



DANCOMECH HOLDINGS BERHAD
(Registration No. 201301020455 (1050285-U))
(Incorporated in Malaysia)

NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting ("11th AGM" or "the Meeting") of Dancomech Holdings Berhad ("the Company") will be conducted on a virtual basis through live streaming from the Broadcast Venue at No. 19, Jalan Pelukis U1/46, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 30 May 2024 at 2.00 p.m. or at any adjournment thereof to transact the following business:-

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 and the Reports of Directors and Auditors thereon. **Resolution 1**
- To re-elect the following Directors who are retiring by rotation pursuant to the Constitution of the Company:-
2.1 Datuk Zainal Abidin Bin Ujud **Resolution 2**
2.2 Mr Aik Swee Tong **Resolution 3**
- To approve the payment of Directors' Fees of up to RM200,000 and benefits of up to RM20,000 to the Non-Executive Directors from 31 May 2024 until the next Annual General Meeting of the Company. **Resolution 4**
- To re-appoint TGS TW PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**

SPECIAL BUSINESS

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

- RETENTION OF DATUK ZAINAL ABIDIN BIN UJUD AS INDEPENDENT DIRECTOR** **Resolution 5**
"THAT, subject to the passing of Resolution 1, Datuk Zainal Abidin Bin Ujud be and is hereby retained as Independent Director of the Company and be designated as such until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."
- RETENTION OF MR GONG WOUI TEIK AS INDEPENDENT DIRECTOR** **Resolution 6**
"THAT Mr Gong Wooi Teik be and is hereby retained as Independent Director of the Company and be designated as such until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."
- RETENTION OF MR LEE CHEN YOW AS INDEPENDENT DIRECTOR** **Resolution 7**
"THAT Mr Lee Chen Yow be and is hereby retained as Independent Director of the Company and be designated as such until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."
- AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES** **Resolution 8**
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby empowered to allot and issue new shares in the Company at any time, without first offer to holders of existing issued shares of the Company, 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of issue.
THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."
- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** **Resolution 9**
"THAT subject always to the provisions of the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities or other relevant regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into related party transactions with such related parties, details and particulars of which as set out in the Circular to Shareholders dated 30 April 2024 provided that such transactions are:-
(a) recurrent transactions of a revenue or trading nature;
(b) necessary for the day-to-day operations of the Company and/or its subsidiaries;
(c) carried out in the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms in line with those generally available to the public; and
(d) not detrimental to the interests of the minority shareholders of the Company;
AND THAT such authority, once renewed, shall continue to be in force until:-
(a) the conclusion of the next AGM of the Company, at which time the authority will lapse unless by a resolution passed at that AGM, such authority is renewed; or
(b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting;
whichever is earlier;
AND THAT the Directors of the Company be authorised to do, carry out and complete all such acts, things and arrangements (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions as contemplated/authorised by the Proposed Shareholders' Mandate."
- To transact any other business for which due notice shall have been given in accordance with the Act and the Company's Constitution.

By Order of the Board

DANCOMECH HOLDINGS BERHAD

TAN FONG SHIAN

SSM PC NO. 201908004045 (MAICSA 7023187)

LIEW CHAK HOOI

SSM PC NO. 201908004042 (MAICSA 7055965)

Secretaries

Kuala Lumpur

30 April 2024

Notes:

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be present at the main venue of the Meeting. Shareholders' proxies from the public will NOT be allowed to be physically present at the Broadcast Venue. Shareholders who wish to participate in the Meeting will have to register online and attend remotely.
Kindly read and follow the procedures in the Administrative Notes for the Meeting in order to participate remotely.
- A member of the Company entitled to attend, speak and vote at the Meeting is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead. Where a member appoints more than one proxy to attend, speak and vote at the Meeting, such appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee, it may appoint at least one (1) proxy in respect of each securities account it holds to which ordinary shares in the Company are credited.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
- Only a depositor whose name appears in the Company's Record of Depositors as at 23 May 2024 shall be regarded as a member and entitled to attend, speak and vote at the Meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.
- 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 the corporation's seal or under the hand of an officer or attorney duly authorised.
- The original 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 Poll Administrator's Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or submitted via email at AGM-support.Dancomech@megacorp.com.my not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting. You also have the option to register directly at <https://vps.megacorp.com.my/@88nuY> to submit the proxy appointment electronically. For further information on the electronic submission of proxy form, kindly refer to the Administrative Notes.
- The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us or our agents your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of the Meeting and convening the Meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and/or authorisation of all persons whose personal data you have disclosed and/or processed, in connection with the foregoing.

EXPLANATORY NOTES

Resolutions 5, 6 and 7 – Retention of Independent Directors

The proposed Ordinary Resolutions 5, 6 and 7 are to seek shareholders' approval to retain Datuk Zainal Abidin Bin Ujud, Mr Gong Wooi Teik and Mr Lee Chen Yow, who have served the Board of Directors of the Company for a cumulative term of more than 9 years, as Independent Directors of the Company. The Board recommended that Datuk Zainal Abidin Bin Ujud, Mr Gong Wooi Teik and Mr Lee Chen Yow be retained as Independent Directors based on the following justifications:-

- Confirmation and declaration that they met the criteria of Independent Director prescribed under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Securities;
- Confirmation and declaration that they have no conflict of interests with the Company and have not been entering/are not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
- Their length of service on the Board do not in any way interfere with their exercise of balance and objective views to Board deliberations. Their experiences and knowledge in the Group's business and operations enable them to contribute effectively to Board deliberations and decision making.

Resolution 8 – Authority for Directors to Allot and Issue Shares

The proposed Ordinary Resolution 8, if passed, will renew the authority given to the Directors of the Company to allot and issue new shares in the Company pursuant to Sections 75 and 76 of the Act ("General Mandate"), without first offer to holders of existing issued shares of the Company, provided that the number of shares issued pursuant to this General Mandate, when aggregated with the number of shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. The renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

With the renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment project(s), working capital, repayment of borrowings and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

As at the date of this Notice, the Company did not issue any new shares pursuant to the mandate obtained at the Tenth AGM of the Company held on 25 May 2023.

Resolution 9 – Proposed Shareholders' Mandate

The proposed Ordinary Resolution 9, if passed, will renew the mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with specified related parties in accordance with the applicable regulatory rules and requirements. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company. Details of the Proposed Shareholders' Mandate are contained in the Circular to Shareholders of the Company dated 30 April 2024.