

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Divfex Berhad ("DFX" or the "Company") will be conducted on a fully virtual basis through live streaming and online remote voting via TIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC : DIA282781) on **Monday, 2 December 2024 at 12.30 p.m.** or immediately after the conclusion of the 19th Annual General Meeting of the Company which will be held at 11.00 a.m. on the same day, or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 15.0% OF THE TOTAL NUMBER OF ISSUED SHARES OF DFX (EXCLUDING TREASURY SHARES, IF ANY) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF DFX AND ITS SUBSIDIARIES ("PROPOSED ESOS")

"THAT, subject to and conditional upon the approvals of all relevant authorities and persons (if any), approval be and is hereby given for the Company to:

- establish, implement and administer an employees' share option scheme to be known as the "DFX Employees' Share Option Scheme 2024" of up to 15.0% of the total number of issued shares of DFX from time to time (excluding treasury shares, if any) for the benefit of all eligible employees and Directors of DFX and all its subsidiaries (excluding dormant subsidiaries) ("**Eligible Person(s)**"), in accordance with the provisions of the By-Laws of the Proposed ESOS as set out in **Appendix I** ("**By-Laws**") of the Circular to Shareholders dated 6 November 2024, under which, the options will be granted to such Eligible Person(s) to subscribe for new DFX Shares ("**Options**"). Any new DFX Shares to be allotted and issued upon any exercise of the Options granted under the Proposed ESOS will, upon such allotment, issuance and full payment, rank equally in all respects with the then existing issued DFX Shares except that the new DFX Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date (namely the date as at close of business on which the names of shareholders must appear on the Record of Depositors, in order to be entitled to such dividends, rights, allotments and/or other distributions) of which is prior to the date of allotment and issuance of the new DFX Shares and will be subject to all the provisions of the Constitution of DFX relating to transfer, transmission and otherwise of DFX Shares;
- amend and/or modify all or any part of the Proposed ESOS from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board or any Board Committee of the Proposed ESOS established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to the modifications and/or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments;
- allot and issue and/or procure from time to time such a number of new DFX Shares as may be required to be issued pursuant to the exercise of the Options under the Proposed ESOS provided that the aggregate number of new DFX Shares to be issued pursuant to the Proposed ESOS and any other schemes involving new issuance of DFX Shares to be implemented by DFX shall not at any point in time in aggregate exceed 15.0% of the total number of issued shares of the Company (excluding treasury shares) that may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time during the duration of the Proposed ESOS; and
- do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws.

THAT, the Board be and is hereby authorised and empowered to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

THAT, the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any parties as they may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-Laws with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or necessary or expedient in the best interest of the Company.

THAT, pursuant to Section 85 of the Companies Act, 2016 read together with Clause 63 of the Constitution of the Company, approval be hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new DFX Shares ranking equally to the existing issued DFX Shares arising from any allotment and issuance of new DFX Shares to the Eligible Person(s) pursuant to the Proposed ESOS.

AND FURTHER THAT, the By-Laws of the Proposed ESOS, as set out in **Appendix I** of the Circular to Shareholders dated 6 November 2024, be and is hereby approved and adopted."

ORDINARY RESOLUTIONS 2 - 8

PROPOSED ALLOCATION TO DIRECTORS OF DFX UNDER PROPOSED ESOS

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given to the Board to authorise the committee comprising the Directors, senior management personnel and other persons to be appointed from time to time by the Board to administer the Proposed ESOS ("**ESOS Committee**"), to offer and grant Options at any time and from time to time throughout the duration of the Proposed ESOS as provided in the By-Laws, to each of the Directors of DFX named herein below:

Name	Designation	Ordinary Resolution
(i) Y.A.M. Tengku Puteri Seri Kemala Tengku Dato' Sri Setia Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah Al-Musta'in Billah, DK., SAAS., SSAP., SIMP.	Chairperson, Independent Non-Executive Director	2
(ii) Dato' Dr. Tan Seng Chuan	Executive Vice Chairman	3
(iii) Dato' Wong Gian Kui	Executive Director	4
(iv) Kenny Chin Wui Chee	Executive Director	5
(v) Wan Mai Gan	Non-Independent Non-Executive Director	6
(vi) Chow Seck Kai	Independent Non-Executive Director	7
(vii) Datuk Wira Lau Chi Chiang	Independent Non-Executive Director	8

Provided always that:

- the abovementioned Directors must not participate in the deliberation and/or discussion of their own respective allocation;
- not more than 10.0% of the total number of new DFX Shares to be issued under the Proposed ESOS would be allocated to any one of the abovementioned Directors who, either singly or collectively through persons connected to them, holds 20.0% or more of the total number of issued shares of the Company;
- not more than 70.0% of the total number of new DFX Shares to be issued under the Proposed ESOS, in aggregate, to the Directors and senior management of the Company who are Eligible Persons; and
- the allocation of Options to the abovementioned Directors shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the ACE Market Listing Requirements of Bursa Securities, or any prevailing guideline issued by Bursa Malaysia Securities Berhad, as amended from time to time.

THAT, pursuant to Section 85 of the Act which must be read together with Clause 63 of the Constitution, approval be hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be offered any new DFX Shares ranking equally to the existing issued DFX Shares arising from any allotment and issuance of new DFX Shares to the Eligible Person(s) pursuant to the Proposed ESOS.

AND FURTHER THAT, the Board be further authorised to allot and issue and/or transfer such number of DFX Shares pursuant to the Proposed ESOS to the abovementioned Directors from time to time, subject to the exercise of such Options that may be granted to them under the Proposed ESOS."

BY ORDER OF THE BOARD OF DIVFEX BERHAD

Lau Fong Siew (MAICSA 7045893) (SSM PC No. 202008002625)

Lau Choi King (MAICSA 7059575) (SSM PC No. 202008002718)

Company Secretaries

Kuala Lumpur

6 November 2024

Notes:

- The Extraordinary General Meeting ("EGM") will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting facilities ("RPV"). The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as the poll administrator for the EGM to facilitate the RPV via TIH Online website at <https://tjih.online>. Please follow the procedures set out in the Administrative Guide for the EGM which is available on the Company's website at www.divfex.com/annual-reports-general-meetings to register, participate and vote remotely via the RPV.
- A member entitled to participate and vote at the meeting via RPV is entitled to appoint not more than two (2) proxies to participate and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The appointment of proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the poll administrator not less than forty-eight (48) hours before the time set for holding the meeting i.e. no later than 30 November 2024 at 12.30 p.m.:

(a) Hard copy form

Submit to Tricor Investor & Issuing House Services Sdn Bhd at 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.

(b) Electronic form

Lodge via TIH Online website at <https://tjih.online> by following the procedures provided in the Administrative Guide.

- A member who has appointed a proxy or authorised representative or attorney to participate in the EGM via RPV must request his/her proxy or authorised representative or attorney to register himself/herself for RPV at TIH Online website at <https://tjih.online> in accordance with the procedures set out in the Administrative Guide.

- Only members whose names appear in the **Record of Depositors as at 25 November 2024** will be entitled to participate or appoint proxy(ies) to participate in his stead in the EGM.



DIVFEX BERHAD
(Registration No. 200401036851 (675362-P))
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR EXTRAORDINARY GENERAL MEETING (“EGM”)

Date : Monday, 2 December 2024

Time : 12.30 p.m. or immediately after the conclusion of the 19th Annual General Meeting of the Company which will be held at 11.00 a.m. on the same day, or any adjournment thereof

Online Meeting Platform : TIH Online website at <https://tiah.online> or <https://tiah.com.my>
(Domain registration number with MYNIC : D1A282781)

MODE OF MEETING

- The EGM of the Company will be conducted fully virtual through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia via its TIH Online website at <https://tiah.online>.
- Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM using the RPV facilities provided by Tricor.
- Please refer to “Procedures for RPV” as set out below for the requirements and procedures.

ENTITLEMENT TO PARTICIPATE

- Only members whose names appear in the **Record of Depositors as at 25 November 2024** shall be eligible to attend, speak and vote at the EGM or appoint proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- Member who has appointed a proxy/authorised representative/attorney to participate in the EGM via RPV must request his/her proxy/authorised representative/attorney to register himself/herself for RPV at TIH Online website at <https://tiah.online>. Please refer to “Procedures for RPV”.
- Members who are unable to participate in the EGM may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the proxy form.

PROCEDURES FOR RPV

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the EGM using the RPV facilities:

Before the EGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access to website at https://tiih.online. Register as a user under the “e-Services” select the “Sign Up” button and followed by “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
ii. Submit your request to attend EGM remotely	<ul style="list-style-type: none"> Registration is open from Wednesday, 6 November 2024 until the day of EGM on Monday, 2 December 2024. Member(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate in the EGM using the RPV facilities. Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) DIVFEX 2024 EGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 25 November 2024, the system will send you an e-mail on or after 30 November 2024 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i></p>

On the EGM Day

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the EGM at any time from 11.30 a.m. i.e. 1 hour before the commencement of meeting at 12.30 p.m. on Monday, 2 December 2024.
ii. Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) DIVFEX 2024 EGM” to engage in the proceedings of the EGM remotely. If you have any question for the Board, you may use the Query Box to transmit your question. The Board will endeavour to respond to questions submitted by remote participants during the EGM.
iii. Online remote voting	<ul style="list-style-type: none"> Voting session will commence from 12.30 p.m. on Monday, 2 December 2024 until a time when the Chairman announces the end of the voting session. Select the corporate event: “(REMOTE VOTING) DIVFEX 2024 EGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
iv. End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the conclusion of the EGM, the live streaming will end.

Notes to users of the RPV :

1. Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, please call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@vistra.com for assistance.

APPOINTMENT OF PROXY

- Members who wish to appoint proxy/authorised representative/attorney to participate in the EGM via RPV may deposit the duly executed proxy form and/or documents relating to the appointment of proxy/corporate representative/attorney for the EGM whether in hard copy or by electronic means in the following manner **NO LATER THAN Saturday, 30 November 2024 at 12.30 p.m.:**

(i) Hard copy

By hand or post to Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;

OR

(ii) Electronic

Lodge electronically via TIIH Online by following the steps below:

Procedure	Action
i. <u>Steps for individual members</u>	
Register as a user with TIIH Online	<ul style="list-style-type: none"> • Using your computer, access to website at https://tiih.online. • Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of proxy form	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. • Select the corporate event: “DIVFEX 2024 EGM - SUBMISSION OF PROXY FORM”. • Read and agree to the Terms and Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy to vote on your behalf. • Appoint your proxy and insert the required details of your proxy(s) or appoint the Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. • Review and confirm your proxy appointment. • Print the proxy form for your record.

ii. Steps for corporate or institutional members	
Register as a user with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects the “Sign Up” button and followed by “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporate or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarifications on the user registration.)</i></p>
Proceed with submission of proxy form	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate event : “DIVFEX 2024 EGM - SUBMISSION OF PROXY FORM”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set out therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for record.

- If you wish to participate in the EGM yourself, please do not submit any proxy form for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.

VOTING AT MEETING

- The voting at the EGM will be conducted on a poll pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor to conduct the poll voting electronically.
- Members and proxies can proceed to vote on the resolutions at any time from the commencement of the EGM at 12.30 p.m. on 2 December 2024 but before the end of the voting session which will be announced by the Chairman of the Meeting. Please refer to “Procedures for RPV” provided above for guidance on how to vote remotely via TIIH Online.

DOOR GIFT OR FOOD VOUCHER

There will be no door gifts or food vouchers for participating in the EGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorized recording and photography are strictly prohibited at the EGM.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

Members may submit questions to the Board in advance via Tricor's TIIH Online website at <https://tjih.online>, by selecting "e-Services" to login, post your questions and submit it electronically no later than Saturday, 30 November 2024 at 12.30 p.m..

ENQUIRY

If you have any enquiries on the above, please contact Tricor during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn Bhd

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@vistra.com