

D'nonce

D'NONCE TECHNOLOGY BHD

Registration No. 200001000687 (503292-K)

(Incorporated in Malaysia)

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Dear Valued Shareholders of **D'NONCE TECHNOLOGY BHD**,

On behalf of the Board of D'nonce Technology Bhd, I would like to cordially invite you to the 22nd Annual General Meeting ("**AGM**") of the Company, which will be conducted on a fully virtual basis through live streaming from the Broadcast Venue as follows:-

Date & Time : Monday, 26 September 2022 at 10:00 a.m.

Broadcast Venue : Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan

Mode of Meeting : The 22nd AGM will be conducted on a fully virtual basis using the Remote Participation and Voting ("**RPV**") facilities operated by Mlabs Research Sdn Bhd in Malaysia via <https://rebrand.ly/DTB-AGM>

We wish to inform that the following documents of the Company are available to be viewed and downloaded from the Company's designated website link at www.dnoncetech.com:-

1. Annual Report 2022
2. Notice of the 22nd AGM
3. Proxy Form
4. Administrative Guide for the 22nd AGM
5. Annual Report Requisition Form

You may request for a printed copy of the Annual Report by completing the Annual Report Requisition Form with the requisite information and submit the same by mail or e-mail to the address as indicated in accordance with the notes and instructions therein. A printed copy of the Annual Report 2022 will be posted to you as soon as possible from the date of receipt of your request.

Shareholders/ proxies **WILL NOT BE ALLOWED** to attend this AGM in person at the Broadcast Venue on the day of the meeting. Shareholders who wish to participate remotely at this AGM will therefore have to register via the RPV facilities operated by Mlabs Research Sdn Bhd at <https://rebrand.ly/DTB-AGM>.

Please read the Notes in the Notice of the 22nd AGM carefully and follow the procedures in the Administrative Guide for the 22nd AGM in order to participate remotely via RPV facilities.

If you wish to appoint a proxy to attend and vote on your behalf at the AGM, you may deposit your proxy form with the Company's Share Registrar at Workshire Share Registration Sdn Bhd of A1-2-2 Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Malaysia, no later than **Saturday, 24 September 2022 at 10:00 a.m.**

If you need any assistance on the above, kindly contact us during office hours on Mondays to Fridays from 9:00 a.m. to 5:30 p.m. (except on public holidays):

For Registration, logging in and system related:		For Proxy Form and other matters:	
Name	: Ms Eris/ Mr Hong/ Ms Jey	Name	: Mr Jie Tan Kok Siong
Contact No.	: 03-7688 1013	Contact No.	: 03-6413 3271
Email	: vgm@mlabs.com	Email	: sharereg@wscs.com.my

We thank you for your continued support to D'nonce Technology Bhd.

Yours faithfully

D'NONCE TECHNOLOGY BHD

Dato' Moktar Bin Mohd Noor

Independent Non-Executive Chairman

28 July 2022

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ADMINISTRATIVE GUIDE FOR THE 22ND ANNUAL GENERAL MEETING (“22ND AGM”)

Date	: Monday, 26 September 2022
Time	: 10:00 a.m.
Broadcast Venue	: Lot 18.2, 18 th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan
Mode of Meeting	: The 22 nd AGM will be conducted on a fully virtual basis using the Remote Participation and Voting facilities operated by Mlabs Research Sdn Bhd via https://rebrand.ly/DTB-AGM .

1. PRECAUTIONARY MEASURES AGAINST THE CORONAVIRUS DISEASE (“COVID-19”)

In line with the Government’s directive and the revised Guidance Note and Frequently Asked Questions (“FAQs”) on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 (“SC Guidance Note”), the 22nd AGM of the Company will be conducted **on a fully virtual basis through live streaming from the Broadcast Venue.**

The Broadcast Venue of the 22nd AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, whereby the main venue of the meeting shall be in Malaysia and the Chairman of the meeting shall be present at the main venue of the meeting. Shareholders/ proxy(ies) from the public **WILL NOT BE ALLOWED** to attend the 22nd AGM in person at the Broadcast Venue on the day of the meeting.

Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 22nd AGM at short notice. Kindly check the Company’s website or announcements for the latest updates on the status of the 22nd AGM.

The Company will continue to observe the requirements and guidelines issued by the Government of Malaysia, Ministry of Health, Malaysian National Security Council, Securities Commission of Malaysia and/or other relevant authorities and will take all relevant precautionary measures as advised.

2. SHAREHOLDERS’ PARTICIPATION AT THE 22ND AGM VIA REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 22nd AGM using the RPV facilities via <https://rebrand.ly/DTB-AGM>.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at this 22nd AGM via RPV facilities must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at <https://rebrand.ly/DTB-AGM>.

We **strongly encourage** you to participate in the 22nd AGM via the RPV facilities. You may also consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 22nd AGM.

Kindly refer to the Procedures for RPV as set out below for the requirements and procedures.

3. PROCEDURES FOR RPV

Please read and follow the requirements and procedures below to engage in remote participation through live streaming and online remote voting at the 22nd AGM using the RPV facilities:-

Procedure	Action
BEFORE THE 22nd AGM DAY	
(a) Register as a participant in the Virtual 22 nd AGM 	<ul style="list-style-type: none"> Using your computer, access to the website at https://rebrand.ly/DTB-AGM. Click on the REGISTER link to register as a participant for the 22nd AGM. If you are using mobile devices, you can also scan the QR code provided on the left to access the registration page. Click REGISTER and enter your email, followed by NEXT to fill in your details to register for the 22nd AGM. Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android, and iOS).
(b) Submit your online registration to participate the 22 nd AGM remotely	<ul style="list-style-type: none"> Registration for the 22nd AGM is open from Thursday, 28 July 2022 at 5:00 p.m. and the registration will be closed on Sunday, 25 September 2022 at 10:00 a.m. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 22nd AGM to ascertain their eligibility to participate the 22nd AGM using the RPV facilities. Clicking on the link will redirect you to the 22nd AGM event page. Click on the REGISTER link for the online registration form. Complete your particulars in the registration page. Your name MUST match your CDS account name <i>[not applicable to proxy(ies) or corporate representative(s) or attorney(s)]</i>. Kindly fill in the CDS account number and indicate the number of shares you hold. If you have more than one CDS account, please state the CDS account number and indicate the number of shares held separately with a comma (,). Read and agree to the Terms & Conditions and confirm the Declaration. Please review your registration and ensure all information given is accurate before you proceed to click SUBMIT to register for your remote participation. Failure to do so will result in your registration being rejected. System will send an e-mail to notify that your registration for remote participation is received and pending verification. After verification of your registration against the Record of Depositors as at 19 September 2022, the system will send you an e-mail after 20 September 2022 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of the registration for the RPV.)</i></p>

ON THE DAY OF THE 22nd AGM		
(a)	Participating the Virtual 22 nd AGM	<ul style="list-style-type: none"> • Two reminder e-mails will be sent to your inbox. First reminder will be sent one day before the 22nd AGM day, while the second reminder will be sent an hour before the commencement of the 22nd AGM. • Click JOIN EVENT in the reminder email for remote participation at the 22nd AGM at any time from 9:00 a.m., i.e. an hour before the commencement of the 22nd AGM on Monday, 26 September 2022 at 10:00 a.m. • Please ensure you have downloaded and installed Cisco Webex Meetings application before attending the Virtual 22nd AGM.
(b)	Participate through Live Streaming	<ul style="list-style-type: none"> • You will be given a short briefing on the RPV facilities. • Your microphone will be muted throughout the whole session. • If you have any question for the Chairman/ Board of Directors, you may use the Q&A PANEL to transmit your questions. The Chairman/ Board of Directors will endeavour to respond to relevant questions submitted by remote participants during the 22nd AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting. • The meeting session will be recorded. • Please note that the quality of the live streaming is dependent on the bandwidth and stability of the internal connection at your location.
(c)	Online Remote Voting	<ul style="list-style-type: none"> • The Chairman of the Meeting will announce the commencement of the voting session and the end of the voting session of the 22nd AGM. • The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions that are tabled for voting within the given time frame. • Confirm and click the SUBMIT button upon completion to submit your votes. • The decision of votes cannot be changed once it is submitted.
(d)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the 22nd AGM, the live streaming will end.

4. ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

Only members whose names appear on the Record of Depositors as at 19 September 2022 shall be eligible to participate in the 22nd AGM or appoint proxy(ies) or corporate representative(s) or attorney(s) and/or the Chairman of the Meeting to participate and vote on his/her behalf.

The hard copy of the proxy forms and/or documents relating to the appointment of proxy(ies) or corporate representative(s) or attorney(s) for the 22nd AGM shall be deposited by hand or post with the Company's Share Registrar at Workshire Share Registration Sdn Bhd of A1-2-2 Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Malaysia not later than **Saturday, 24 September 2022 at 10:00 a.m.** The duly completed proxy form transmitted by facsimile or electronic mail will not be accepted.

All members are strongly encouraged to participate and vote remotely at the 22nd AGM using the RPV facilities. The procedures and requisite documents to be submitted by the respective members to facilitate remote participation and voting are summarised below:-

(I) **For Individual Members**

If an individual member is unable to participate the 22nd AGM, he/she is encouraged to appoint proxy(ies) or the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

(II) **For Corporate Members**

Corporate members [through the appointment of Corporate Representative(s) or proxy(ies)] who wish to participate and vote remotely at the 22nd AGM must contact the Company's Share Registrar with the details set out below for assistance and is required to deposit the following documents to the Company's Share Registrar no later than **Saturday, 24 September 2022 at 10:00 a.m.:**

- (a) Certificate of appointment of its Corporate Representative or Proxy Form under the seal of the corporation;
- (b) Copy of the Corporate Representative's or proxy's MyKad (front and back)/Passport; and
- (c) Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, the Company's Share Registrar will respond to your remote participation request.

If a corporate member [through the appointment of Corporate Representative(s) or proxy(ies)] is unable to participate the 22nd AGM, the corporate member is encouraged to appoint the Chairman of the Meeting as its proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

(III) **For Institutional Members**

The beneficiaries of the shares under a Nominee Company's CDS account ("Institutional member(s)") who wish to participate and vote remotely at the 22nd AGM may request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the 22nd AGM. The Nominee Company must then contact the Company's Share Registrar with the details set out below for assistance and is required to deposit the following documents to the Company's Share Registrar no later than **Saturday, 24 September 2022 at 10:00 a.m.:**

- (a) Proxy Form under the seal of the Nominee Company;
- (b) Copy of the proxy's MyKad (front and back)/Passport; and
- (c) Proxy's email address and mobile phone number.

Upon receipt of such documents, the Company's Share Registrar will respond to your remote participation request.

If an institutional member is unable to participate the 22nd AGM, the institutional member is encouraged to appoint the Chairman of the Meeting as its proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

5. REVOCATION OF PROXY

Please note that if a Shareholder has submitted his/her Proxy Form prior to the 22nd AGM and subsequently decides to personally participate in the 22nd AGM via RPV facilities, the Shareholder must contact the Company's Share Registrar to revoke the appointment of his/her proxy no later than **Saturday, 24 September 2022 at 10:00 a.m.**

6. VOTING AT MEETING

The voting at the 22nd AGM will be conducted on a poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). The Company has appointed Aldpro Corporate Services Sdn Bhd as the Poll Administrator to conduct the poll voting electronically and CSC Securities Services Sdn Bhd as Independent Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting and submit your votes at any time from the commencement of the voting session announced by the Chairman of the Meeting. Kindly refer to the "**Procedures for RPV**" provided above for guidance on how to vote remotely via the RPV facilities. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution tabled for voting is duly passed or otherwise.

7. RESULTS OF THE VOTING

The resolutions proposed at the 22nd AGM and the results of the voting for the same will be announced at the 22nd AGM and subsequently via an announcement made by the Company through Bursa Securities at www.bursamalaysia.com.

8. NO RECORDING OR PHOTOGRAPHY

By participating at the 22nd AGM, you agree that no part of the 22nd AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronical, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

9. NO DOOR GIFT/ FOOD PACKS/ ANY VOUCHER

There will be NO distribution of door gifts or food packs or any vouchers.

10. ENQUIRY

If you have any enquiries on the above, please contact the following designated persons during office hours on Mondays to Fridays from 9:00 a.m. to 5:30 p.m. (except on public holidays):-

(i) For Registration, logging in and system related:

Name : Ms Eris/ Mr Hong/ Ms Jey

Contact No. : 03-7688 1013

Email : vgm@mlabs.com

(ii) For Proxy Form and other matters:

Name : Mr Jie Tan Kok Siong

Contact No. : 03-6413 3271

Email : sharereg@wscs.com.my

ANNUAL REPORT 2022 REQUISITION FORM

Dear Shareholders,

Should you require a hard copy of D'nonce Technology Bhd's Annual Report 2022, please complete this form and post or e-mail to the address indicated below:-

Name : Mr Jie Tan Kok Siong
Tel No. : 03-6413 3271
Email : sharereg@wscs.com.my

Alternatively, you may download the Annual Report 2022 from our website at www.dnoncetech.com.

Upon receiving your completed Requisition Form, a hard copy of D'nonce Technology Bhd's Annual Report 2022 will be posted to you as soon as possible from the date of receipt of your request.

Thank you.

To : Share Registrar of
D'nonce Technology Bhd

c/o: Workshire Share Registration Sdn Bhd
A1-2-2 Solaris Dutamas, No. 1 Jalan Dutamas 1,
50480 Kuala Lumpur

REQUISITION FORM FOR HARD COPY OF ANNUAL REPORT 2022

Please send me/us a hard copy of D'nonce Technology Bhd's Annual Report 2022.

Name of Shareholder : _____

NRIC/Passport/Registration No. : _____

CDS Account No. : _____

Correspondence Address : _____

Contact No. : _____

Signature of Shareholder

Date:

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