

**MINUTES OF ANNUAL GENERAL MEETING**

MINUTES OF THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON A FULLY VIRTUAL BASIS VIA ONLINE MEETING PLATFORM HOSTED ON SECURITIES SERVICES E-PORTAL AT <https://sshbsb.net.my/> PROVIDED BY SS E SOLUTIONS SDN. BHD. IN MALAYSIA (DOMAIN REGISTRATION NUMBER D4A00436) ON WEDNESDAY, 22 DECEMBER 2021 AT 10.00 A.M.

---

ATTENDANCE: As per attendance list

**1. COMMENCEMENT**

At 10.00 a.m. the elected Chairman of the Meeting, Dato' Moktar Bin Mohd Noor ("Chairman"), welcomed all members and proxies for participating the Company's 21<sup>st</sup> Annual General Meeting ("AGM" or "Meeting") remotely from their respective locations.

The Chairman informed the shareholders that Mr. Lim Siang Kai, the Chairman of the Company and Mr. Lam KwongFai (Lin Guang Hui), the Independent Non-Executive Director of the Company had sent their apologies for their absence from this Meeting which was duly noted.

He then introduced the following Directors, Company Secretary, Chief Executive Officer, Chief Financial Officer and Auditor who were present virtually for this AGM:

- (a) Mr. Choong Lee Aun, Executive Director
- (b) Mr. Leong Choon Fai, Independent Non Executive Directors
- (c) Datuk Sham Shamrat Sen Gupta, Independent Non Executive Directors
- (d) Kang Teik Yih, Independent Non Executive Directors
- (e) Ms Hing Poe Pyng, the Company Secretary
- (f) Datuk Tho Yow Yin, Chief Executive Officer
- (g) Mr. Aw Yeong Weng Kwong, Chief Financial Officer
- (h) Mr. Terence Lau, External Auditor of Grant Thornton Malaysia PLT

**2. QUORUM**

The Chairman called the meeting to order as the Company Secretary confirmed that the requisite quorum was present.

**3. NOTICE OF THE MEETING**

The Chairman informed the Meeting that the notice of 21<sup>st</sup> AGM having been circulated within the statutory period was taken as read.

**4. PROCEDURES TO CONVENE THE AGM**

The Chairman informed the members that pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Company's Constitution, all resolutions set out in the notice of General Meeting must voted on by poll.

He then invited the Group's Chief Executive Officer, Datuk Tho Yow Yin ("Datuk Tho") to proceed with the Meeting.

Datuk Tho informed that the Company had appointed SS E Solutions Sdn. Bhd. as the Poll Administrator and Commercial Quest Sdn. Bhd. as the Scrutineer to conduct the polling process and to verify the poll results respectively.

All the motions set out in the Notice of the AGM was proposed by Encik Roslant bin Abu and seconded by Mr. Looi Chooi Beng.

He further explained on how questions may be raised and answer during the meeting.

Datuk Tho then presented the agenda of the 21<sup>st</sup> AGM as follow:-

**5. AGENDA 1 - TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 30 APRIL 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

Datuk Tho stated that the Audited Financial Statements of Agenda 1 was for discussion purposes only as it does not require shareholders' approval under the provision of Section 340(1)(a) of the Companies Act 2016. Hence, it would not be put forward for voting.

It was put on record that the Audited Financial Statements in respect of the financial year ended 30 April 2021 together with the reports of the Directors and Auditors of the Company have been duly tabled and received by the shareholders.

**6. ORDINARY RESOLUTION 1  
TO RE-ELECT MR. LEONG CHOON FAI AS DIRECTOR OF THE COMPANY UNDER ARTICLE 114 OF THE COMPANY'S CONSTITUTION**

Datuk Tho informed the members that Ordinary Resolution 1 was to re-elect Mr. Leong Choon Fai as Director of the Company under Article 114 of the Company's Constitution

**7. ORDINARY RESOLUTION 2  
TO RE-ELECT MR. CHOONG LEE AUN AS DIRECTOR OF THE COMPANY UNDER ARTICLE 114 OF THE COMPANY'S CONSTITUTION**

Datuk Tho informed the members that Ordinary Resolution 2 was to re-elect Mr. Choong Lee Aun as Director of the Company under Article 114 of the Company's Constitution.

**8. ORDINARY RESOLUTION 3  
TO RE-ELECT DATUK SHAM SHAMRAT SEN GUPTA AS DIRECTOR OF THE COMPANY UNDER ARTICLE 114 OF THE COMPANY'S CONSTITUTION**

Datuk Tho informed the members that Ordinary Resolution 3 was to re-elect Datuk Sham Shamrat Sen Gupta as Director of the Company under Article 114 of the Company's Constitution.

**9. ORDINARY RESOLUTION 4  
TO RE-ELECT MR. KANG TEIK YIH AS DIRECTOR OF THE COMPANY UNDER ARTICLE 114 OF THE COMPANY'S CONSTITUTION**

Datuk Tho informed the members that Ordinary Resolution 4 was to re-elect Mr. Kang Teik Yih as Director of the Company under Article 114 of the Company's Constitution.

**10. ORDINARY RESOLUTION 5  
TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF UP TO RM700,000 FOR  
THE PERIOD FROM THE CONCLUSION OF THE 21ST AGM UNTIL THE  
CONCLUSION OF THE NEXT AGM OF THE COMPANY.**

Datuk Tho informed the members that Ordinary Resolution 5 was to approve the payment of Directors' Fees of up to RM700,000 for the period from the conclusion of the 21<sup>st</sup> AGM until the conclusion of the next AGM of the Company.

**11. ORDINARY RESOLUTION 6  
TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS OF UP TO RM100,000  
FOR THE PERIOD FROM THE CONCLUSION OF THE 21<sup>ST</sup> AGM UNTIL THE  
CONCLUSION OF THE NEXT AGM OF THE COMPANY.**

Datuk Tho informed the members that Ordinary Resolution 6 was to approve the payment of directors' benefits of up to RM100,000 for the period from the conclusion of the 21<sup>st</sup> AGM until the conclusion of the next AGM of the company.

**12. ORDINARY RESOLUTION 7  
TO RE-APPOINT MESSRS. GRANT THORNTON MALAYSIA PLT AS AUDITORS  
OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE  
DIRECTORS TO FIX THEIR REMUNERATION.**

Datuk Tho informed the members that Ordinary Resolution 7 was to re-appoint Messrs. Grant Thornton Malaysia PLT as auditors of the Company for the ensuing year and to authorise the directors to fix their remuneration.

**13. ORDINARY RESOLUTION 8  
TO AUTHORISE DIRECTORS TO ALLOT AND ISSUE NEW SHARES**

Datuk Tho informed the members that Ordinary Resolution 8 was to authorise Directors to allot and issue new shares.

This resolution was to give a mandate to the Directors the authority to issue and allot shares in the Company up to an amount not exceeding 20% of the total issued capital of the Company for the time being, at any time in their absolute discretion without convening a general meeting. Such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2021 or a later date which may be designated for this purpose by Bursa Securities.

With effect from 1 January 2022 or a later date (referred above) which may be designated by Bursa Securities, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Paragraph 6.03 of the Main LR provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights grants, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer by the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, pursuant to this resolution, when aggregated with the total number of any such shares issued (after taking into account New Shares issued pursuant to the Proposed 20% Mandate, if any) during the preceding 12 months does not exceed 10% of the total number issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 10% General Mandate")

The mandate was to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders approval as to avoid incurring additional costs associated with the convening of such meeting and time.

#### **14. SUMMARY OF QUESTIONS RECEIVED AND THE COMPANY'S RESPONSE**

Datuk Tho proceeded to the question and answer session and invited members/proxies to submit their question or remarks through text box below the live stream player within the same e-Portal page.

Datuk Tho informed that the Company had received written queries from Minority Shareholders' Watch Group ("MSWG). The written queries and response from management are attached herein as Appendix I.

Datuk Tho and Mr Aw Yeong continued to address the questions raised by the other shareholders,

***Q1. Following the successful turnaround in FY21, what can we expect for FY22 and beyond?***

***(Question from Mr Tan Took Wah and responded by Datuk Tho)***

Looking ahead, the Company strive to keep up the positive momentum following the successful execution of the business turnaround strategy as demonstrated in robust financial results since July 2020. The Company now aim to strengthen the Group's foundation in order to deliver sustainable growth. D'nonce continues to see for opportunities in the E&E and healthcare sectors and have penetrated into several new countries as part of our plan to expand our customer base. Our intention is to enhance our market presence in Asia, and the Company have stepped up our marketing efforts in those countries.

At the same time, the Company continue to focus on our cost optimization efforts, which include exercising prudence in manpower planning and spending to minimize the impact arising from the pandemic. Besides, the Company are also automating certain processes to improve efficiency and reduce labor dependency.

All in all, the outlook for D'nonce remains positive underpinned by the strategic plans that the management are embarking on.

***Q2. Why did D'nonce undertake the recent private placement?***

***(Question from Ms Naliny A/P Damodharan and responded by Mr Aw Yeong)***

This exercise was in line with the Company's plans to strengthen the Group's foundation and further enhance our financial position. The proceeds raised from the private placement would be mainly utilized to pare down our borrowings and boost the Company's financial flexibility. This would enable us to seize any good opportunities that arise, which would ultimately create more value for our shareholders.

***Q3. Did the Group experience any operational disruptions due to the FMCO?***

***(Question from Ms. Chuah Bee Ean and responded by Mr Aw Yeong)***

There were indeed some operational disruptions for us and our customers as well due to the MCO, which impacted the our 1QFY22 performance. During that period, all our manufacturing facilities in Malaysia continued to run albeit with reduced workforce in accordance with the SOPs imposed by the Government.

On a brighter note, The said manufacturing facilities have since resumed its operations and is currently running with full workforce.

Another question imposed by Ms Yap Ee Ven, shareholder was as follow:

**Q4. How is the utilization for the glove packaging boxes manufacturing capacity that was installed last year?  
(Question from Ms Yap Ee Ven and responded by Datuk Tho)**

The additional capacity enables the subsidiary to cater for the increasing demand. The Company delighted to share that their overall utilization for our glove packaging boxes manufacturing is currently running at optimal capacity.

**15. OTHER BUSINESS  
TO TRANSACT ANY OTHER BUSINESS OF WHICH DUE NOTICES SHALL HAVE BEEN GIVEN**

Datuk Tho informed the members that the last item of the Agenda was to transact any other business of which due notice shall be given in accordance with the Company's Constitution and the Companies Act 2016. No notice for any other business was received.

**16. POLLING PROCESS**

At 10.20 a.m., The Chairman reminded members to vote via the e-Voting portal as the voting session would expired in 10 minutes.

At 10.30 a.m., the Chairman announced that the voting session for the 21<sup>st</sup> AGM had ended.

He informed members that that the Meeting would adjourn until the counting of the votes was completed and would resume thereafter for the declaration of the result of the poll.

**ANNOUNCEMENT OF POLL RESULT**

At 10.45 a.m., the Chairman called the Meeting to order for the declaration of results. He then proceeded to read out the poll results that was displayed on the screen. A copy of which is attached hereto as Appendix II.

The Chairman declared that all the resolutions were duly passed.

**17. TERMINATION**

There being no further businesses to discuss, the meeting ended at 10.48 a.m. with a vote of thanks to the Chairman.

CONFIRMED CORRECT,

---

**DATO' MOKTAR BIN MOHD NOOR**  
Chairman

Date : 22 December 2021