

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 21st Annual General Meeting ("AGM") of D'nonce Technology Bhd ("D'nonce" or "Company") will be held on a fully virtual basis through live streaming and online participation and voting using Remote Participation and Voting ("RPV") facilities via Online Meeting Platform hosted on Securities Services e-Portal at <https://sssb.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., or at any adjournment thereof, for the following purposes:

AGENDA

ORDINARY BUSINESS

- 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 of the Auditors thereon. **(Please refer to Note 9)**
- To re-elect Mr. Leong Choon Fai, a Director who retires in accordance with Article 114 of the Constitution of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 1**
- To re-elect Mr. Choong Lee Aun, a Director who retires in accordance with Article 114 of the Constitution of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 2**
- To re-elect Datuk Sham Shamrat Sen Gupta, a Director who retires in accordance with Article 114 of the Constitution of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 3**
- To re-elect Mr. Kang Teik Yih, a Director who retires in accordance with Article 114 of the Constitution of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 4**
- 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. **Ordinary Resolution 5**
- To approve the payment of Directors' Benefits of up to RM100,000 for the period from the conclusion of the 21st AGM until the conclusion of the next AGM of the Company. **Ordinary Resolution 6**
- 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. **Ordinary Resolution 7**

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, the following ordinary resolution:

- Authority to issue and Allot New Shares**
"That pursuant to Sections 75 & 76 of the Companies Act 2016, the Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Main LR") and the approvals of the relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") 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 discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any securities, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 20% General Mandate")."
Ordinary Resolution 8

- The proxy form shall be in writing under the hand of the member or his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
- To be valid the proxy form duly completed and signed must be deposited at the registered office of the Company at 51-8-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for holding the AGM; or adjournment thereof, or in the case of a poll not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy form shall not be treated as valid. The duly completed proxy forms transmitted by facsimile or electronic mail will not be accepted.
- The lodging of a proxy form does not preclude a member from attending and voting in person at the AGM should the member subsequently decides to do so.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

- Agenda 1 - Audited Financial Statements together with the Reports of the Directors and of the Auditors
Agenda 1 is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act, 2016 requires that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. Hence, this Agenda item is not a business which requires a resolution to be put to vote by members of the Company.
- Mr. Lim Siang Kai will be retiring by rotation in accordance with Article 107 of the Company's Constitution and he had expressed his intention not seeking for re-election as a Director of the Company at the forthcoming AGM. Hence, Mr. Lim Siang Kai will retire at the conclusion of the forthcoming AGM. The Board would like to thank Mr. Lim Siang Kai for his support, commitment and invaluable contributions rendered to the Group.
- Ordinary Resolutions 5 and 6 - Directors' Fees and Directors' Benefits Payable To Directors
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the directors will be approved at a general meeting. In the event the proposed Directors' fees and benefits is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees and benefits to meet the shortfall.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

- Ordinary Resolution 8 - Authority to Issue and Allot New Shares
The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert securities into shares or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2021 (or a later date as may be designated by Bursa Securities). With effect from 1 January 2022 (or such later date designated by Bursa Securities), the Proposed 20% General Mandate will be reinstated to a 10% limit ("Proposed 10% General Mandate") according to Paragraph 6.03 of the Main LR.
The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter collectively referred to as "Proposed General Mandates".

The authority for the Proposed General Mandates will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The attention of shareholders is also drawn that by passing the Proposed General Mandates, the shareholders are in effect giving a direction to the Company under Article 11 of the Company's Constitution that the Company may issue the New Shares without need for them to be offered to holders of existing shares in proportion to their then existing shareholdings.

The Board of Directors of the Company is of the view that the Proposed General Mandates is in the best interest of the Company and its shareholders. The Proposed General Mandates will give the Directors the flexibility and will be cost effective to raise funds quickly and efficiently to ensure long-term sustainability of the Company and safeguard the interest of the Company and shareholders.

This proposed Ordinary Resolution 8 is a renewal of the previous year's mandate, with slight amplification to reflect the wording section 76 of the Companies Act 2016. The mandate is 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.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions, settlement of banking facilities and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grants of rights to subscribe, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, the Company had issued a total of 20,000,000 new ordinary shares and raised gross proceeds of RM6,500,000 ("the Proceeds"), pursuant to the mandate granted to the Directors at the last AGM held on 9 October 2020 ("Mandate 2020"). The Mandate 2020 will lapse at the conclusion of the forthcoming AGM.

Below are the status of utilization of the Proceeds as at 23 November 2021:-

Purpose	Proposed Utilisation (RM'000)	Actual Utilisation (RM'000)	Balance to be Utilised (RM'000)	Proposed timeframe for use of proceeds
Repayment of bank borrowings	5,300	1,000	4,300	Within 12 months
Working capital	1,077	1,077	-	Within 12 months
Estimated expenses for the Private Placement	123	123	-	Immediate
Total	6,500	2,200	4,300	

VOTING BY POLL

- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice are to be voted by poll.

NOTES ON ADMINISTRATIVE MATTERS

Please refer to the Letter to Shareholders dated 23 November 2021 for details on AGM administrative matters.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

- No individuals are standing for election as Directors at the forthcoming 21st Annual General Meeting of the Company.
- The profiles of the Directors who are standing for re-election as in Agenda 2, 3, 4 and 5 of the Notice of the 21st Annual General Meeting of the Company are set out in the Addendum to the Annual Report 2021.
- The details of the Directors' interests in the securities of the Company as at 15 November 2021 are set out in the Addendum to the Annual Report 2021.
- The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Explanatory Notes on the proposed Ordinary Resolution 8 as stated in the Notice of the 21st Annual General Meeting of the Company for the details.

By Order of our Board

HING POE PYNG (MAICSA 7053526)
SSM PC No. 202008001322

Company Secretary
Penang

Date: 23 November 2021

Notes:

- A depositor whose name appears in the Record of Depositors on 15 December 2021 shall be regarded as a member entitled to attend and vote at the meeting or to appoint proxy to attend and vote on its behalf at the meeting.
- A proxy may but need not be a member of the Company.
- A member may appoint up to a maximum of two (2) proxies to attend and vote at a meeting of the Company.
- Where the member appoints more than one (1) proxy, such appointment shall be invalid unless the member specified the proportion of his shareholdings to be represented by each proxy.
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("Exempt Authorised Nominee") which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which an exempt authorised nominee may appoint in respect of each omnibus account it holds.

The Exempt Authorised Nominee is entitled to:

- appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote instead of him at the meeting of members and that such proxy need not be a member; and
- appoint more than one (1) proxy in relation to the meeting provided that the member specifies the proportion of his shareholdings to be represented by each proxy.



WHAT IS Securities Services e-Portal?

Securities Services e-Portal is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

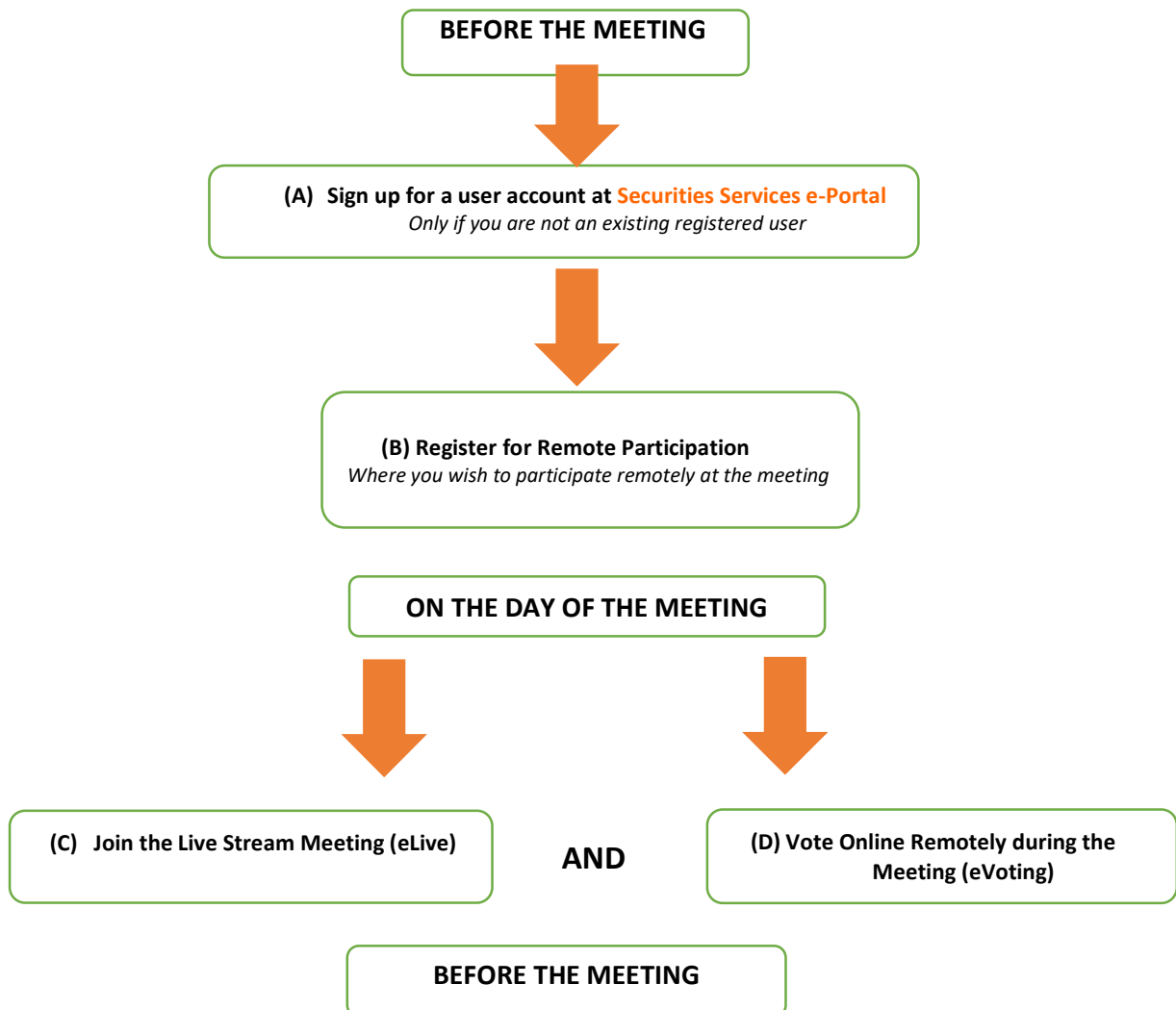
- Submit proxy form electronically – paperless submission
- Register for remote participation and voting at meetings
- Participate in meetings remotely via live streaming
- Vote online remotely on resolution(s) tabled at meetings (referred to as “e-Services”)

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by D’nonce Technology Bhd and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge and Safari.

REQUIRE ASSISTANCE?

Please contact Ms. Chew Peck Kheng (ext. 194) or Ms. Stephanie Tan (ext. 186), or Ms. Alice Lim (ext. 191) at our general line (Tel: +604 263 1966) to request for e-Services Assistance during our office hours on Monday to Friday from 8.30 a.m. to 12.30 p.m. and from 1.30 p.m. to 5.30 p.m. excluding public holiday. Alternatively, you may email us at eservices@sshbs.com.my.



(A) Sign up for a user account at **Securities Services e-Portal**

Step 1 Visit https://sshsb.net.my/	<ul style="list-style-type: none">We require 1 working day to process all user sign-ups. If you do not have a user account with the e-Portal, you will need to sign up for a user account by the deadlines stipulated below.Your registered email address is your User ID.
Step 2 Sign up for a user account	
Step 3 Wait for our notification email that will be sent within one (1) working day	
Step 4 Verify your user account within seven (7) days of the notification email and log in	

To register for the meeting under (B) below, please sign up for a user account by 16 DECEMBER 2021.

This is a ONE-TIME registration only. If you already have a user account, please proceed to (B) below.

(B) Register for Remote Participation at the Meeting

Meeting Date and Time	Registration for Remote Participation Closing Date and Time
Wednesday, 22 December 2021 at 10:00 a.m.	Tuesday, 21 December 2021 at 10:00 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **D'nonce Technology Bhd** under Company Name and **21st AGM on 22 December 2021 at 10:00 a.m. – Registration for Remote Participation** under Corporate Exercise / Event and click ">" to register for remote participation at the meeting.

- Step 1 Check if you are attending as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
*For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn. Bhd. at **Suite 18.05 MWE Plaza, No. 8 Lebuhr Farquhar, 10200 Penang** for verification before the registration closing date and time above.*
- Step 2 Submit your registration.

- All shareholders must register for remote participation at the meeting and are **highly encouraged to register as early as possible and before the eLive access date and time [see (C) below]** in order to ensure timely access to the meeting. Access shall be granted only to eligible shareholders in accordance with the General Meeting Record of Depositors as at 15 December 2021.
- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to all the **CDS account(s)** of each individual shareholder / body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted on a fully virtual basis, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

PROXIES

All appointed proxies need not register for remote participation under (B) above but if they are not registered Users of the e-Portal, they will need to register as Users of the e-Portal under (A) above by 16 December 2021. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a fully virtual basis.

**ON THE DAY OF THE
MEETING**

Log in to <https://sshsb.net.my/> with your registered email and password

(C) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Wednesday, 22 December 2021 at 10:00 a.m.	Wednesday, 22 December 2021 at 9:30 a.m.

- Look for **D'nonce Technology Bhd** under Company Name and **21st AGM on 22 December 2021 at 10:00 a.m. – Live Stream Meeting** under Corporate Exercise / Event and click ">" to join the meeting.

- The access to the live stream meeting will open on the abovementioned date and time.
- If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/ Management/relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.

(D) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
Wednesday, 22 December 2021 at 10:00 a.m.	Wednesday, 22 December 2021 at 10:00 a.m.

- If you are already accessing the Live Stream Meeting, click **Proceed to Vote** under the live stream player.
OR
- If you are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for **D'nonce Technology Bhd** under Company Name and **21st AGM on 22 December 2021 at 10:00 a.m. – Remote Voting** under Corporate Exercise / Event and click ">" to remotely cast and submit the votes online for the resolutions tabled at the meeting.

- Step 1 Cast your votes by clicking on the radio buttons against each resolution.
Step 2 Review your casted votes and confirm and submit the votes.

- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all the CDS accounts you represent as an individual shareholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.
- The access to eVoting will close as directed by the Chairman of the meeting.
- A copy of your submitted e-Voting can be accessed via **My Records** (refer to the left navigation panel).