustrian Bukit Rambai, Bukit Rambai, 75250 Melaka. Online meeting platform at <a href="https://bitly.cx/Rt2rC">https://bitly.cx/Rt2rC</a> provided by Synergy Professionals Group 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 22 August 2024 (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 21<sup>st</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 21<sup>st</sup> AGM via Virtual Meeting Facilities on 29 August 2024, 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 Unit No. EL-11-01, Amcorp Business Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No. 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor, 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, 28 August 2024 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 21<sup>st</sup> AGM will be conducted by poll in accordance with Clause 95 of the Company's Constitution. The Company has appointed Synergy Professionals Group 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 21<sup>st</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 21<sup>st</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 21<sup>st</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 Synergy Professionals Group Sdn Bhd **not later than Wednesday, 28 August 2024 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 21<sup>st</sup> AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the 21<sup>st</sup> AGM via the Virtual Meeting Facilities, please submit the duly executed Form of Proxy to Synergy Professionals Group Sdn Bhd not later than **Wednesday, 28 August 2024 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://bitly.cx/Rt2rC">https://bitly.cx/Rt2rC</a></p>   |
| (b)            | CONFIRMATION ATTENDANCE | <ul style="list-style-type: none"> <li>Upon verification, the participation link will be sent to your godself 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://bitly.cx/uXJc">https://bitly.cx/uXJc</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 29 August 2024.</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 29 August 2024 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 21 <sup>st</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 21<sup>st</sup> AGM.

**No Recording or Photography**

12. Unauthorised recording and photography are strictly prohibited at the 21<sup>st</sup> AGM.

**Enquiry**

13. If you have any enquiry or require any assistance before or during the 21<sup>st</sup> AGM, please contact the following during office hours from 9.00 a.m. to 5.00 p.m. (Mondays to Fridays):-

**SYNERGY PROFESSIONALS GROUP SDN BHD**  
**Registration No. 202301003202 (1497121-V)**  
**Unit No. EL-11-01, Amcorp Business Suite,**  
**Menara Melawangi, Pusat Perdagangan Amcorp,**  
**No. 18, Jalan Persiaran Barat,**  
**46050 Petaling Jaya,**  
**Selangor Darul Ehsan**

**Mobile/WhatsApp: 017-6229303**  
**Email: synergyprofgroup@gmail.com**  
**Contact Person: SPG Virtual Meeting Administrator**