

DFCITY GROUP BERHAD
[Registration No. 200801038692 (840040-H)]
(Incorporated in Malaysia)

MINUTES OF THE FOURTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT BOARDROOM OF HOCK HENG MARKETING (KL) SDN. BHD., LOT 13, JALAN TUDM, SEKSYEN U6, KAMPUNG BARU SUBANG, 40150 SHAH ALAM, SELANGOR DARUL EHSAN ON MONDAY, 22 MAY 2023 AT 10:30 A.M.

DIRECTORS PRESENT : Y.A.M. Tengku Sulaiman Shah Al-Haj Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Al-Haj
Datuk Low Kim Hock
Mr. Chong Peng Khang
Dato' Dr. Li Wei*
Ms. Zhang, DanDan

MEMBERS : As per Attendance List

PROXYHOLDERS : As per Attendance List

INVITEES : As per Attendance List

IN ATTENDANCE : Ms. Yau Jye Yee (*Company Secretary*)

* Attended via teleconference

CHAIRMAN

Y.A.M. Tengku Sulaiman Shah Al-Haj Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Al-Haj, the Chairman of the Company was in the Chair. Tengku Chairman welcomed all present to the Meeting and thanked them for attending the Fourteenth Annual General Meeting ("**14th AGM**") of the Company. Tengku Chairman then called the Meeting to order at 10:30 a.m.

Tengku Chairman then introduced members of the Board of Directors, the Company Secretary and the External Auditors of the Company who were in attendance.

QUORUM

The requisite quorum being present pursuant to Article 95 of the Company's Constitution, Tengku Chairman declared the Meeting duly convened.

Tengku Chairman advised the Meeting that the Company was using 15 May 2023 as the determinant date for the General Meeting Record of Depositors.

POLL VOTING

Tengku Chairman informed all present that Bursa Malaysia Securities Berhad ("**Bursa Securities**") had made it mandatory for poll voting for any resolution set out in the notice of general meeting. Hence, all the resolutions as set out in the Notice of the 14th AGM would be voted by poll.

The Meeting was informed that the polling process would be facilitated by Securities Services (Holdings) Sdn. Bhd. and the Company had appointed Ivan Law & Co. as the Independent Scrutineers to verify the poll results. The polling process for the resolutions set out in the Notice of 14th AGM would be conducted upon completion of the deliberation of all Agenda items to be transacted at the Meeting.

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Tengku Chairman invited the Company Secretary to give an overview of the process of poll voting.

Tengku Chairman briefed the Meeting that there was no legal requirement for a proposed resolution to be seconded and as such, the voting session had commenced from the start of the Meeting and shall continue until the closure of the voting session to be announced later. Alternatively, shareholders, proxies or corporate representatives may cast their vote after all the questions in relation to each agenda item and resolution have been dealt with.

NOTICE OF MEETING

The Notice convening the Meeting dated 21 April 2023 having been circulated within the prescribed period, with the permission of the Meeting, was taken as read.

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

Tengku Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2022 ("**AFS 2022**") together with the Reports of the Directors and the Auditors thereon.

The Meeting noted that the Directors' Report and Audited Financial Statements were available in the Company's 2022 Annual Report, which has been submitted to Bursa Securities and uploaded onto the Company's corporate website on 21 April 2023.

As there were no questions raised from the shareholders and in view that the first item on the Agenda was only meant for discussion pursuant to Section 340(1)(a) of the Companies Act 2016 and shall not be put forward for voting, Tengku Chairman declared that the AFS 2022 together with the Reports of the Directors and Auditors thereon, be received.

2.0 APPROVAL OF THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM280,000/- FOR THE PERIOD FROM 1 JULY 2023 TO 30 JUNE 2024

Tengku Chairman informed that the next item on the Agenda was to approve the payment of Directors' fees amounting to RM280,000/- (*Ringgit Malaysia: Two Hundred Eighty Thousand*) only for the period from 1 July 2023 to 30 June 2024.

There being no questions raised, the Meeting proceeded to the next item on the Agenda.

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3.0 APPROVAL OF THE PAYMENT OF DIRECTORS' BENEFITS PAYABLE UP TO AN AMOUNT OF RM20,000/- FROM 1 JULY 2023 TO 30 JUNE 2024

Tengku Chairman informed that the next item on the Agenda was to approve the payment of Directors' benefits payable up to an amount of RM20,000/- from 1 July 2023 to 30 June 2024.

The Meeting noted that the Directors' benefits comprised meeting allowances and would only be accorded based on the number of scheduled meetings to be held from 1 July 2023 to 30 June 2024.

There being no questions raised, the Meeting proceeded to the next item on the Agenda.

4.0 RE-ELECTION OF THE FOLLOWING DIRECTORS WHO RETIRED IN ACCORDANCE WITH CLAUSE 118 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAD OFFERED THEMSELVES FOR RE-ELECTION:-

- **DATUK LOW KIM HOCK; AND**
- **MR. CHONG PENG KHANG.**

Tengku Chairman informed that the next items on the Agenda was in respect of the re-election of the following Directors of the Company who were retiring in accordance with Clause 118 of the Company's Constitution:-

- (a) Datuk Low Kim Hock; and
- (b) Mr. Chong Peng Khang.

Tengku Chairman further informed the Meeting that the following retiring Directors, being eligible, had offered themselves for re-election:-

- (a) Datuk Low Kim Hock; and
- (b) Mr. Chong Peng Khang.

The Meeting noted that the re-election of each Directors would be voted on individually.

There being no questions raised, the Meeting proceeded to the next item on the Agenda.

5.0 RE-ELECTION OF MS. ZHANG, DANDAN WHO RETIRED IN ACCORDANCE WITH CLAUSE 117 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION

Tengku Chairman informed that the next item on the Agenda was in respect of the re-election Ms. Zhang, DanDan who retired in accordance with Clause 117 of the Company's Constitution.

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Tengku Chairman further informed the Meeting that Ms. Zhang, DanDan, being eligible, had offered herself for re-election.

There being no questions raised, the Meeting proceeded to the next item on the Agenda.

6.0 RE-APPOINTMENT OF TGS TW PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Tengku Chairman informed that the next item on the Agenda was to re-appoint TGS TW PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

TGS TW PLT had expressed their willingness to continue in office as Auditors of the Company.

There being no questions raised, the Meeting proceeded to the next item on the Agenda.

SPECIAL BUSINESS

7.0 ORDINARY RESOLUTION
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS

Tengku Chairman informed that the next Agenda was a special business to approve the Ordinary Resolution in respect of the Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights.

The Meeting was informed that this general mandate would provide flexibility to the Board of Directors to issue and allot new ordinary shares of up to ten per centum (10%) of the share capital of the Company at any time, without convening a general meeting for any possible fund-raising activities and placement of shares. Under this general mandate, the shareholders of the Company shall also agree to waive their statutory pre-emptive right and thus will allow the Directors to issue new shares to any person under general mandate without having to offer the new shares to all existing shareholders of the Company prior to issuance of the new shares.

If approved, this authority would be valid, unless earlier revoked or varied by the shareholders of the Company in a general meeting, until the next AGM.

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The proposed adoption of this resolution is to enable the Directors of the Company to issue and allot new ordinary shares, not exceeding at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost consuming to organise a general meeting merely for such purposes.

There being no questions raised, the Meeting proceeded to the next item on the Agenda.

8.0

ORDINARY RESOLUTION

- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

Tengku Chairman informed that the next item on the Agenda was to approve the Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("**RRPT**") ("**New Shareholders' Mandate**").

The proposed adoption of this Ordinary Resolution would allow the Company and its subsidiaries to enter into RRPT with the related parties as specified in the Circular to Shareholders dated 21 April 2023.

The proposed resolution will allow DFCITY Group, in the normal course of its business, to enter into RRPT with the Related Parties from time to time, provided that such transactions are made at arm's length basis, on the Company's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

By obtaining the shareholders' mandate, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

Dato' Dr. Li Wei being the interested Director and Major Shareholder in the RRPT for the New Shareholders' Mandate, had abstained from voting on this resolution, and had undertaken to ensure that persons connected to them abstained from voting in respect of their direct and/or indirect shareholdings.

There being no questions from the floor, Tengku Chairman proceeded to the next item on the Agenda.

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9.0 ORDINARY RESOLUTION
- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

Tengku Chairman informed that the next item on the Agenda was to approve the Proposed Renewal of Existing Shareholders' Mandate for Existing RRPT ("**Renewal of Existing Shareholders' Mandate**").

The proposed adoption of this Ordinary Resolution would allow the Company and its subsidiaries to enter into RRPT with the related parties as specified in the Circular to Shareholders dated 21 April 2023.

The proposed resolution will allow DFCITY Group, in the normal course of its business, to enter into RRPT with the Related Parties from time to time, provided that such transactions are made at arm's length basis, on the Company's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Datuk Low Kim Hock being the interested Director and Major Shareholder in the RRPT for the Renewal of Existing Shareholders' Mandate, had abstained from voting on this resolution, and had undertaken to ensure that persons connected to them abstained from voting in respect of their direct and/or indirect shareholdings.

There being no questions from the floor, Tengku Chairman proceeded to the next item on the Agenda.

10.0 ORDINARY RESOLUTION
- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

Tengku Chairman informed that the next item on the Agenda was to seek shareholders' approval on the Proposed Renewal of Share Buy-Back Authority.

The proposed adoption of this Ordinary Resolution would allow the Board of Directors to exercise the power of the Company to purchase not more than 10% of the total number of issued shares in the ordinary share capital of the Company at any time within the time period stipulated provided that the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company.

There being no questions from the floor, Tengku Chairman proceeded to the next item on the Agenda.

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11.0 ANY OTHER BUSINESS

The Meeting was advised that there was no other business to be transacted at the Meeting of which due notice had been given.

POLLING PROCESS

Tengku Chairman announced that as all businesses of the 14th AGM had been dealt with, the poll voting shall be taken forthwith.

Tengku Chairman declared the closure of registration for attendance at this Meeting to facilitate the polling process.

Tengku Chairman then invited the Company Secretary to advise on the procedures for the conduct of poll.

The Meeting was adjourned at this juncture for shareholders, proxy holders and corporate representatives to cast their votes.

Upon completion of the poll voting, Tengku Chairman announced the voting closed. The Meeting was adjourned for 20 minutes to facilitate the counting and verification of the votes by the Poll Administrator and verified by Independent Scrutineer.

ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at this juncture and Tengku Chairman called the Meeting to order for the declaration of the polling results.

Based on the poll results verified by the Scrutineer, Tengku Chairman announced the poll results as follows:-

RESOLUTION 1
APPROVAL OF THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM280,000/- FOR THE PERIOD FROM 1 JULY 2023 TO 30 JUNE 2024

The poll result for Resolution 1 was as follows:-

Resolution	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 1	65,050,670	100.00	0	0.00	Carried

Tengku Chairman declared that Resolution 1, as follows, was **CARRIED**:-

"THAT the payment of Directors' fees amounting to RM280,000/- for the period from 1 July 2023 to 30 June 2024 be and is hereby approved."

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RESOLUTION 2
APPROVAL OF THE PAYMENT OF DIRECTORS' BENEFITS PAYABLE UP TO AN AMOUNT OF RM20,000/- FOR THE PERIOD FROM 1 JULY 2023 TO 30 JUNE 2024

The poll result for Resolution 2 was as follows:-

Resolution	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 2	65,050,670	100.00	0	0.00	Carried

Tengku Chairman declared that Resolution 2, as follows, was **CARRIED**:-

*"**THAT** the payment of Directors' benefit payable up to an amount of RM20,000/- for the period from 1 July 2023 to 30 June 2024 be and is hereby approved."*

RESOLUTION 3
RE-ELECTION OF DATUK LOW KIM HOCK WHO RETIRED IN ACCORDANCE WITH CLAUSE 118 OF THE COMPANY'S CONSTITUTION

The poll result for Resolution 3 was as follows:-

Resolution	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 3	65,050,670	100.00	0	0.00	Carried

Tengku Chairman declared that Resolution 3, as follows, was **CARRIED**:-

*"**THAT** Datuk Low Kim Hock who retired in accordance with Clause 118 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."*

RESOLUTION 4
RE-ELECTION OF MR. CHONG PENG KHANG WHO RETIRED IN ACCORDANCE WITH CLAUSE 118 OF THE COMPANY'S CONSTITUTION

The poll result for Resolution 4 was as follows:-

Resolution	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 4	65,050,670	100.00	0	0.00	Carried

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Tengku Chairman declared that Resolution 4, as follows, was **CARRIED** :-

"THAT Mr. Chong Peng Khang who retired in accordance with Clause 118 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

RESOLUTION 5
RE-ELECTION OF MS. ZHANG, DANDAN WHO RETIRED IN ACCORDANCE WITH
CLAUSE 117 OF THE COMPANY'S CONSTITUTION

The poll result for Resolution 5 was as follows:-

Resolution	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 5	65,050,670	100.00	0	0.00	Carried

Tengku Chairman declared that Resolution 5, as follows, was **CARRIED** :-

"THAT Ms. Zhang, DanDan who retired in accordance with Clause 117 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

RESOLUTION 6
RE-APPOINTMENT OF TGS TW PLT AS AUDITORS OF THE COMPANY FOR THE
ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR
REMUNERATION

The poll result for Resolution 6 was as follows:-

Resolution	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 6	65,050,670	100.00	0	0.00	Carried

Tengku Chairman declared that Resolution 6, as follows, was **CARRIED** :-

"THAT the retiring Auditors, TWS TW PLT be re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and that authority be given for the Directors to fix their remuneration."

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RESOLUTION 7
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS

The poll result for Resolution 7 was as follows:-

Resolution	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 7	65,050,670	100.00	0	0.00	Carried

Tengku Chairman declared that Resolution 7, as follows, was **CARRIED** :-

*"**THAT** subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always 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 for the time being ("**General Mandate**");*

***AND THAT** approval be and is hereby given for the pre-emptive rights of the shareholders of the Company under Section 85 of the Act read together with Clause 14 of the Constitution, over all the new shares to be issued pursuant to and/or arising from the General Mandate ranking equally to the existing issued shares, being in proportion as nearly as the circumstances admit, to the amount of the existing shares held by the shareholders of the Company as at the date of issuance and allotment of such new shares ("**Pre-emptive Rights**"), be irrevocably and unconditionally waived ("**Waiver of Pre-emptive Rights**");*

***AND THAT** the Company be exempted from the obligation to offer such new shares to be issued and allotted pursuant to the General Mandate to the shareholders of the Company in accordance with the Pre-emptive Rights;*

***AND THAT** the Directors and/or the Company Secretary be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Waiver of Pre-emptive Rights for and on behalf of the Company;*

***AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;*

***AND FURTHER THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."*

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RESOLUTION 8
PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE

The poll result for Resolution 8 was as follows:-

Resolution	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 8	38,850,670	100.00	0	0.00	Carried

Tengku Chairman declared that Resolution 8, as follows, was **CARRIED** :-

***THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries ("**DFCITY Group**") to enter into recurrent related party transactions of a revenue and/or trading nature with the Related Party as specified in Section 2.3 of Part A of the Circular/Statement to Shareholders dated 21 April 2023, which are necessary for the day-to-day operations of DFCITY Group to be entered into by the DFCITY Group provided that such transaction are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.*

***THAT** the Proposed New Shareholders' Mandate is subject to annual review. In this respect, any authority conferred by the Proposed New Shareholders' Mandate, shall only continue to be in force until:-*

- (i) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed; or*
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or*
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier,*

***AND THAT** the Directors of the Company be authorised to complete and do such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to this resolution."*

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RESOLUTION 9
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The poll result for Resolution 9 was as follows:-

Resolution	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution 9	59,875,470	100.00	0	0.00	Carried

Tengku Chairman declared that Resolution 9, as follows, was **CARRIED** :-

***THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given for the renewal of the existing shareholders' mandate for DFCITY Group to enter into recurrent related party transactions of a revenue or trading nature from time to time with the Related Party as specified in Section 2.3 of Part A of the Circular/Statement to Shareholders dated 21 April 2023 which are necessary for the day-to-day operations of the DFCITY Group, to be entered into by the DFCITY Group in the ordinary course of business and are on terms which are not more favourable to the parties with which such recurrent transactions to be entered into than those generally available to the public and are not detrimental to the minority shareholders of the Company.*

***THAT** such approval shall continue to be in force until the earlier of: -*

- (i) the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;*
- (ii) the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Act but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or*
- (iii) is revoked or varied by resolution passed by the shareholders in a general meeting before the next AGM;*

***AND THAT** the Directors of the Company be authorised to complete and do such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to this resolution."*

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RESOLUTION 10
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The poll result for Resolution 10 was as follows:-

Resolution	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
Resolution No. 10	65,050,670	100.00	0	0.00	Carried

Tengku Chairman declared that Resolution 10, as follows, was **CARRIED** :-

"THAT subject to the Act, the Constitution of the Company, Main Market Listing Requirements of Bursa Securities and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:-

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase.

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:-

- (i) to cancel all the shares so purchased; and/or
- (ii) to retain the ordinary shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities and/or transfer under an employees' share scheme and/or transfer as purchase consideration; and/or
- (iii) to retain part thereof as treasury shares and cancel the remainder; or
- (iv) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until: -

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- (i) *the conclusion of the next AGM of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or*
- (ii) *the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or*
- (iii) *the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting;*

whichever occurs first.

AND THAT *the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."*

CONCLUSION

Tengku Chairman concluded the Meeting at 11:24 a.m. and thanked all present for their attendance.

SIGNED AS A CORRECT RECORD

**Y.A.M. TENGKU SULAIMAN SHAH AL-HAJ
IBNI ALMARHUM SULTAN SALAHUDDIN
ABDUL AZIZ SHAH AL-HAJ
CHAIRMAN**

Dated: 22 May 2023