

NOTICE OF 3RD Annual General Meeting

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting (“3rd AGM” or “Meeting”) of **DAYTHREE DIGITAL BERHAD** (“Daythree” or “the Company”) will be held at Level 2, Tower 9, UOA Business Park, No. 1, Jalan Pengaturcara U1/51A, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Wednesday, 28 May 2025 at 10:00 a.m. or at any adjournment thereof, to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS:

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. | Please refer to
Explanatory Note 1 |
| 2. | To approve the payment of Directors’ fees and benefits of up to RM396,000.00 for the period from the date immediately after the 3 rd AGM until the next Annual General Meeting (“AGM”) of the Company. | (Ordinary Resolution 1) |
| 3. | To note the retirement of Ms. Leong Chooi Kuen and Mr. Woon Tai Hai as Directors of the Company pursuant to Clause 18.2 of the Company’s Constitution | Please refer to
Explanatory Note 3 |
| 4. | To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. | (Ordinary Resolution 2) |

AS SPECIAL BUSINESS:

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

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| 5. | GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“ACT”) | (Ordinary Resolution 3) |
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“THAT subject always to the Constitution of the Company, the Act, the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company (“Shares”) to such persons, at any time, and upon such terms and conditions and for such purposes and to such person(s) as the Directors may, in their absolute discretion, deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time (“Mandate”) AND the Directors be and also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares to be issued on Bursa Securities AND the Mandate shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

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AND THAT pursuant to Section 85 of the Act read together with the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND the Board of Directors is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares pursuant to the Mandate.

AND FURTHER THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu 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. **PROPOSED BONUS ISSUE OF 120,000,000 NEW ORDINARY SHARES IN DAYTHREE ("SHARE(S)" OR "DAYTHREE SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 4 EXISTING DAYTHREE SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF SHARES")** **(Ordinary Resolution 4)**

"THAT subject to the approvals being obtained from all relevant authorities and/ or parties (where applicable), authority be and is hereby given to the Board of Directors of Daythree ("Board") to issue and allot 120,000,000 Bonus Shares on the basis of 1 Bonus Share for every 4 existing Daythree Shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company on the Entitlement Date;

THAT the Bonus Shares in respect of the Proposed Bonus Issue of Shares shall be issued as fully paid, at nil consideration and without capitalisation of the Company's reserves;

THAT the Bonus Shares will, upon issuance and allotment, rank equally in all respects with the existing Daythree Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Shares (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares."

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7. **PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED SHARES OF DAYTHREE (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS TO THE ELIGIBLE EMPLOYEES AND DIRECTORS OF DAYTHREE AND ITS SUBSIDIARIES ("PROPOSED ESOS")** (Ordinary Resolution 5)

"THAT subject to the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given to the Board for the listing of and quotation for such number of new Daythree Shares, representing 20% of Daythree's total number of issued shares (excluding treasury shares, if any) to be issued arising from the exercise of the options granted under the Proposed ESOS ("ESOS Option(s)"), approval be and is hereby given for the Board to:-

- (i) establish, implement and administer the Proposed ESOS for the eligible employees and Directors of Daythree and its subsidiaries which are not dormant ("Daythree Group" or the "Group") in accordance with the bylaws of the Proposed ESOS ("By-Law(s)"), a draft of which is set out in Appendix I of the circular to shareholders of Daythree dated 29 April 2025 ("Circular"), to approve and adopt the By-Laws and to give effect to the Proposed ESOS 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 and do all things necessary at the appropriate time or times to Bursa Malaysia Securities Berhad ("Bursa Securities") and do all things necessary at the appropriate time or times for the listing of and quotation for the new Daythree Shares, which may from time to time be issued and allotted arising from the exercise of the ESOS Options;
- (iii) determine the exercise price of the ESOS Options based on the terms and conditions set out in the By-Laws and issue and allot such number of new Daythree Shares from time to time as may be required arising from the exercise of the ESOS Options, PROVIDED THAT the total number of new Daythree Shares, which may be made available under the Proposed ESOS, shall not in aggregate exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time over the duration of the Proposed ESOS AND THAT the new Daythree Shares to be issued and allotted upon the exercise of the ESOS Options will, upon issuance and allotment, rank equally in all respects with the existing Daythree Shares, save and except that such Daythree Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distributions that may be declared, made or paid to shareholders where the entitlement date of which precedes the relevant date of issuance and allotment of such Daythree Shares. The new Daythree Shares allotted will be subject to all provisions in the Constitution of the Company and ACE Market Listing Requirements of Bursa Securities ("Listing Requirements"), if any;

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- (iv) add, amend, modify and/ or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed ESOS 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 ESOS established or appointed by it provided that such addition, amendment, modification and/ or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS;
- (v) extend the duration of the Proposed ESOS for a period of up to another 5 years, provided always that such extension of the Proposed ESOS made in accordance with the provisions of the By-Laws shall not in aggregate exceed a duration of 10 years from the date the Proposed ESOS takes effect or such other period determined by the relevant authorities;
- (vi) do all things necessary and make the necessary applications to Bursa Securities for the listing of and quotation for new Daythree Shares that may, hereafter from time to time, be issued and allotted under the Proposed ESOS; and
- (vii) to appoint and authorise a committee by the Board (“ESOS Committee”), which the Proposed ESOS will be administered in accordance with the By-Laws by the said ESOS Committee, who will be responsible for implementing and administering the Proposed ESOS. The members of the ESOS Committee shall comprise such number of Directors and/ or senior management personnel of Daythree Group to be identified from time to time.

THAT the Board be and is hereby authorised to do all such acts and things and to execute all such documents to give effect to the Proposed ESOS with full power to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/ or expedient to implement, finalise and give full effect to the Proposed ESOS;

THAT pursuant to Section 85(1) of the Companies Act, 2016 (“Act”) read together with Article 13.2 of the Constitution of the Company, the shareholders of the Company agree to irrevocably waive their pre-emptive rights in respect to be first offered new Daythree Shares arising from any issuance and allotment of new Daythree Shares to the eligible Director(s) (including non-executive Directors) and employee(s) of Daythree Group (excluding subsidiaries which are dormant), who meet the criteria of eligibility for participation in the Proposed ESOS in the manner as indicated in the By-Laws (“Eligible Person(s)”) pursuant to the Proposed ESOS, which rank equally to the existing issued Daythree Shares, with such waiver resulting in a dilution to their shareholding percentage in the Company AND THAT the Board is exempted from the obligation to offer such new Daythree Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Daythree Shares pursuant to the Proposed ESOS;

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AND THAT the draft By-Laws as set out in Appendix I of the Circular and which is in compliance with the Listing Requirements, be and is hereby approved and adopted; and the Directors of the Company be and are hereby authorised to give effect to the Proposed ESOS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant 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 may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESOS.”

8. **PROPOSED ALLOCATION OF ESOS OPTIONS TO THE DIRECTORS AND MAJOR SHAREHOLDERS OF THE COMPANY (“PROPOSED ALLOCATION”)**

“THAT, subject to the passing of the Ordinary Resolution 5 and the approvals of the relevant authorities being obtained (where required), approval be and is hereby given to the Board to authorise the ESOS Committee, from time to time throughout the duration of the Proposed ESOS, to offer such number of ESOS Options pursuant to the Proposed ESOS, to the following Directors and major shareholders of Daythree to subscribe for such number of new Daythree Shares to be issued under the Proposed ESOS:-

No. Name

(i)	Dato’ Ting Heng Peng (Independent Non-Executive Chairman)	(Ordinary Resolution 6)
(ii)	Paul Raymond Raj A/L Davadass (Major Shareholder and Managing Director)	(Ordinary Resolution 7)
(iii)	Gan Jhia Jhia (Major Shareholder and Non-Independent Non-Executive Director)	(Ordinary Resolution 8)
(iv)	Syed Izmi Bin Syed Kamarul Bahrin (Non-Independent Non-Executive Director)	(Ordinary Resolution 9)
(v)	Azlina Binti Abdullah (Independent Non-Executive Director)	(Ordinary Resolution 10)

Provided always that:-

- (i) he/ she does not participate in the deliberation or discussion of his own allocation as well as allocation of ESOS Options to persons connected with them, if any;
- (ii) not more than 10% of the new Daythree Shares which may be made available under the Proposed ESOS shall be allocated to him/ her, if he/ she, either singly or collectively through persons connected to him/ her, holds 20% or more of the total number of issued shares of Daythree (excluding treasury shares, if any); and

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- (iii) subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time;

THAT pursuant to Section 85 of the Act read together with Article 13.2 of the Constitution of the Company, the shareholders of the Company agree to irrevocably waive their pre-emptive rights in respect to be first offered new Daythree Shares arising from any issuance and allotment of new Daythree Shares to the above Directors and major shareholders of Daythree pursuant to the Proposed ESOS, which rank equally to the existing issued Daythree Shares, with such waiver resulting in a dilution to their shareholding percentage in the Company AND THAT the Board is exempted from the obligation to offer such new Daythree Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Daythree Shares pursuant to the Proposed ESOS;

AND THAT the Board is also authorised to issue and allot new Daythree Shares, acquire existing Daythree Shares from the open market of Bursa Securities and/ or transfer existing Daythree Shares (including treasury shares) corresponding to the number of Daythree Shares arising from the exercise of the ESOS Options under the Proposed ESOS.”

9. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

(Special Resolution)

“THAT the proposed amendments to the Constitution of the Company as set out in “Appendix A”, be approved and adopted with immediate effect AND THAT the Directors and/or Secretaries of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company.”

10. To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (SSM PC NO. 201908001272) (MACS 01324)

LOO HUI YAN (SSM PC NO. 202308000290) (MAICSA 7069314)

Company Secretaries

Petaling Jaya, Selangor Darul Ehsan

29 April 2025

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Notes:

- (a) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy/ proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
- (b) A member (including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991) may appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- (c) Where a member of the Company is an 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 the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (d) The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorised.
- (e) To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, Tricor Drop-in Box located at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting.
- (f) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 15.9 of the Company’s Constitution to issue a General Meeting Record of Depositors as at 21 May 2025. Only members whose names appear in the General Meeting Record of Depositors as at 21 May 2025 shall be regarded as members and entitled to attend and vote at the Meeting.
- (g) All the resolutions set out in this Notice of Meeting will be voted on by poll.
- (h) Kindly check Bursa Securities’ website at www.bursamalaysia.com and the Company’s website at www.daythree.com for the latest updates on the status of the Meeting.

EXPLANATORY NOTES

1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2024

The Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require the formal approval of the shareholders for the audited financial statements. Hence, this agenda has not been forward for voting.

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EXPLANATORY NOTES (CONT'D)

2. Item 2 of the Agenda – Directors' Fees and Benefits

Pursuant to Section 230(1) of the Act, the directors' fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Directors' fees and benefits for the period from the date immediately after the 3rd AGM until the next AGM of the Company. In the event the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for the shortfall.

3. Item 3 of the Agenda – Retirement of Directors

Clause 18.2 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being, or, if their number is not a multiple of three (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 at least once every three (3) years but shall be eligible for re-election. Hence, two (2) out of seven (7) Directors of the Company are to retire in accordance with Clause 18.2 of the Company's Constitution.

Ms. Leong Chooi Kuen and Mr. Woon Tai Hai ("Retiring Directors") will retire by rotation pursuant to Clause 18.2 of the Company's Constitution. The Retiring Directors have made the decision not to seek re-election at the 3rd AGM. Hence, they will retire as Director of the Company at the conclusion of the 3rd AGM, bringing their remarkable tenure to a close. The Board recognises and deeply appreciates both the Retiring Directors' contributions to the Company throughout their tenure. Their dedication and commitment to the Company will be greatly missed, and the Board wishes them all the best in their future endeavors.

4. Item 5 of the Agenda – General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 3 proposed under item 5 of the Agenda is to seek a general mandate for the issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act ("Mandate"). This Ordinary Resolution, if passed, will empower the Directors to issue and allot new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for such purposes and to such persons as the Directors consider would be in the interest of the Company.

This authority, unless revoked or varied by the Company at a general meeting, will 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 purpose of seeking the Mandate is to enable the Directors of the Company to have the flexibility to issue and allot new shares at any time for such purposes and to such persons in their absolute discretion without convening a general meeting for shareholders' approval, thereby saving time and avoiding additional costs. The purpose of this Mandate is for any possible fundraising activities, including but not limited to further placing of shares for the purpose of funding current and/or future project(s), working capital, acquisitions, investments and/or for issuance of shares as a form of settlement of purchase consideration or such other applications as the Directors may deem fit and expedient in the best interest of the Company.

Pursuant to Section 85 of the Act and the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 3, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

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EXPLANATORY NOTES (CONT'D)

4. **Item 5 of the Agenda – General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act (Cont'd)**

The Company had at its 2nd AGM, obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, 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 does not exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time.

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the general mandate granted to the Directors at the 2nd AGM which will lapse at the conclusion of the Meeting, and accordingly, no proceeds were raised.

5. **Item 6 of the Agenda – Proposed Bonus Issue of Shares**

The Ordinary Resolution 4, if passed, will allow the Board to issue and allot up to 120,000,000 Bonus Shares pursuant to the Proposed Bonus Issue of Shares.

Please refer to the Circular to Shareholders dated 29 April 2025 for the details of the Proposed Bonus Issue of Shares.

6. **Item 7 and Item 8 of the Agenda – Proposed ESOS and Proposed allocation of ESOS Options to the Directors and Major Shareholders of the Company**

Subject to the passing of Ordinary Resolution 5, Ordinary Resolutions 6 to 10, if passed, will allow the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the Eligible Persons, including the Directors and Major Shareholders of the Company, namely Dato' Ting Heng Peng, Paul Raymond Raj A/L Davadass, Gan Jhia Jhia, Syed Izmi Bin Syed Kamarul Bahrin and Azlina Binti Abdullah ESOS Options to subscribe for Daythree Shares under the Proposed ESOS.

Section 85(1) of the Act provides that:-

“Subject to the constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.”

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EXPLANATORY NOTES (CONT'D)

6. Item 7 and Item 8 of the Agenda – Proposed ESOS and Proposed allocation of ESOS Options to the Directors and Major Shareholders of the Company (Cont'd)

Article 13.2 of the Constitution of the Company states that:-

“Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities of whatever kind, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted shall be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Article. For purposes of this Article, the expression “direction to the contrary” shall refer to and include without limitation, the mandate or approval given by Members in every annual general meeting of the Company to issue new shares of up to ten percent (10%), or such other percentage as may be permitted by Applicable Laws, of the total shares of the Company at that material time.”

By voting in favour of the proposed Ordinary Resolutions 5 to 10, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Act and Article 13.2 of the Constitution of the Company to be first offered any new shares pursuant to the Proposed ESOS, which will result in a dilution of their shareholding percentage in the Company.

Please refer to the Circular to Shareholders dated 29 April 2025 for the details of the Proposed ESOS.

7. Item 9 of the Agenda – Proposed Amendments to the Constitution of the Company

The Proposed Amendments are mainly to ensure compliance with the relevant regulatory requirements as well as to enhance administrative efficiency.

The Proposed Amendments shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.



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

APPENDIX A

PROPOSED AMENDMENTS TO THE CONSTITUTION OF DAYTHREE DIGITAL BERHAD (“THE COMPANY”)

This is the Appendix A referred to in Agenda 9 of the Notice of Third Annual General Meeting of the Company dated 29 April 2025.

Article No.	Existing Article	Proposed Article
13.2 <i>Offer of new Shares</i>	Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities of whatever kind, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted shall be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Article. For purposes of this Article, the expression “direction to the contrary” shall refer to and include without limitation, the mandate or approval given by Members in every annual general meeting of the Company to issue new shares of up to ten percent (10%), or such other percentage as may be permitted by Applicable Laws, of the total shares of the Company at that material time.	Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities of whatever kind, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted shall be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Article. Notwithstanding the above, the Directors shall not be required to offer any new ordinary shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created to the holders of the existing shares where the said shares or securities are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company.

APPENDIX A (CONT'D)

Article No.	Existing Article	Proposed Article
13.2		
	<i>Offer of new Shares (Cont'd)</i>	<p>For the avoidance of doubt, where the approval of Members is obtained in a general meeting for any issuance of shares or convertible securities, including approvals obtained for implementation of a scheme that involves a new issuance of shares or other convertible securities to employees of the Company and its subsidiaries and approval obtained under Sections 75 and 76 of the Act, such approval shall be deemed to be a direction to the contrary given in general meeting which will render the pre-emptive rights above inapplicable.</p> <p>In any case and in respect of any issuance of shares or convertible securities, the pre-emptive rights of Members are strictly as contained in the Constitution and accordingly, the provisions of Section 85 of the Act in respect of pre-emptive rights to new shares, shall not apply and the Company is not required to offer new shares or convertible securities in proportion to the shareholdings of the existing Members.</p> <p>For purposes of this Article, the expression “direction to the contrary” shall refer to and include without limitation, the mandate or approval given by Members in every annual general meeting of the Company to issue new shares of up to ten percent (10%), or such other percentage as may be permitted by Applicable Laws, of the total shares of the Company at that material time.</p>

APPENDIX A (CONT'D)

Article No.	Existing Article	Proposed Article
17.3 <i>Delivery of instrument appointing proxies</i>	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority, certified by an advocate and solicitor or where the Member is a body corporate, the copy of the power or authority may also be certified by an authorised officer of that Member, shall be deposited at the Office or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote 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 shall not be treated as valid.	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority, certified by an advocate and solicitor or where the Member is a body corporate, the copy of the power or authority may also be certified by an authorised officer of that Member, shall be deposited at the Office or at such other place within Malaysia or by way of electronic means or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote 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 shall not be treated as valid or in such other period(s) as may be provided or permitted under the Applicable Laws and stipulated in the form of proxy or in the notice of meetings.
18.1 <i>Number of Directors</i>	Until otherwise determined by a meeting of Members, the number of Directors shall not be less than two (2) or more than eleven (11). The first Director of the Company was Ms. Lee San Koon.	Until otherwise determined by a meeting of Members, the number of Directors shall not be less than two (2) or more than eleven (11). The first Director of the Company was Ms. Lee San Koon.
22.1 <i>Meeting of Directors</i>	The Third Schedule of the Act shall not apply to the Company. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on his requisition summon a meeting of the Directors. Directors may participate in a meeting of the Directors by means of a conference telephone or similar electronic telecommunication device by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting.	The Third Schedule of the Act shall not apply to the Company. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on his requisition summon a meeting of the Directors. Directors or any invitees may participate in a meeting of the Directors by means of a conference telephone or similar electronic telecommunication device by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting.

APPENDIX A (CONT'D)

Article No.	Existing Article	Proposed Article
25.5	New provision	The committee meetings may be held by fully virtual or hybrid at more than one (1) venue using any technology or method. A committee member or any invitees may participate in a meeting of the committees by means of a conference telephone or similar electronic telecommunication device by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the meeting and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting.
	<i>Participation at Meeting of committees by way of telephone and video conference</i>	
27.2	New provision	For the avoidance of doubt, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature of any of the following persons: <p>(a) a holder of Shares;</p> <p>(b) a Director (including Alternate Director);</p> <p>(c) a committee member;</p> <p>(d) in the case of a corporation, which is a holder of shares, its director or secretary or a duly appointed attorney or duly authorised representative,</p> <p>shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.</p>
	<i>Validity of Electronic / Digital Signature</i>	
33.1	The Auditors shall be appointed for each financial year by Ordinary Resolution at the annual general meeting of the Company in accordance with Section 271 of the Act.	The Auditors shall be appointed for each financial year by Ordinary Resolution at the annual general meeting of the Company in accordance with Section 271 of the Act.
	<i>Appointment of Auditors</i>	