



DAGANG NeXCHANGE BERHAD

Registration No.: 197001000738 (10039-P)
(Incorporated in Malaysia under the Companies Act 1965
and deemed registered under the Companies Act 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Dagang NeXchange Berhad ("DNeX" or the "Company") will be conducted virtually at the broadcast venue at the Multipurpose Hall, Level 3A, Dagang Net Tower, Block 10 (A & B) Corporate Park, Star Central, Lingkaran Cyberpoint Timur, Cyber 12, 63000 Cyberjaya, Selangor, Malaysia on Thursday, 1 April 2021 at 2.00 p.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 5% OF THE TOTAL NUMBER OF ISSUED SHARES OF DNeX (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OVER THE DURATION OF THE NEW ESOS ("ESOS PERIOD") FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF DNeX AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED NEW ESOS")

"THAT subject to and conditional upon the approvals of all relevant regulatory authorities and/ or parties being obtained for the Proposed New ESOS (if required), including the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation for the new ordinary shares in DNeX ("DNeX Share(s)") to be issued arising from the exercise of the options granted under the Proposed New ESOS ("ESOS Option(s)"), approval be and is hereby given for the Company to:-

- establish, implement and administer the Proposed New ESOS, in accordance with the bylaws of the Proposed New ESOS ("By-laws"), a draft of which is set out in Appendix I of the Circular to the shareholders of the Company dated 15 March 2021 ("Circular"), to approve and adopt the By-laws and to give effect to the Proposed New ESOS, with full power for the Board of Directors of the Company ("Board") to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;
- make the necessary applications and do all things necessary at the appropriate time or times to Bursa Securities for the listing and quotation for the new DNeX Shares, which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- allot and issue such number of new DNeX Shares from time to time as may be required arising from the exercise of the ESOS Options, PROVIDED THAT the total number of new DNeX Shares, which may be made available under the Proposed New ESOS, shall not in aggregate exceed 5% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time during the duration of the Proposed New ESOS, AND THAT the new DNeX Shares to be issued upon the exercise of the New ESOS Options will, upon allotment, issuance and full payment, rank equally in all respects with the existing DNeX Shares, save and except that the new DNeX Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new DNeX Shares pursuant to the Proposed New ESOS. The new DNeX Shares will be subject to all provision in the Constitution of the Company and Main Market Listing Requirements of Bursa Securities ("Listing Requirements");
- modify and/ or amend the Proposed New ESOS and/ or the By-laws from time to time as may be required/ permitted by the relevant authorities or deemed necessary by the relevant authorities or the Board or the committee appointed and authorised from time to time by the Board, responsible for implementing, allocating and administering the Proposed New ESOS ("ESOS Committee"), provided that such modifications and/ or amendments are permitted and effected in accordance with the provisions of the By-laws relating to modifications and/ or amendments; and
- do all such acts and things, take such steps, execute all such documents and enter into all such arrangements, agreements, deeds and/ or undertakings with any party(ies) as the Board may deem fit, necessary, expedient and/ or appropriate in order to finalise, implement and/ or give full effect to the Proposed New ESOS and terms of the By-laws with full power for the Board to assent to any terms, conditions, modifications, variations and/ or amendments as may be agreed to or required by any relevant authorities or as a consequence of any such requirement as may be deemed necessary and/ or expedient and in the best interest of the Company."

ORDINARY RESOLUTIONS 2 TO 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO THE DIRECTORS OF DNeX

"THAT, subject to and conditional upon the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities for the Proposed New ESOS, including the approval from Bursa Securities for the listing and quotation for the new DNeX Shares to be issued arising from the exercise of the ESOS Options, having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed New ESOS, to offer and grant to the following Directors of DNeX, ESOS Options to subscribe for new DNeX Shares under the Proposed New ESOS:-

(i)	Tan Sri Abd Rahman bin Mamat	Ordinary resolution 2
(ii)	Rosli bin Abdullah	Ordinary resolution 3
(iii)	Ang Hsin Hsien	Ordinary resolution 4
(iv)	Datuk Johar bin Che Mat	Ordinary resolution 5
(v)	Mohd Azhar bin Mohd Yusof	Ordinary resolution 6
(vi)	Zainal 'Abidin bin Abd Jalil	Ordinary resolution 7
(vii)	Dato' Sri Syed Zainal Abidin bin Syed Mohamed Tahir	Ordinary resolution 8

Provided always that:-

- he/ she must not participate in the deliberation or discussions of his/ her own allocation;
- the allocation to him/ her, who either individually or collectively, through persons connected with him/ her, holds 20% or more of the total number of issued shares of DNeX (excluding treasury shares, if any), must not exceed 10% of the total number of new DNeX Shares to be issued under the Proposed New ESOS; and
- subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-laws of the Proposed New ESOS, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.

THAT at any one time during the ESOS Period, not more than 50% of the total number of New ESOS Options available under the Proposed New ESOS could be allocated, in aggregate to the executive Directors, non-executive Directors and senior management of DNeX and/ or its subsidiary companies, other than subsidiary companies which are dormant, pursuant to the Proposed New ESOS.

AND THAT the Board is also authorised to allot and issue the corresponding number of new DNeX Shares arising from the exercise of the ESOS Options that may be granted to him/ her under the Proposed New ESOS."

By Order of the Board

KEH CHING TYNG (MAICSA 7050134) (SSM PC NO. 202008002616)

Company Secretary

Selangor
15 March 2021

Notes:-

- A member of the Company entitled to attend, participate and vote at the EGM is entitled to appoint a proxy or proxies to attend, participate and vote on his/ her behalf.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he/ she specifies the proportions of shareholdings to be represented by each proxy.
- The appointed proxy/ proxies must be at least 18 years of age.
- Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds which is credited with ordinary shares of the Company. Where an authorised nominee appoints more than one proxy, the appointment shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- 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. Exempt authorised nominee is advised to list down the name of proxies and the particulars of their National Registration Identity Card number (both new and old) and attach it to the Form of Proxy.
- The Form of Proxy must be completed in writing under the hand of the appointer or of his/ her attorney duly authorised in writing, or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. Any alteration to the instrument appointing a proxy, must be initialed by the appointer.
- The completed Form of Proxy must be deposited at the office of the Share Registrar, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia, or by email to egm-support.DNEX@megacorp.com.my, not less than twenty-four (24) hours before the time appointed for the holding of the EGM.
- This Form of Proxy, if submitted by a member, will not preclude that member from attending, participating and voting in person at the EGM should the member subsequently decide to do so.
- For the purpose of determining whether a member is entitled to attend, participate and vote at the EGM, the Company shall be requesting the Record of Depositors as at 25 March 2021. Only depositors whose names appear in the Record of Depositors as at 25 March 2021 shall be entitled to attend, participate and vote at the EGM or appoint proxy/proxies on his/ her behalf.
- Pursuant to paragraph 8.29A(1) of the Listing Requirements, voting at the EGM will be conducted by poll.



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**ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL
EXTRAORDINARY GENERAL MEETING ("EGM")**

Date	:	Thursday, 1 April 2021
Time	:	2.00 p.m.
Broadcast Venue	:	Multipurpose Hall, Level 3A, Dagang Net Tower, Block 10 (A & B) Corporate Park, Star Central, Lingkaran Cyberpoint Timur, Cyber 12, 63000 Cyberjaya, Selangor, Malaysia
Mode of meeting	:	Fully virtual

MODE OF MEETING

In view of the Coronavirus Disease 2019 ("**COVID-19**") pandemic and the Company's initiative to curb the spread of COVID-19, the EGM of Dagang NeXchange Berhad ("**Company**") will be conducted virtually via live streaming from the Broadcast Venue.

The Broadcast Venue is strictly to comply with Section 327(2) of the Companies Act 2016 which requires the Chairman of the EGM to be present at the main venue of the EGM. No shareholders/proxies shall be physically present at the Broadcast Venue on the day of the EGM.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the EGM is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

REGISTRATION AND DIGITAL BALLOT FORM ("DBF") VOTING PROCEDURES

As no shareholder/proxies shall be physically present at the Broadcast Venue, shareholders/proxies who wish to participate in the EGM will have to register online and participate remotely. Kindly follow the steps below to ensure that you can obtain your DBF and details to log in to the Webinar session to participate at the EGM online:

1. Open this link <https://vps.megacorp.com.my/PaBqd5> or scan the QR code above and submit all the information requested at least twenty-four (24) hours before the time of the EGM.
2. Only shareholders are allowed to register online. Shareholders can also appoint proxy online, as in Step 1 above. Please ensure that your personal particulars and the information required are accurate as any non-compliance may result in you not being able to receive your DBF.
3. Alternatively, you may deposit your Form of Proxy at the office of our Share Registrar, Mega Corporate Services Sdn Bhd ("**MegaCorp**") at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia or by email to egm-support.DNEX@megacorp.com.my not less than twenty-four (24) hours before the time appointed for holding the EGM or any adjournment thereof.
4. For corporate shareholders/Nominee Accounts, please follow Step 3 above.

5. The Share Registrar will e-mail a copy of your DBF to you to participate and vote at the EGM once they have verified your details.
6. Registered shareholders/proxies will receive two (2) emails:
 - i. Webinar session link (to join the virtual EGM); and
 - ii. DBF (for remote voting purposes).

POLL VOTING

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by poll. The Company has appointed MegaCorp as Poll Administrator to conduct the poll by way of electronic voting ("**e-voting**") and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of the EGM, e-voting will be carried out via your internet-enabled devices (e.g. computer/mobile phone/Tablets). The DBF itself is self-explanatory. Please read carefully the instructions and contents of the e-mail from the Webinar Master to familiarise yourself with the steps needed to exercise your rights at the EGM.

Shareholders/proxies can proceed to vote on the resolutions and submit his/her votes during the voting period as stipulated in the DBF. Upon completion of the voting session at the EGM, the Scrutineers will verify the poll results after which the Chairman of the EGM will announce the results of the resolutions.

RECORD OF DEPOSITORS FOR THE EGM

For the purpose of determining whether a member is entitled to attend, participate and vote at the EGM, the Company shall be requesting the Record of Depositors as at 25 March 2021. Only shareholders whose names appear in the Record of Depositors as at 25 March 2021 shall be entitled to attend, participate and vote at the EGM or appoint proxy/proxies on his/her behalf.

NO REFRESHMENTS AND NO DOOR GIFTS

There will be no distribution of refreshments and door gifts for the EGM of the Company.

ENQUIRY

If you have any general enquiry prior to the EGM, please contact the following persons during office hours (Monday to Friday):

Poll Administrator

Mega Corporate Services Sdn. Bhd.

Mr. Alfred Devan John or Encik Norhisham Abdul Hamid

Telephone No. : (03) 2692 4271 / 26948984

Facsimile No. : (03) 2732 5388

E-mail : egm-support.DNEX@megacorp.com.my