

NOTICE OF 2ND ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN THAT the 2nd Annual General Meeting (“**AGM**”) of Daythree Digital Berhad (“**the Company**”) will be conducted as a fully virtual meeting 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.**, or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications the resolutions as set out in this notice

AGENDA

AS ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors’ Report and Auditors’ Report thereon. | (Please refer to Explanatory Notes) |
| 2. | To approve the payment of Directors’ fees and benefits up to an amount of RM360,000 for the period from the conclusion of the 2 nd AGM of the Company scheduled on 29 May 2024 until the following AGM of the Company in 2025. | RESOLUTION 1 |
| 3. | To re-elect the following Directors, who retire in accordance with Article 18.2 of the Company’s Constitution and being eligible, has offered themselves for re-election: | |
| | (i) Dato’ Ting Heng Peng | RESOLUTION 2 |
| | (ii) Ms Gan Jhia Jhia | RESOLUTION 3 |
| | <i>Mr Prabakaran A/L Chilatorai who retires by rotation in accordance with 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.</i> | |
| 4. | To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | RESOLUTION 4 |

AS SPECIAL BUSINESS

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

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| 5. | AUTHORITY TO ALLOT AND ISSUE SHARES BY THE DIRECTORS UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 | RESOLUTION 5 |
| | THAT subject always to the Companies Act, 2016 (“ the Act ”), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“ Bursa Securities ”) (“ Listing Requirements ”) and approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority and shall continue to be in force until the conclusion of the next AGM of the Company. | |

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5. **AUTHORITY TO ALLOT AND ISSUE SHARES BY THE DIRECTORS UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (CONT'D)**

THAT pursuant to Section 85 of the Act read together with Article 13.2 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.

6. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

SIEW SUET WEI (MAICSA 7011254)
SSM Practicing Certificate No. 202008001690
LIM YEN TENG (LS0010182)
SSM Practicing Certificate No. 201908000028
Company Secretaries

Kuala Lumpur
Date: 30 April 2024

NOTES:

Information for Shareholders/Proxies

1. For the purpose of determining a member who shall be entitled to attend and vote at the 2nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 15.9 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), to issue a General Meeting Record of Depositors as at 21 May 2024. Only a depositor whose name appears on the Record of Depositors as at 21 May 2024 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
3. Where a member appoints more than one (1) proxy but not more than two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under the SICDA, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or signed by an officer or attorney so authorised.

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NOTES: (CONT'D)

Information for Shareholders/Proxies (Cont'd)

6. The appointment of proxy may be made in hardcopy form or by electronic means as specified below and must be received by Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**") not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof:
 - (i) In hardcopy form
The original Form of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited at the office of Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia,

or alternatively,

at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) Electronically via TIIH Online
The Form of Proxy can be electronically lodged with Tricor via TIIH Online at <https://tiih.com.my>. Please follow the procedures set out in the Administrative Guide for the AGM.
7. Pursuant to Rule 8.31A(1) of the Listing Requirements, voting at the AGM of the Company will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed respectively to conduct the polling and to verify the results of the poll.

EXPLANATORY NOTES ON ORDINARY BUSINESS

1. **Audited Financial Statements for the financial year ended 31 December 2023**

This Agenda item is meant for discussion only as under the provisions of Section 340(1)(a) of the Act, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.

2. **Ordinary Resolution No. 1: Payment of Directors' Fees & Benefits**

Pursuant to Section 230(1) of the Act, the shareholders' approval is sought for the proposed payment of Directors' fees and benefits for the period from 29 May 2024 until the conclusion of the next AGM of the Company to be held in 2025. The calculation of the benefits which include meeting allowance is based on the estimated number of scheduled Board and Board Committees' meetings and on the assumption that the number of Directors in office until the next AGM remains the same. In the event that the proposed amount is insufficient (due to enlarged Board size and additional number of meetings), approval will be sought at the next AGM to meet the shortfall.

3. **Ordinary Resolutions No. 2 and 3: Re-election of Directors**

Article 18.2 of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company where one third (1/3) of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each 3 years but shall be eligible for re-election.

Dato' Ting Heng Peng and Ms Gan Jhia Jhia have offered themselves for re-election, and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the forthcoming 2nd AGM.

Mr Prabakaran A/L Chilatorai who retires by rotation in accordance with 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.

The profiles of the Directors standing for re-election are set out in the Annual Report 2023

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4. **Ordinary Resolution No. 4: Appointment of Auditors**

The Board and Audit and Risk Management Committee had at their respective meetings on 24 April 2024 recommended the re-appointment of Baker Tilly Monteiro Heng PLT for the financial year ending 31 December 2024. Baker Tilly Monteiro Heng PLT have met the criteria prescribed under the Rule 15.21 of the Listing Requirements and indicated their willingness to continue their services for the next financial year.

5. **Ordinary Resolution No. 5: Authority to allot and issue shares by the Directors under Sections 75 And 76 of the Act**

The proposed Ordinary Resolution 5, if passed, will give authority to the Directors to allot and issue up to a maximum of 10% of the total number of issued shares of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

By voting in favour, the shareholders of the Company will waive their statutory pre-emptive rights and thus will allow the Directors to issue new shares to any person under the general mandate without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.

This new general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

STATEMENT ACCOMPANYING NOTICE OF 2ND ANNUAL GENERAL MEETING (pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. **Details of individual who are standing for election as Directors (excluding Directors standing for re-election)**

There are no individuals who are standing for election as Directors.

2. **General mandate for issue of securities in accordance with Rule 6.04(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad**

The Company will seek shareholders' approval on the general meeting for issue of securities in accordance with Rule 6.04(3) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the proposed Ordinary Resolution 5 as stated in Notice of 2nd AGM of the Company for details.