

**D'NONCE TECHNOLOGY BHD**  
[Registration No. 200001000687 (503292-K)]  
(Incorporated in Malaysia)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF D'NONCE TECHNOLOGY BHD (“THE COMPANY” OR “DTB”) HELD ON VIRTUAL BASIS THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT LOT 18.2, 18<sup>TH</sup> FLOOR, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON TUESDAY, 1 NOVEMBER 2022 AT 10:30 A.M.**

---

**Present at Broadcast Venue** : **Board of Director**  
Datuk Sham Shamrat Sen Gupta (“Datuk Sham”) – *Independent Non-Executive Director (in the Chair)*

**Absent with apologies** : Dato’ Moktar Bin Mohd Noor – *Independent Non-Executive Chairman*

**In Attendance** : Mr Low Chee Min – *Chief Operating Officer*  
Mr Tan Kok Siong – *Company Secretary*

**Attended via Video Conferencing** : **Board of Directors**  
Mr Choong Lee Aun (“Mr Choong”) – *Executive Director*  
Mr Kang Teik Yih – *Independent Non-Executive Director*

**Senior Management**

Mr Teo Tin Jien, Jimmy  
Mr Aw Yeong Weng Kwong – *Chief Financial Officer*

**Representatives from TA Securities Holdings Berhad – Principal Adviser**

Mr Chin Wai Kit  
Ms Yee Peili

**Representatives from Messrs Wong Beh & Toh – Due Diligence Solicitor**

Mr Chin Lit Fwu  
Ms Kok Hui Ting  
Mr Tay Juin Loon

**Representative from Workshire Corporate Services Sdn Bhd – Company Secretary**

Ms Casey Liong Xin Ling

**Attendance of Shareholders**

The attendance of members/corporate representatives/proxies is as per the Summary of Attendance List via the Remote Participation and Voting (“RPV”) facilities operated by Mlabs Research Sdn Bhd (“Mlabs”) in Malaysia via <https://rebrand.ly/DTB-EGM>.

## **CHAIRMAN**

On behalf of the Board of Directors of DTB, Datuk Sham, the Independent Non-Executive Director of the Company and the appointed Chairperson of the meeting (hereinafter referred to as "Chairperson"), welcomed the members and attendees to the Company's EGM. Chairperson informed that as part of the Company's safety measures to curb the spread of the COVID-19 pandemic, the EGM was convened on virtual basis through live streaming from the Broadcast Venue.

Chairperson introduced the Board members, Management team, Company Secretary, as well as the Principal Adviser and Due Diligence Solicitors to the members.

## **NOTICE**

The notice convening the meeting dated 17 October 2022, having been circulated earlier to all the members of the Company within the statutory period, was taken as read.

## **QUORUM**

Chairperson informed the meeting that the Constitution of the Company required the presence of at least two members or proxies or corporate representatives to form a quorum. For a virtual general meeting, the quorum shall be determined by the number of members who logged-in at the commencement of the meeting.

Upon confirming the presence of the requisite quorum pursuant to the Company's Constitution as confirmed by the Company Secretary, the Chairperson called the meeting to order at 10:30 a.m.

## **POLLING AND ADMINISTRATIVE MATTERS**

Chairperson informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of a general meeting must be voted by poll.

Pursuant to the Company's Constitution, Chairperson declared that all resolutions set out in the Notice of the EGM shall be voted by poll. The poll would be conducted after all items on the agenda were dealt with.

Chairperson then briefed the members on the flow of the meeting as follows:-

- (1) The meeting to go through all the nine Ordinary Resolutions of the Company as set out in the Notice of the EGM.
- (2) Questions and Answers ("Q&A") session whereby the Board addressed the questions submitted by the members using Q&A panel via the RPV facilities.
- (3) After having dealt with the Q&A, all the nine Ordinary Resolutions shall be put to vote electronically via RPV application operated by Mlabs.

The members were informed that the Company had appointed Aldpro Corporate Services Sdn Bhd as the poll administrator to conduct the polling process and CSC Securities Services Sdn Bhd as the independent scrutineer to verify the poll results.

The guide on the remote voting procedures and the manner to navigate through the RPV application were then shared to the members.

Chairperson informed that the online voting on all the Ordinary Resolutions would remain open until the closure of voting session to be declared by himself.

## **LETTER FROM MINORITY SHAREHOLDERS WATCH GROUP**

Chairperson informed the meeting that the Company received a letter dated 25 October 2022 from the Minority Shareholders Watch Group ("MSWG") and the Company had prepared a letter of reply accordingly.

Chairperson then invited Mr Choong, the Executive Director of the Company, to share the questions raised by MSWG together with the Company's reply to MSWG.

The letter dated 25 October 2022 from the MSWG together with the Company's letter of reply marked as "Appendix A1" and "Appendix A2" respectively are attached hereto, and shall form part of these minutes.

Chairperson then proceeded with the business of the agenda of the EGM.

- 1. PROPOSED ACQUISITION BY D'NONCE TECHNOLOGY BHD ("DTB") OF 333,997 ORDINARY SHARES IN KOMARK (THAILAND) COMPANY LIMITED ("KTCL") ("KTCL SHARES" OR "SALE SHARES"), REPRESENTING 99.9991% EQUITY INTEREST IN KTCL FROM GENERAL LABELS & LABELLING (M) SDN BHD ("VENDOR" OR "GLLSB") (A WHOLLY-OWNED SUBSIDIARY OF KOMARKCORP BERHAD ("KOMARKCORP")) FOR A PURCHASE CONSIDERATION OF RM9,100,000 ("PURCHASE CONSIDERATION") TO BE SATISFIED ENTIRELY VIA THE ISSUANCE OF 58,709,677 NEW ORDINARY SHARES IN DTB ("DTB SHARES" OR "SHARES") AT AN ISSUE PRICE OF RM0.155 EACH ("CONSIDERATION SHARES") ("PROPOSED ACQUISITION")**

Chairperson proceeded to Resolution 1 on the Proposed Acquisition by DTB of 333,997 Ordinary Shares in KTCL, representing 99.9991% equity interest in KTCL from GLLSB, for a purchase consideration of RM9,100,000 to be satisfied entirely via the issuance of 58,709,677 new Ordinary Shares in DTB at an issue price of RM0.155 each.

The details of the Proposed Acquisition were set out in the Circular to Shareholders dated 17 October 2022. The following resolution was put to the meeting for consideration and voting:-

*"THAT, subject to the passing of the Ordinary Resolution 2 and the relevant conditions as stipulated in the Share Sale Agreement dated 11 August 2022 ("SSA") between the Company and the Vendor for the Proposed Acquisition being met or*

*waived (as the case may be) and the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised and empowered to acquire from the Vendor, 333,997 KTCL Shares, representing 99.9991% equity interest in KTCL for a purchase consideration of RM9,100,000 to be satisfied entirely via the issuance of 58,709,677 Consideration Shares at an issue price of RM0.155 each, subject to the terms and conditions of the SSA including any modifications, variations, amendments, and additions thereto from time to time in relation to the Proposed Acquisition;*

**THAT** *the Consideration Shares shall, upon allotment and issuance, rank equally with the then existing DTB Shares. However, the Consideration Shares will not be entitled to any dividends, rights, allotments and/ or any other distributions which may be declared, made or paid to the Company's shareholders unless such Consideration Shares were allotted and issued on or before the entitlement date of such rights, allotments and/ or other distributions;*

**THAT** *the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/ or arrangements as may be necessary to give effect and complete the Proposed Acquisition and to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities or as Directors may deem fit, necessary and/ or expedient in order to implement, finalise, give full effect and to complete the Proposed Acquisition;*

**AND THAT** *the existing shareholders of the Company hereby waive any or all pre-emptive rights to new shares pursuant to Section 85(1) of the Companies Act 2016 ("Act") and Clause 11 of the Constitution of the Company in order for the Consideration Shares to be allotted and issued to the Vendor under the Proposed Acquisition which rank equally with the existing issued shares in the Company."*

**2. PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF DTB AND ITS SUBSIDIARIES ("DTB GROUP" OR "GROUP") TO INCLUDE MANUFACTURING AND SELLING OF SELF-ADHESIVE LABELS ("PROPOSED DIVERSIFICATION")**

Chairperson proceeded to Resolution 2 on Proposed Diversification of the principal activities of DTB and its subsidiaries to include manufacturing and selling of self-adhesive labels.

The details of the Proposed Diversification were set out in the Circular to Shareholders dated 17 October 2022. The following resolution was put to the meeting for consideration and voting:-

**THAT**, *subject to the passing of the Ordinary Resolution 1 above and the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised and empowered to diversify the principal activities of DTB Group to include manufacturing and selling of self-adhesive labels;*

***AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Diversification and to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities or as Directors may deem fit, necessary and/or expedient in order to implement, finalise, give full effect and to complete the Proposed Diversification.”*

**3. PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 434,690,877 DTB SHARES (“RIGHTS SHARES”) ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 1 EXISTING SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”), TOGETHER WITH UP TO 434,690,877 FREE DETACHABLE WARRANTS (“WARRANTS”) ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR (“PROPOSED RIGHTS ISSUE”)**

Chairperson moved on to Resolution 3 on the Proposed Renounceable Rights Issue of up to 434,690,877 DTB Shares on the basis of 1 Rights Share for every 1 existing share held on an entitlement date to be determined later, together with up to 434,690,877 free detachable warrants on the basis of 1 warrant for every 1 Rights Share subscribed for.

The details of the Proposed Rights Issue were set out in the Circular to Shareholders dated 17 October 2022. The following resolution was put to the meeting for consideration and voting:-

***“THAT** subject to the approvals of all the relevant authorities and/ or parties being obtained (where required), for the listing of and quotation for the Rights Shares and Warrants to be issued hereunder and the new Shares to be issued pursuant to the exercise of the Warrants, the Board be and is hereby authorised to undertake the Proposed Rights Issue as follows:*

- (i) to provisionally allot and issue by way of renounceable rights issues of up to 434,690,877 Rights Shares together with up to 434,690,877 Warrants. The Proposed Rights Issue is to be implemented on a renounceable basis of 1 Rights Share for every 1 existing DTB Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date (“**Entitled Shareholders**”), together with 1 Warrant for every 1 Rights Share subscribed for, at an issue price to be determined and announced by the Board at a later date, to raise minimum gross proceeds of RM6,500,000;*
- (ii) to determine the issue price of the Rights Share and exercise price of the Warrants which shall be announced later by the Board on the price fixing date, with a discount of not more than 20% to the theoretical ex-all price of DTB Shares;*

- (iii) *to enter into and execute the deed poll constituting the Warrants (“**Deed Poll**”) and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll (including, without limitation, the affixing of the Company’s company seal, where necessary);*
- (iv) *allot and issue such number of additional Warrants pursuant to adjustments as provided under the Deed Poll and as may be imposed, required or permitted by Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and/ or any other relevant authorities (where required) (“**Adjustment Warrants**”), and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions of the Deed Poll and/ or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and/or any other relevant authorities (where required);*
- (v) *allot and issue new DTB Shares credited as fully paid-up to the holders of Warrants pursuant to the exercise of the Warrants (including the Adjustment Warrants, if any), during the tenure of the Warrants;*
- (vi) *utilise the proceeds to be derived from the Proposed Rights Issue in the manners as set out in Section 7.1 of the circular to the shareholders of the Company dated 17 October 2022 (“**Circular**”), and vary the manner and/or purpose of utilisation of such proceeds as they may deem fit, necessary, expedient and/or in the best interest of the Company, subject to the approval of the relevant authorities (where required); and*
- (vii) *to do all such acts and things including but not limited to the application to Bursa Securities for the listing and quotation for the Rights Shares and the new DTB Shares which may from time to time allotted and issued arising from the exercise of the Warrants;*

**THAT** *the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/ or arrangements as may be necessary to give effect and complete the Proposed Rights Issue and to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities or as Directors may deem fit, necessary and/or expedient in order to implement, finalise, give full effect and to complete the Proposed Rights Issue;*

**THAT** *the Rights Shares and new Shares to be issued arising from the exercise of Warrants (including Adjustment Warrants), shall, upon allotment and issuance, rank equally in all respects with the existing DTB Shares. However, such new Shares will not be entitled to any dividends, rights, allotments and/ or any other distributions which may be declared, made or paid to the Company’s shareholders unless such new Shares were allotted and issued on or before the entitlement date of such rights, allotments and/ or other distributions.*

***THAT*** the Board be and is hereby entitled to deal with all or any of the fractional entitlements of the Rights Shares and the Warrants arising from the Proposed Rights Issue, if any, will be disregarded and/ or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interest of the Company;

***THAT*** the Rights Shares with Warrants which are not taken up or validly taken up shall be made available for excess applications by the Entitled Shareholders and/or their renouncee(s)/ transferee(s) (if applicable). It is the intention of the Board to allocate the excess Rights Shares with Warrants in a fair and equitable manner on a basis to be determined by the Board and announced thereupon by the Company;

***THAT*** the Warrants shall be allotted and issued in the registered form on the basis that, subject to any adjustments to the subscription rights attached to the Warrants under the provisions of the Deed Poll, each Warrant entitles its holder to subscribe for 1 DTB Share at an exercise price to be determined later by the Board and on such terms and conditions and in such manner as the Board may determine, during its prescribed exercise period;

***THAT*** this Ordinary Resolution 3 constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants, and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue;

***AND THAT*** the existing shareholders of the Company hereby waive any or all pre-emptive rights to new shares which they may have pursuant to Section 85(1) of the Act and Clause 11 of the Constitution of the Company arising from or in relation to the Proposed Rights Issue including and not limited to any renunciation of right, in order for the DTB Shares to be allotted and issued under the Proposed Rights Issue which rank equally with the existing issued shares in the Company.”

**4. PROPOSED TERMINATION OF THE EXISTING EMPLOYEES' SHARE OPTION SCHEME (“ESOS”) (“EXISTING ESOS SCHEME”) OF DTB (“PROPOSED ESOS TERMINATION”)**

Chairperson then moved on to Resolution 4 on the Proposed Termination of the existing ESOS Scheme of DTB.

The details of the Proposed ESOS Termination were set out in the Circular to Shareholders dated 17 October 2022. The following resolution was put to the meeting for consideration and voting:-

***“THAT,*** subject to the consents from all the eligible persons who have accepted the options granted pursuant to the Existing ESOS Scheme, the Board be and is hereby authorised to terminate the Existing ESOS Scheme which took effect on 18 May 2016 and extended until 17 May 2026;

*AND THAT the Board be and is hereby authorised to do all such acts as they may consider necessary or expedient to give effect to the Proposed ESOS Termination with full power to consent to and to adopt such conditions, modifications, variations, and/ or amendments as may be required by the relevant regulatory authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they deem necessary or expedient to implement, finalise and give full effect to the Proposed ESOS Termination.”*

**5. PROPOSED ESTABLISHMENT OF A NEW SHARE ISSUANCE SCHEME (“SCHEME” OR “SIS”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME, FOR ELIGIBLE EMPLOYEES, EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS OF THE COMPANY AND ITS NON-DORMANT SUBSIDIARIES (“PROPOSED NEW SIS” OR “SCHEME”)**

Chairperson proceeded to Resolution 5 on the Proposed Establishment of a new SIS of up to 15% of the total number of issued shares (excluding treasury shares, if any) at any point in time during the duration of scheme, for eligible employees, Executive Directors and Non-Executive Directors of the Company and its non-dormant subsidiaries.

The details of the Proposed New SIS were set out in the Circular to Shareholders dated 17 October 2022. The following resolution was put to the meeting for consideration and voting:-

*“THAT, subject to and conditional upon the passing of the Ordinary Resolution 4 above, provisions under the Act and the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised and empowered to:*

- (i) establish, implement and administer the Proposed New SIS of up to 15% of the total number of issued Shares (excluding treasury shares, if any) of the Company at any point in time during the duration of the Scheme for the eligible employees, executive directors and non-executive directors (“**Eligible Persons**”, collectively) of DTB and its non-dormant subsidiaries (“**DTB Group**” or “**Group**”) who fulfil the eligibility criteria for participation in the Scheme as set out in the By-Laws governing the Scheme (“**By-Laws**”), a draft of which is set out in **Appendix V** of the Circular, and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;*
- (ii) make the necessary applications to Bursa Securities and do all the things necessary at the appropriate time or times for the listing and quotation of the new Shares which may from time to time be allotted and issued pursuant to the exercise of the SIS options under the Scheme (“**SIS Options**”);*



- (iii) *establish a committee to implement and administer the Scheme for the benefit of the Eligible Persons, in accordance with the By-Laws governing the Scheme as set out in **Appendix V** of the Circular;*
- (iv) *allot and issue and/ or procure from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the SIS Options granted under the Scheme provided that the aggregate number of Shares to be allotted and issued under the Proposed New SIS shall not exceed in aggregate of 15% of the total number of issued Shares (excluding treasury shares, if any) at any point in time over the duration of the Scheme;*
- (v) *new Shares to be issued arising from the exercise of SIS Options, shall upon allotment and issuance, carry the same rights with the then existing DTB Shares. However, such new Shares will not be entitled to any dividends, rights, allotments and/ or any other distributions which may be declared, made or paid to the Company's shareholders unless such new Shares were allotted and issued on or before the entitlement date of such rights, allotments and/ or other distributions. The new DTB Shares to be issued arising from the exercise of SIS Options will be subject to the provisions of the Company's Constitution relating to transfer, transmission or otherwise of the Shares including the rights of the holder of the Shares on the winding up of the Company;*
- (vi) *add, delete, modify and/ or amend all or any part of the terms and conditions as set out in the By-Laws governing the Proposed New SIS from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board or any committee of the Proposed New SIS 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 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 of the Scheme;*
- (vii) *extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting; and*
- (viii) *do all such acts and things, to execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed New SIS and terms of the By-Laws;*

***THAT** the By-Laws of the Scheme, a draft of which is set out in **Appendix V** of the Circular, be and is hereby approved and adopted;*

***THAT** the Board be and is hereby authorised to give effect to the Proposed New SIS with full powers to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion;*

***AND THAT** the existing shareholders of the Company hereby waive all or any pre-emptive rights to new shares pursuant to Section 85(1) of the Act and Clause 11 of the Constitution of the Company in order for the DTB Shares to be allotted and issued under the Proposed New SIS which rank equally with the existing issued shares in the Company.”*

**6. PROPOSED ALLOCATION OF SIS OPTIONS TO DATO' MOKTAR BIN MOHD NOOR**

Chairperson moved on to Resolution 6 on the Proposed Allocation of SIS Options to Dato' Moktar Bin Mohd Noor, the Independent Non-Executive Chairman of DTB. The following resolution was put to the meeting for consideration and voting:-

*“**THAT**, subject to the passing of Ordinary Resolution 4 and Ordinary Resolution 5 and the approvals of all relevant regulatory authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the committee appointed and authorised by the Board from time to time to administer the Scheme (“**SIS Committee**”) in accordance with the By-Laws, to offer and grant, from time to time throughout the duration of the Scheme, such number of SIS Options to subscribe for new Shares under the SIS to Dato' Moktar Bin Mohd Noor, Independent Non-Executive Chairman of the Company.*

*PROVIDED ALWAYS THAT:*

- (i) he must not participate in the deliberation or discussion of his own allocation as well as allocation to persons connected to him;*
- (ii) not more than 10% of the total number of DTB Shares to be issued under the Proposed New SIS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued DTB Shares (excluding treasury shares);*
- (iii) not more than 75% of the total number of Shares to be issued under the Scheme shall be allocated, in aggregate, to the Directors and senior management of the Group who are Eligible Persons (where “senior management” shall be subject to any criteria as may be determined by the SIS Committee from time to time);*

- (iv) *it is in accordance with the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/ or adjustments which may be made in accordance with the By-Laws; and*
- (v) *the Directors and senior management of the Group and members of the SIS Committee who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any.*

**AND THAT** *subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the proposed allocation above with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed and/ or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation as above as well as to deal with all matters relating thereto and/ or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”*

## **7. PROPOSED ALLOCATION OF SIS OPTIONS TO CHOONG LEE AUN**

Chairperson then moved on to Resolution 7 on the Proposed Allocation of SIS Options to Choong Lee Aun, the Executive Director of DTB. The following resolution was put to the meeting for consideration and voting:-

**“THAT,** *subject to the passing of Ordinary Resolution 4 and Ordinary Resolution 5 and the approvals of all relevant regulatory authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the committee appointed and authorised by the Board from time to time to administer the Scheme (“SIS Committee”) in accordance with the By-Laws, to offer and grant, from time to time throughout the duration of the Scheme, such number of SIS Options to subscribe for new Shares under the SIS to Choong Lee Aun, Executive Director of the Company.*

**PROVIDED ALWAYS THAT:**

- (i) *he must not participate in the deliberation or discussion of his own allocation as well as allocation to persons connected to him;*
- (ii) *not more than 10% of the total number of DTB Shares to be issued under the Proposed New SIS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued DTB Shares (excluding treasury shares);*

- (iii) *not more than 75% of the total number of Shares to be issued under the Scheme shall be allocated, in aggregate, to the Directors and senior management of the Group who are Eligible Persons (where "senior management" shall be subject to any criteria as may be determined by the SIS Committee from time to time);*
- (iv) *it is in accordance with the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/ or adjustments which may be made in accordance with the By-Laws; and*
- (v) *the Directors and senior management of the Group and members of the SIS Committee who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any.*

**AND THAT** *subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the proposed allocation above with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed and/ or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation as above as well as to deal with all matters relating thereto and/ or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."*

## **8. PROPOSED ALLOCATION OF SIS OPTIONS TO DATUK SHAM SHAMRAT SEN GUPTA**

As Ordinary Resolution 8 was concerning the Proposed Allocation of SIS Options to Datuk Sham Shamrat Sen Gupta, the Chairperson passed the chair to Mr Choong to proceed with Resolution 8.

Mr Choong took over the chairmanship of the meeting and put the following resolution to the meeting for consideration and voting:-

**"THAT,** *subject to the passing of Ordinary Resolution 4 and Ordinary Resolution 5 and the approvals of all relevant regulatory authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the committee appointed and authorised by the Board from time to time to administer the Scheme ("SIS Committee") in accordance with the By-Laws, to offer and grant, from time to time throughout the duration of the Scheme, such number of SIS Options to subscribe for new Shares under the SIS to Datuk Sham Shamrat Sen Gupta, the Independent Non-Executive Director of the Company.*

*PROVIDED ALWAYS THAT:*

- (i) he must not participate in the deliberation or discussion of his own allocation as well as allocation to persons connected to him;*
- (ii) not more than 10% of the total number of DTB Shares to be issued under the Proposed New SIS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued DTB Shares (excluding treasury shares);*
- (iii) not more than 75% of the total number of Shares to be issued under the Scheme shall be allocated, in aggregate, to the Directors and senior management of the Group who are Eligible Persons (where "senior management" shall be subject to any criteria as may be determined by the SIS Committee from time to time);*
- (iv) it is in accordance with the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/ or adjustments which may be made in accordance with the By-Laws; and*
- (v) the Directors and senior management of the Group and members of the SIS Committee who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any.*

**AND THAT** *subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the proposed allocation above with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed and/ or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation as above as well as to deal with all matters relating thereto and/ or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."*

Mr Choong then passed the chair back to the Chairperson to continue with the proceedings of the meeting.

**9. PROPOSED ALLOCATION OF SIS OPTIONS TO KANG TEIK YIH**

Chairperson proceeded to Resolution 9 on the Proposed Allocation of SIS Options to Kang Teik Yih, the Independent Non-Executive Director of DTB. The following resolution was put to the meeting for consideration and voting:-

*“THAT, subject to the passing of Ordinary Resolution 4 and Ordinary Resolution 5 and the approvals of all relevant regulatory authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the committee appointed and authorised by the Board from time to time to administer the Scheme (“SIS Committee”) in accordance with the By-Laws, to offer and grant, from time to time throughout the duration of the Scheme, such number of SIS Options to subscribe for new Shares under the SIS to Kang Teik Yih, the Independent Non-Executive Director of the Company.*

*PROVIDED ALWAYS THAT:*

- (i) he must not participate in the deliberation or discussion of his own allocation as well as allocation to persons connected to him;*
- (ii) not more than 10% of the total number of DTB Shares to be issued under the Proposed New SIS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued DTB Shares (excluding treasury shares);*
- (iii) not more than 75% of the total number of Shares to be issued under the Scheme shall be allocated, in aggregate, to the Directors and senior management of the Group who are Eligible Persons (where “senior management” shall be subject to any criteria as may be determined by the SIS Committee from time to time);*
- (iv) it is in accordance with the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/ or adjustments which may be made in accordance with the By-Laws; and*
- (v) the Directors and senior management of the Group and members of the SIS Committee who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any.*

***AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the proposed allocation above with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed and/ or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation as above as well as to deal with all matters relating thereto and/ or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”*

## **10. ANY OTHER BUSINESS**

Chairperson informed that the Company had not received notice for any other business pursuant to the Companies Act 2016.

### **Q&A SESSION**

After tabling all resolutions, the Chairperson addressed the questions and comments posed by the members during the meeting.

The following is the question raised by a shareholder during the meeting, which was adequately responded by Mr Choong:

Q1: What is the Company's direction after the corporate proposals?

A1: *After the acquisition of the labelling business from Komark (Thailand) Company Limited ("KTCL") and the Company's existing packaging solutions business, the Company would be able to provide a total packaging solution into the market. The Company reviewed the top 50 customers of KTCL and the top 20 customers of the Group's business entity in Thailand and noted that there was no common customers between both entities, which indicates high business opportunities.*

*The Company would regard the abovesaid as a direction for the Group to provide both labelling and packaging business, as well as a total packaging solution to the Company's current customers.*

There being no further question received by the Company, the Chairperson announced the closure of the questions and answers session.

### **CONDUCT OF VOTING BY POLL**

The meeting continued for another 5 minutes to allow shareholders, corporate representatives and proxies to complete their voting on Resolutions 1 to 9 by poll via RPV.

After 5 minutes, the Chairperson announced the closing of the voting session. The meeting was adjourned at 11:17 a.m. for approximately 15 minutes, to facilitate the counting of votes by the poll administrator and verification of poll results by the scrutineer.

### **ANNOUNCEMENT OF POLL RESULTS**

Upon the availability of the poll results, Chairperson called the meeting to resume at 11:32 a.m.

The results of the poll which had been verified by the scrutineer was projected on the screen for the members' information (Please refer to Appendix B attached).

Based on the results of the poll attached, Chairperson declared that the Resolutions 1 to 9 were carried as follows:-

**ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITION BY D'NONCE TECHNOLOGY BHD ("DTB") OF 333,997 ORDINARY SHARES IN KOMARK (THAILAND) COMPANY LIMITED ("KTCL") ("KTCL SHARES" OR "SALE SHARES"), REPRESENTING 99.9991% EQUITY INTEREST IN KTCL FROM GENERAL LABELS & LABELLING (M) SDN BHD ("VENDOR" OR "GLLSB") (A WHOLLY-OWNED SUBSIDIARY OF KOMARKCORP BERHAD ("KOMARKCORP")) FOR A PURCHASE CONSIDERATION OF RM9,100,000 ("PURCHASE CONSIDERATION") TO BE SATISFIED ENTIRELY VIA THE ISSUANCE OF 58,709,677 NEW ORDINARY SHARES IN DTB ("DTB SHARES" OR "SHARES") AT AN ISSUE PRICE OF RM0.155 EACH ("CONSIDERATION SHARES") ("PROPOSED ACQUISITION")**

**"THAT**, subject to the passing of the Ordinary Resolution 2 and the relevant conditions as stipulated in the Share Sale Agreement dated 11 August 2022 ("**SSA**") between the Company and the Vendor for the Proposed Acquisition being met or waived (as the case may be) and the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised and empowered to acquire from the Vendor, 333,997 KTCL Shares, representing 99.9991% equity interest in KTCL for a purchase consideration of RM9,100,000 to be satisfied entirely via the issuance of 58,709,677 Consideration Shares at an issue price of RM0.155 each, subject to the terms and conditions of the SSA including any modifications, variations, amendments, and additions thereto from time to time in relation to the Proposed Acquisition;

**THAT** the Consideration Shares shall, upon allotment and issuance, rank equally with the then existing DTB Shares. However, the Consideration Shares will not be entitled to any dividends, rights, allotments and/ or any other distributions which may be declared, made or paid to the Company's shareholders unless such Consideration Shares were allotted and issued on or before the entitlement date of such rights, allotments and/ or other distributions;

**THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/ or arrangements as may be necessary to give effect and complete the Proposed Acquisition and to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities or as Directors may deem fit, necessary and/ or expedient in order to implement, finalise, give full effect and to complete the Proposed Acquisition;

**AND THAT** the existing shareholders of the Company hereby waive any or all pre-emptive rights to new shares pursuant to Section 85(1) of the Companies Act 2016 ("**Act**") and Clause 11 of the Constitution of the Company in order for the Consideration Shares to be allotted and issued to the Vendor under the Proposed Acquisition which rank equally with the existing issued shares in the Company."

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
24	112,976,087	97.408723	5	3,005,402	2.591277	



**ORDINARY RESOLUTION 2**

**PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF DTB AND ITS SUBSIDIARIES (“DTB GROUP” OR “GROUP”) TO INCLUDE MANUFACTURING AND SELLING OF SELF-ADHESIVE LABELS (“PROPOSED DIVERSIFICATION”)**

“**THAT**, subject to the passing of the Ordinary Resolution 1 above and the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised and empowered to diversify the principal activities of DTB Group to include manufacturing and selling of self-adhesive labels;

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Diversification and to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities or as Directors may deem fit, necessary and/or expedient in order to implement, finalise, give full effect and to complete the Proposed Diversification.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	
24	112,976,177	97.408800	5	3,005,312	2.591200	Accepted

**ORDINARY RESOLUTION 3**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 434,690,877 DTB SHARES (“RIGHTS SHARES”) ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 1 EXISTING SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”), TOGETHER WITH UP TO 434,690,877 FREE DETACHABLE WARRANTS (“WARRANTS”) ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR (“PROPOSED RIGHTS ISSUE”)**

“**THAT** subject to the approvals of all the relevant authorities and/ or parties being obtained (where required), for the listing of and quotation for the Rights Shares and Warrants to be issued hereunder and the new Shares to be issued pursuant to the exercise of the Warrants, the Board be and is hereby authorised to undertake the Proposed Rights Issue as follows:

- (i) to provisionally allot and issue by way of renounceable rights issues of up to 434,690,877 Rights Shares together with up to 434,690,877 Warrants. The Proposed Rights Issue is to be implemented on a renounceable basis of 1 Rights Share for every 1 existing DTB Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date (“**Entitled Shareholders**”), together with 1 Warrant for every 1 Rights Share subscribed for, at an issue price to be determined and announced by the Board at a later date, to raise minimum gross proceeds of RM6,500,000;

- (ii) to determine the issue price of the Rights Share and exercise price of the Warrants which shall be announced later by the Board on the price fixing date, with a discount of not more than 20% to the theoretical ex-all price of DTB Shares;
- (iii) to enter into and execute the deed poll constituting the Warrants ("**Deed Poll**") and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll (including, without limitation, the affixing of the Company's company seal, where necessary);
- (iv) allot and issue such number of additional Warrants pursuant to adjustments as provided under the Deed Poll and as may be imposed, required or permitted by Bursa Malaysia Securities Berhad ("**Bursa Securities**") and/ or any other relevant authorities (where required) ("**Adjustment Warrants**"), and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions of the Deed Poll and/ or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and/or any other relevant authorities (where required);
- (v) allot and issue new DTB Shares credited as fully paid-up to the holders of Warrants pursuant to the exercise of the Warrants (including the Adjustment Warrants, if any), during the tenure of the Warrants;
- (vi) utilise the proceeds to be derived from the Proposed Rights Issue in the manners as set out in Section 7.1 of the circular to the shareholders of the Company dated 17 October 2022 ("**Circular**"), and vary the manner and/or purpose of utilisation of such proceeds as they may deem fit, necessary, expedient and/or in the best interest of the Company, subject to the approval of the relevant authorities (where required); and
- (vii) to do all such acts and things including but not limited to the application to Bursa Securities for the listing and quotation for the Rights Shares and the new DTB Shares which may from time to time allotted and issued arising from the exercise of the Warrants;

**THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/ or arrangements as may be necessary to give effect and complete the Proposed Rights Issue and to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities or as Directors may deem fit, necessary and/or expedient in order to implement, finalise, give full effect and to complete the Proposed Rights Issue;

**THAT** the Rights Shares and new Shares to be issued arising from the exercise of Warrants (including Adjustment Warrants), shall, upon allotment and issuance, rank equally in all respects with the existing DTB Shares. However, such new Shares will not be entitled to any dividends, rights, allotments and/ or any other distributions which may be declared, made or paid to the Company's shareholders unless such new Shares were allotted and issued on or before the entitlement date of such rights, allotments and/ or other distributions.

**THAT** the Board be and is hereby entitled to deal with all or any of the fractional entitlements of the Rights Shares and the Warrants arising from the Proposed Rights Issue, if any, will be disregarded and/ or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interest of the Company;

**THAT** the Rights Shares with Warrants which are not taken up or validly taken up shall be made available for excess applications by the Entitled Shareholders and/or their renouncee(s)/ transferee(s) (if applicable). It is the intention of the Board to allocate the excess Rights Shares with Warrants in a fair and equitable manner on a basis to be determined by the Board and announced thereupon by the Company;

**THAT** the Warrants shall be allotted and issued in the registered form on the basis that, subject to any adjustments to the subscription rights attached to the Warrants under the provisions of the Deed Poll, each Warrant entitles its holder to subscribe for 1 DTB Share at an exercise price to be determined later by the Board and on such terms and conditions and in such manner as the Board may determine, during its prescribed exercise period;

**THAT** this Ordinary Resolution 3 constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants, and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue;

**AND THAT** the existing shareholders of the Company hereby waive any or all pre-emptive rights to new shares which they may have pursuant to Section 85(1) of the Act and Clause 11 of the Constitution of the Company arising from or in relation to the Proposed Rights Issue including and not limited to any renunciation of right, in order for the DTB Shares to be allotted and issued under the Proposed Rights Issue which rank equally with the existing issued shares in the Company.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
22	112,971,077	97.404403	7	3,010,412	2.595597	

#### **ORDINARY RESOLUTION 4**

##### **PROPOSED TERMINATION OF THE EXISTING EMPLOYEES' SHARE OPTION SCHEME (“ESOS”) (“EXISTING ESOS SCHEME”) OF DTB (“PROPOSED ESOS TERMINATION”)**

“**THAT**, subject to the consents from all the eligible persons who have accepted the options granted pursuant to the Existing ESOS Scheme, the Board be and is hereby authorised to terminate the Existing ESOS Scheme which took effect on 18 May 2016 and extended until 17 May 2026;

**AND THAT** the Board be and is hereby authorised to do all such acts as they may consider necessary or expedient to give effect to the Proposed ESOS Termination with full power to consent to and to adopt such conditions, modifications, variations, and/ or amendments as may be required by the relevant regulatory authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they deem necessary or expedient to implement, finalise and give full effect to the Proposed ESOS Termination.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	
25	112,976,179	97.408802	4	3,005,310	2.591198	Accepted

### **ORDINARY RESOLUTION 5**

**PROPOSED ESTABLISHMENT OF A NEW SHARE ISSUANCE SCHEME (“SCHEME” OR “SIS”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME, FOR ELIGIBLE EMPLOYEES, EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS OF THE COMPANY AND ITS NON-DORMANT SUBSIDIARIES (“PROPOSED NEW SIS” OR “SCHEME”)**

“**THAT**, subject to and conditional upon the passing of the Ordinary Resolution 4 above, provisions under the Act and the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised and empowered to:

- (i) establish, implement and administer the Proposed New SIS of up to 15% of the total number of issued Shares (excluding treasury shares, if any) of the Company at any point in time during the duration of the Scheme for the eligible employees, executive directors and non-executive directors (“**Eligible Persons**”, collectively) of DTB and its non-dormant subsidiaries (“**DTB Group**” or “**Group**”) who fulfil the eligibility criteria for participation in the Scheme as set out in the By-Laws governing the Scheme (“**By-Laws**”), a draft of which is set out in **Appendix V** of the Circular, and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;
- (ii) make the necessary applications to Bursa Securities and do all the things necessary at the appropriate time or times for the listing and quotation of the new Shares which may from time to time be allotted and issued pursuant to the exercise of the SIS options under the Scheme (“**SIS Options**”);
- (iii) establish a committee to implement and administer the Scheme for the benefit of the Eligible Persons, in accordance with the By-Laws governing the Scheme as set out in **Appendix V** of the Circular;

- (iv) allot and issue and/ or procure from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the SIS Options granted under the Scheme provided that the aggregate number of Shares to be allotted and issued under the Proposed New SIS shall not exceed in aggregate of 15% of the total number of issued Shares (excluding treasury shares, if any) at any point in time over the duration of the Scheme;
- (v) new Shares to be issued arising from the exercise of SIS Options, shall upon allotment and issuance, carry the same rights with the then existing DTB Shares. However, such new Shares will not be entitled to any dividends, rights, allotments and/ or any other distributions which may be declared, made or paid to the Company's shareholders unless such new Shares were allotted and issued on or before the entitlement date of such rights, allotments and/ or other distributions. The new DTB Shares to be issued arising from the exercise of SIS Options will be subject to the provisions of the Company's Constitution relating to transfer, transmission or otherwise of the Shares including the rights of the holder of the Shares on the winding up of the Company;
- (vi) add, delete, modify and/ or amend all or any part of the terms and conditions as set out in the By-Laws governing the Proposed New SIS from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board or any committee of the Proposed New SIS 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 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 of the Scheme;
- (vii) extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting; and
- (viii) do all such acts and things, to execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed New SIS and terms of the By-Laws;

**THAT** the By-Laws of the Scheme, a draft of which is set out in **Appendix V** of the Circular, be and is hereby approved and adopted;

**THAT** the Board be and is hereby authorised to give effect to the Proposed New SIS with full powers to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion;

**AND THAT** the existing shareholders of the Company hereby waive all or any pre-emptive rights to new shares pursuant to Section 85(1) of the Act and Clause 11 of the Constitution of the Company in order for the DTB Shares to be allotted and issued under the Proposed New SIS which rank equally with the existing issued shares in the Company.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
22	112,975,977	97.408628	7	3,005,512	2.591372	

### **ORDINARY RESOLUTION 6**

#### **PROPOSED ALLOCATION OF SIS OPTIONS TO DATO' MOKTAR BIN MOHD NOOR**

“**THAT**, subject to the passing of Ordinary Resolution 4 and Ordinary Resolution 5 and the approvals of all relevant regulatory authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the committee appointed and authorised by the Board from time to time to administer the Scheme (“**SIS Committee**”) in accordance with the By-Laws, to offer and grant, from time to time throughout the duration of the Scheme, such number of SIS Options to subscribe for new Shares under the SIS to Dato' Moktar Bin Mohd Noor, Independent Non-Executive Chairman of the Company.

PROVIDED ALWAYS THAT:

- (i) he must not participate in the deliberation or discussion of his own allocation as well as allocation to persons connected to him;
- (ii) not more than 10% of the total number of DTB Shares to be issued under the Proposed New SIS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued DTB Shares (excluding treasury shares);
- (iii) not more than 75% of the total number of Shares to be issued under the Scheme shall be allocated, in aggregate, to the Directors and senior management of the Group who are Eligible Persons (where “senior management” shall be subject to any criteria as may be determined by the SIS Committee from time to time);
- (iv) it is in accordance with the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws; and
- (v) the Directors and senior management of the Group and members of the SIS Committee who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any.

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the proposed allocation above with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed and/ or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation as above as well as to deal with all matters relating thereto and/ or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
21	112,969,977	97.408494	7	3,005,512	2.591506	

### **ORDINARY RESOLUTION 7**

#### **PROPOSED ALLOCATION OF SIS OPTIONS TO CHOONG LEE AUN**

“**THAT**, subject to the passing of Ordinary Resolution 4 and Ordinary Resolution 5 and the approvals of all relevant regulatory authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the committee appointed and authorised by the Board from time to time to administer the Scheme (“**SIS Committee**”) in accordance with the By-Laws, to offer and grant, from time to time throughout the duration of the Scheme, such number of SIS Options to subscribe for new Shares under the SIS to Choong Lee Aun, Executive Director of the Company.

#### PROVIDED ALWAYS THAT:

- (i) he must not participate in the deliberation or discussion of his own allocation as well as allocation to persons connected to him;
- (ii) not more than 10% of the total number of DTB Shares to be issued under the Proposed New SIS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued DTB Shares (excluding treasury shares);
- (iii) not more than 75% of the total number of Shares to be issued under the Scheme shall be allocated, in aggregate, to the Directors and senior management of the Group who are Eligible Persons (where “senior management” shall be subject to any criteria as may be determined by the SIS Committee from time to time);
- (iv) it is in accordance with the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/ or adjustments which may be made in accordance with the By-Laws; and

- (v) the Directors and senior management of the Group and members of the SIS Committee who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any.

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the proposed allocation above with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed and/ or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation as above as well as to deal with all matters relating thereto and/ or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
23	112,976,077	97.408714	6	3,005,412	2.591286	

### **ORDINARY RESOLUTION 8**

#### **PROPOSED ALLOCATION OF SIS OPTIONS TO DATUK SHAM SHAMRAT SEN GUPTA**

"**THAT**, subject to the passing of Ordinary Resolution 4 and Ordinary Resolution 5 and the approvals of all relevant regulatory authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the committee appointed and authorised by the Board from time to time to administer the Scheme ("**SIS Committee**") in accordance with the By-Laws, to offer and grant, from time to time throughout the duration of the Scheme, such number of SIS Options to subscribe for new Shares under the SIS to Datuk Sham Shamrat Sen Gupta, the Independent Non-Executive Director of the Company.

PROVIDED ALWAYS THAT:

- (i) he must not participate in the deliberation or discussion of his own allocation as well as allocation to persons connected to him;
- (ii) not more than 10% of the total number of DTB Shares to be issued under the Proposed New SIS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued DTB Shares (excluding treasury shares);
- (iii) not more than 75% of the total number of Shares to be issued under the Scheme shall be allocated, in aggregate, to the Directors and senior management of the Group who are Eligible Persons (where "senior management" shall be subject to any criteria as may be determined by the SIS Committee from time to time);



- (iv) it is in accordance with the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws; and
- (v) the Directors and senior management of the Group and members of the SIS Committee who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any.

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the proposed allocation above with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed and/ or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation as above as well as to deal with all matters relating thereto and/ or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
22	112,975,977	97.408628	7	3,005,512	2.591372	

### **ORDINARY RESOLUTION 9**

#### **PROPOSED ALLOCATION OF SIS OPTIONS TO KANG TEIK YIH**

“**THAT**, subject to the passing of Ordinary Resolution 4 and Ordinary Resolution 5 and the approvals of all relevant regulatory authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the committee appointed and authorised by the Board from time to time to administer the Scheme (“**SIS Committee**”) in accordance with the By-Laws, to offer and grant, from time to time throughout the duration of the Scheme, such number of SIS Options to subscribe for new Shares under the SIS to Kang Teik Yih, the Independent Non-Executive Director of the Company.

PROVIDED ALWAYS THAT:

- (i) he must not participate in the deliberation or discussion of his own allocation as well as allocation to persons connected to him;
- (ii) not more than 10% of the total number of DTB Shares to be issued under the Proposed New SIS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued DTB Shares (excluding treasury shares);

- (iii) not more than 75% of the total number of Shares to be issued under the Scheme shall be allocated, in aggregate, to the Directors and senior management of the Group who are Eligible Persons (where “senior management” shall be subject to any criteria as may be determined by the SIS Committee from time to time);
- (iv) it is in accordance with the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws; and
- (v) the Directors and senior management of the Group and members of the SIS Committee who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any.

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the proposed allocation above with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed and/ or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation as above as well as to deal with all matters relating thereto and/ or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
22	112,975,977	97.408628	7	3,005,512	2.591372	

## **CLOSURE OF MEETING**

There being no further business, the meeting was closed at 11:34 a.m. with a vote of thanks to the Chair.