

DAYTHREE DIGITAL BERHAD
Registration No. 202201029566 (1475263-U)
(Incorporated in Malaysia)

MINUTES OF THE SECOND (2ND) ANNUAL GENERAL MEETING OF DAYTHREE DIGITAL BERHAD (“THE COMPANY”) HELD THROUGH LIVE STREAMING ONLINE REMOTE PARTICIPATION AND VOTING VIA THE ONLINE MEETING PLATFORM HOSTED ON THE TIIH ONLINE WEBSITE (“TIIH Online”) AT <https://tiih.com.my> (“MEETING PLATFORM”) ON WEDNESDAY, 29 MAY 2024 AT 2.00 P.M.

DIRECTORS PRESENT

Dato’ Ting Heng Peng	Independent Non-Executive Chairman
Mr Paul Raymond Raj A/L Davadass	Managing Director
Mr Prabakaran A/L Chilatorai	Executive Director
Ms Gan Jhia Jhia	Non-Independent Non-Executive Director
Encik Syed Izmi Bin Syed Kamarul Bahrin	Non-Independent Non-Executive Director
Puan Azlina Binti Abdullah	Independent Non-Executive Director
Ms Leong Chooi Kuen	Independent Non-Executive Director
Mr Woon Tai Hai	Independent Non-Executive Director

IN ATTENDANCE

Ms Siew Suet Wei (MAICSA 7011254)	Joint Company Secretary
Ms Callie Tan Poh Choo	Financial Controller
Tc. Chiew Sin Kwang	Executive Vice President, Digital Transformation & Consulting
Ms Charanjit Kaur A/P Mohan Singh	Executive Vice President, Digital Marketing & Sales
Mr Sivanesh Mohan	Director, Corporate Strategy
Mr Chan Guan Li	Director, Sales & Growth Initiatives
Mr Jason Wong Yew Ming	Baker Tilly Monteiro Heng PLT (“External Auditor”)
Shareholders/Proxies	As per attendance list

1.0 CHAIRMAN

Dato’ Ting Heng Peng (“the Chairman”) presided as Chairman of the Meeting and welcomed the shareholders to the Second Annual General Meeting (“2nd AGM”) of the Company held via the online meeting platform.

The Chairman proceeded to introduce the Board of Directors, the Key Senior Management, and Auditor who were in attendance.

2.0 QUORUM

The Secretary reported that pursuant to Article 16.1 of the Company’s Constitution, two members present in person or by proxy shall be a quorum for the meeting. The Secretary also reported that the Company received in total 12 proxy forms from shareholders for a total of 377,164,800 ordinary shares representing 78.58% of the total number of issued shares of the Company. Out of these, 5 shareholders have appointed the Chairman of the meeting as proxy to vote on their behalf and the shares so represented are 204,175,900 ordinary shares representing 42.54% of the total number of issued shares of the Company. Therefore, with the presence of the requisite quorum, the Chairman called the meeting to order at 2.08 p.m.

3.0 NOTICE OF MEETING

The Notice of Meeting dated 30 April 2024 had been circulated to the shareholders and was taken as read.

4.0 RESOLUTIONS TO BE VOTED ON BY POLL

- 4.1 The Chairman informed that pursuant to the Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of meeting are required to be voted by way of poll and the polling process would be conducted after deliberation of all items in the agenda. The Chairman informed that Mr Paul Raymond Raj A/L Davadass and Ms Gan Jhia Jhia, who are also shareholders of the Company had offered to be the Proposer and Seconder for all the motions.
- 4.2 The Chairman also informed that the Company had appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the polling process and Scrutineer Solutions Sdn Bhd as Independent Scrutineer to verify the poll results.
- 4.3 A recording of the guidance on the online voting procedures was played for the shareholders' information. Thereafter, the Chairman announced that the voting session had commenced at 2.15 p.m. and was open for shareholders to proceed with the voting. The Chairman informed that all questions will be dealt with later at the Q&A session.

5.0 AUDITED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

- 5.1 The Company's Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors' and Auditors' Reports thereon, having been circulated to the shareholders, were tabled to the Meeting. The Chairman informed that the Audited Financial Statements were for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 did not require the approval of shareholders. Hence, no voting was required. Accordingly, the Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors' and Auditors' Reports thereon received.
- 5.2 Before proceeding, the Managing Director presented a message to the shareholders while the Financial Controller provided the financial highlights of Daythree Group for the financial year ended 31 December 2023.



Daythree AGM2024
Presentation.pdf

Please click here for a copy of the presentation.

6.0 ORDINARY RESOLUTIONS 1 TO 5

- 6.1 The following 5 Ordinary Resolutions which required the approval of a simple majority (i.e. 51%) of the shareholders or their proxies present and voting by poll were as follows:
- (i) Ordinary Resolution 1 – To approve the payment of Directors' fees and benefits up to an amount of RM360,000 for the period from the conclusion of the 2nd AGM of the Company scheduled on 29 May 2024 until the following AGM of the Company in 2025.
 - (ii) Ordinary Resolution 2 – To re-elect Dato' Ting Heng Peng, who retires in accordance with Article 18.2 of the Company's Constitution.
 - (iii) Ordinary Resolution 3 – To re-elect Ms Gan Jhia Jhia, who retires in accordance with Article 18.2 of the Company's Constitution.

- (iv) Ordinary Resolution 4 – To re-appoint Baker Tilly Monteiro Heing PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.
 - (v) Ordinary Resolution 5 – Authority to allot and issue shares by the Directors under Sections 75 and 76 of the Companies Act 2016.
- 6.2 The Chairman informed that Mr Prabakaran A/L Chilatorai who retires by rotation pursuant to Article 18.2 of the Company's Constitution, has expressed his intention not to seek for re-election and shall retain office until the conclusion of the 2nd AGM. He also confirmed that the Company did not receive any notice to deal with any other business for which due notice was required to be given pursuant to the Companies Act 2016 and the Company's Constitution.

7.0 QUESTIONS AND ANSWERS ("Q&A") SESSION

- 7.1 The Managing Director, Mr Paul Raymond Raj A/L Davadass responded to the questions received from the shareholders. The Q&A is set out in **Appendix A** attached to these minutes.

8.0 POLL VOTING AND ANNOUNCEMENT OF POLL RESULTS

- 8.1 At 2.40 p.m., the Chairman announced that the voting will close in 5 minutes and adjourned the meeting for 15 minutes for the votes to be counted and verified. At 2.52 p.m., the Chairman presented the poll results verified by the Scrutineers and set out in **Appendix B** attached to these minutes:
- 8.2 Based on the poll results, the Chairman declared that all resolutions tabled at the 2nd AGM were carried.

9.0 CONCLUSION

There being no other business to be transacted, the Chairman declared the 2nd Annual General Meeting closed at 2.54 p.m.

CONFIRMED AS CORRECT RECORD

- Signed -

DATO' TING HENG PENG
INDEPENDENT NON-EXECUTIVE CHAIRMAN

Date : 29 May 2024

APPENDIX A - QUESTIONS AND ANSWERS

No.	QUESTIONS	REPLY
1.	<p>Any e-vouchers given for attending this AGM?</p> <p>Dear BOD, will there be any door gift /e-vouchers for this AGM?</p> <p>Got token of appreciation?</p> <p>Please give vouchers?</p>	<p>The Chairman responded that this being the first year since the listing, there will not be any door gift or vouchers for this AGM.</p>
2.	<p>How was company overall outlook since new IPO done and result of business growth as expected? how was dividend payout can 10sens in coming?</p>	<p>The Managing Director responded that since the IPO, there has been a tremendous push for our Company to continue with the strategies for growth and diversification which remains our focus in the same area of business and industries which the Company is in. In addition, the strategy of diversification going beyond Malaysia is a key focus to broaden our base of customers with consideration of risks. The year 2023 has been a good year for the Group with an achievement of RM89.9 million, a 38% increase in revenue from 2022.</p> <p>As for dividend, the focus is still on growth and diversification, there is no policy in place. However, the Board will assess performance and cashflow regularly.</p>

APPENDIX B – POLL RESULTS

Appendix B

DAYTHREE DIGITAL BERHAD (202201029566)

2nd Annual General Meeting
TIII Online website at <https://tuh.online>

On 29-May-2024 at 02:00PM

Result On Voting By Poll

Resolution(s)	Vote For				Vote Against				Total Votes			
	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%
Resolution 1	378,379,400	99.9918	50	92.5926	31,100	0.0082	4	7.4074	378,410,500	100.0000	54	100.0000
Resolution 2	378,385,400	99.9934	50	92.5926	25,100	0.0066	4	7.4074	378,410,500	100.0000	54	100.0000
Resolution 3	378,395,400	99.9960	51	94.4444	15,100	0.0040	3	5.5556	378,410,500	100.0000	54	100.0000
Resolution 4	378,382,200	99.9925	49	90.7407	28,300	0.0075	5	9.2593	378,410,500	100.0000	54	100.0000
Resolution 5	378,374,400	99.9905	50	92.5926	36,100	0.0095	4	7.4074	378,410,500	100.0000	54	100.0000

