

GENERAL MEETINGS: Notice of Meeting

DIVFEX BERHAD

Type of Meeting	General
Indicator	Notice of Meeting
Description	Notice of 18th Annual General Meeting The meeting will be conducted on a fully virtual basis through live streaming and online remote voting
Date of Meeting	01 Dec 2023
Time	11:00 AM
Venue(s)	Online Meeting Platform hosted on TIIH Online website at https://tiih.online or https://tiih.com.my (Domain registration number with MYNIC : D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia
Date of General Meeting Record of Depositors	21 Nov 2023

Resolutions

1. For Information

Description	To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of the Directors and Auditors thereon.
Shareholder's Action	For Information Only

2. Ordinary Resolution 1

Description	To approve the payment of Directors' fees of RM780,000 for the financial year ended 30 June 2023.
Shareholder's Action	For Voting

3. Ordinary Resolution 2

Description	To approve the payment of Directors' benefits of up to RM76,500 for the period from 2 December 2023 until the next Annual General Meeting of the Company.
Shareholder's Action	For Voting

4. Ordinary Resolution 3

Description	To re-elect Y. A. M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah, DK(II), SIMP who retires pursuant to Clause 95 of the Company's Constitution.
Shareholder's Action	For Voting

5. Ordinary Resolution 4

Description	To re-elect Ms. Wan Mai Gan who retires pursuant to Clause 95 of the Company's Constitution.
Shareholder's Action	For Voting

6. Ordinary Resolution 5

Description	To re-elect Datuk Wira Lau Chi Chiang who retires pursuant to Clause 102 of the Company's Constitution.
Shareholder's Action	For Voting

7. Ordinary Resolution 6

Description	To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.
Shareholder's Action	For Voting

8. Ordinary Resolution 7

Description	To approve the authority to issue and allot shares pursuant to Section 75 and 76 of the Companies Act, 2016.
Shareholder's Action	For Voting

9. Ordinary Resolution 8

Description	To approve the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature.
Shareholder's Action	For Voting

Please refer attachment below.

Attachments

[Divfex Bhd_Notice of 18th AGM and Admin Guide.pdf](#)
243.2 kB

Announcement Info

Company Name	DIVFEX BERHAD
Stock Name	DFX
Date Announced	30 Oct 2023
Category	General Meeting
Reference Number	GMA-24102023-00015

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 18th Annual General Meeting of Divfex Berhad ("DFX" or "Company") will be conducted on a fully virtual basis through live streaming and online remote voting via TIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC : D1A282781) on **Friday, 1 December 2023 at 11.00 a.m.** for the following purposes: -

AGENDA

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| <p>AS ORDINARY BUSINESS</p> <ol style="list-style-type: none"> 1. To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of the Directors and Auditors thereon. 2. To approve the payment of Directors' fees of RM780,000 for the financial year ended 30 June 2023. 3. To approve the payment of Directors' benefits of up to RM76,500 for the period from 2 December 2023 until the next Annual General Meeting of the Company. 4. To elect/re-elect the following Directors who are due to retire pursuant to the Company's Constitution: - <ol style="list-style-type: none"> 4.1 Y. A. M. Tengku Puteri Seri Kemala Tengku Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah, DK(II), SIMP (Clause 95) 4.2 Ms. Wan Mai Gan (Clause 95) 4.3 Datuk Wira Lau Chi Chiang (Clause 102) (Dr. Tang Pen San who retires by rotation pursuant to Clause 95 of the Company's Constitution, has expressed his intention not to seek for re-election. Hence, he will retain office until the close of the 18th AGM) 5. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. <p>AS SPECIAL BUSINESS</p> <p>To consider and if thought fit, to pass the following resolutions with or without modifications:</p> <ol style="list-style-type: none"> 6. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016 <p>"THAT, subject to the Companies Act, 2016, the Constitution of the Company and the approvals of the relevant authorities where required, the Directors of the Company be and are hereby empowered, pursuant to section 75 and 76 of the Companies Act, 2016, to issue and allot new shares in the Company ("New Shares") from time to time and upon such terms and conditions and for such purposes as the Directors may 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 for the time being ("Mandate") and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued.</p> <p>AND THAT pursuant to Section 85 of the Companies Act, 2016 read together with Clause 63 of the Company's Constitution, approval be hereby given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company and the Board is exempted from the obligation to offer such New Shares first to the existing shareholders of the Company in respect of the allotment and issuance of New Shares pursuant to the Mandate."</p> 7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE") <p>"THAT, subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a revenue or trading nature ("Recurrent Related Party Transactions") as set out in Section 2.3 of the Circular to Shareholders dated 31 October 2023, subject to the following:-</p> <ol style="list-style-type: none"> (a) the Recurrent Related Party Transactions are undertaken in the ordinary course of business which are necessary for day-to-day operations; on arm's length basis, on normal commercial terms which are 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; (b) disclosure is made in the annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted during the financial year. <p>THAT such approval shall continue to be in force until:-</p> <ol style="list-style-type: none"> (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Proposed Renewal of Shareholders' Mandate is passed, 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 required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or (iii) it is revoked or varied by resolution passed by shareholders of the Company in a general meeting; whichever is the earlier. <p>AND THAT the Directors of the Company be and are hereby authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."</p> 8. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016. | <p>Please see</p> <p>Explanatory Note 1</p> <p>Ordinary Resolution 1</p> <p>Ordinary Resolution 2</p>
<p>Ordinary Resolution 3</p> <p>Ordinary Resolution 4</p> <p>Ordinary Resolution 5</p>
<p>Ordinary Resolution 6</p>
<p>Ordinary Resolution 7</p>
<p>Ordinary Resolution 8</p> |
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By Order of the Board

Lau Fong Siew
MAICSA 7045893
SSM Practising Certificate No. 202008002625
Company Secretary

Lau Choi King
MAICSA 7059575
SSM Practising Certificate No. 202008002718
Company Secretary

Kuala Lumpur
31 October 2023

Explanatory Notes to Ordinary and Special Businesses:

1. Audited Financial Statements

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 ("the Act") does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.

2. Ordinary Resolution 1 – Directors' Fees

The proposed Ordinary Resolution 1, if passed, will authorise the payment of Directors' fees in respect of the financial year ended 30 June 2023 amounting to RM780,000 (2022 : RM498,000) to the Executive Directors and Non-Executive Directors of the Company as follows:-

	Company		Group	
	FY2023 (RM)	FY2022 (RM)	FY2023 (RM)	FY2022 (RM)
Executive Directors*	102,000	168,000	450,000	168,000
Non-Executive Directors	330,000	330,000	330,000	330,000
Total	432,000	498,000	780,000	498,000

* The Executive Directors of the Company do not receive any salary in respect of the financial year ended 30 June 2023.

The details of Directors' fees payable to each Director is provided in the Corporate Governance Overview Statement on page 32 of the Annual Report 2023.

3. Ordinary Resolution 2 – Directors' Benefits

The benefits payable to the Non-Executive Directors comprise of meeting allowance for attending the Board, Board Committees and general meetings for the period from 2 December 2023 until the next Annual General Meeting ("AGM") in 2024. The meeting allowance is estimated based on the number of scheduled and unscheduled meetings and the number of Non-Executive Directors involved in these meetings.

4. Ordinary Resolution 7 – Authority to Issue and Allot Shares pursuant to Section 75 and 76 of the Act

The proposed Ordinary Resolution 7, if passed, will renew the general mandate given to the Directors of the Company to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. The general mandate sought for the issue of shares is a renewal of the general mandate which was approved by shareholders at the last AGM held on 8 December 2022. As at the date of this notice, the Company has not issued any new shares under this general mandate which will lapse at the conclusion of the 18th AGM.

The renewal of the general mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to issuance of new shares for funding investment projects, working capital and/or acquisitions and to avoid any delay and costs involved in convening a general meeting of the Company to approve such issuance of shares.

Pursuant to Section 85 of the Companies Act, 2016 read together with Clause 63 of 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. This proposed Ordinary Resolution 7, if passed, will waive the shareholders' pre-emptive rights to be offered the new shares that may be issued by the Company pursuant to the said resolution.

This authority to issue and allot shares, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

5. Ordinary Resolution 8 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will empower the Company and its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature in a timely manner. This will substantially reduce administrative time, inconvenience and expenses associated with the convening of general meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

Further information on the Proposed Renewal of Shareholders' Mandate is set out in the Circular to Shareholders dated 31 October 2023 which is available on the Company's website at www.divfex.com/annual-reports-general-meetings.

Notes:

1. The 18th Annual General Meeting ("AGM") will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting facilities ("RPV"). The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as the poll administrator for the AGM to facilitate the RPV via TIH Online website at <https://tjih.online>. Please follow the procedures set out in the Administrative Guide for the AGM which is available on the Company's website at www.divfex.com/annual-reports-general-meetings to register, participate and vote remotely via the RPV.
2. A member entitled to participate and vote at the meeting via RPV is entitled to appoint not more than two (2) proxies to participate and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.
3. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
5. The appointment of proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the poll administrator not less than forty-eight (48) hours before the time set for holding the meeting i.e. no later than 29 November 2023 at 11.00 a.m. :
 - (a) **Hard copy form**
Submit to Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (b) **Electronic form**
Lodge via TIH Online website at <https://tjih.online> by following the procedures provided in the Administrative Guide.
6. A member who has appointed a proxy or authorised representative or attorney to participate in the AGM via RPV must request his/her proxy or authorised representative or attorney to register himself/herself for RPV at TIH Online website at <https://tjih.online> in accordance with the procedures set out in the Administrative Guide.
7. Only members whose names appear in the **Record of Depositors as at 21 November 2023** will be entitled to participate or appoint proxy(ies) to participate in his stead in the AGM.



DIVFEX BERHAD
(Registration No. 200401036851 (675362-P))
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE 18TH ANNUAL GENERAL MEETING (“AGM”)

Date : Friday, 1 December 2023
Time : 11.00 a.m.
Online Meeting Platform : TIIH Online website at <https://tiih.online> or <https://tiih.com.my>
(Domain registration number with MYNIC : D1A282781)

MODE OF MEETING

- The AGM of the Company will be conducted fully virtual through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia via its TIIH Online website at <https://tiih.online>.
- Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the AGM using the RPV facilities provided by Tricor.
- Please refer to “Procedures for RPV” as set out below for the requirements and procedures.

ENTITLEMENT TO PARTICIPATE

- Only members whose names appear in the **Record of Depositors as at 21 November 2023** shall be eligible to attend, speak and vote at the AGM or appoint proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- Member who has appointed a proxy/authorised representative/attorney to participate in the 18th AGM via RPV must request his/her proxy/authorised representative/attorney to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please refer to “Procedures for RPV”.
- Members who are unable to participate in the AGM may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the proxy form.

PROCEDURES FOR RPV

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the AGM using the RPV facilities:

Before the AGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access to website at https://tiih.online. Register as a user under the “e-Services” select the “Sign Up” button and followed by “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
ii. Submit your request to attend AGM remotely	<ul style="list-style-type: none"> Registration is open from Tuesday, 31 October 2023 until the day of AGM on Friday, 1 December 2023. Member(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the AGM to ascertain their eligibility to participate in the AGM using the RPV facilities. Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) DIVFEX 18TH AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 21 November 2023, the system will send you an e-mail on or after 29 November 2023 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i></p>

On the AGM Day

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the AGM at any time from 10.00 a.m. i.e. 1 hour before the commencement of meeting at 11.00 a.m. on Friday, 1 December 2023.
ii. Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) DIVFEX 18TH AGM” to engage in the proceedings of the AGM remotely. If you have any question for the Board, you may use the Query Box to transmit your question. The Board will endeavour to respond to questions submitted by remote participants during the AGM.
iii. Online remote voting	<ul style="list-style-type: none"> Voting session will commence from 11.00 a.m. on Friday, 1 December 2023 until a time when the Chairman announces the end of the voting session. Select the corporate event: “(REMOTE VOTING) DIVFEX 18TH AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
iv. End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the conclusion of the AGM, the live streaming will end.

Notes to users of the RPV :

1. Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, please call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

APPOINTMENT OF PROXY

- Members who wish to appoint proxy/authorised representative/attorney to participate in the AGM via RPV may deposit the duly executed proxy form and/or documents relating to the appointment of proxy/corporate representative/attorney for the AGM whether in hard copy or by electronic means in the following manner **NO LATER THAN Wednesday, 29 November 2023 at 11.00 a.m.:**

(i) Hard copy

By hand or post to Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;

OR

(ii) Electronic

Lodge electronically via TIIH Online by following the steps below:

Procedure	Action
i. Steps for individual members	
Register as a user with TIIH Online	<ul style="list-style-type: none"> • Using your computer, access to website at https://tiih.online. • Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of proxy form	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. • Select the corporate event: “DIVFEX 18TH AGM - SUBMISSION OF PROXY FORM”. • Read and agree to the Terms and Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy to vote on your behalf. • Appoint your proxy and insert the required details of your proxy(s) or appoint the Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. • Review and confirm your proxy appointment. • Print the proxy form for your record.

ii. Steps for corporate or institutional members	
Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects the “Sign Up” button and followed by “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporate or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarifications on the user registration.)</i></p>
Proceed with submission of proxy form	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate event : “DIVFEX 18TH AGM - SUBMISSION OF PROXY FORM”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set out therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

- If you wish to participate in the AGM yourself, please do not submit any proxy form for the AGM. You will not be allowed to participate in the AGM together with a proxy appointed by you.

VOTING AT MEETING

- The voting at the AGM will be conducted on a poll pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor to conduct the poll voting electronically.
- Members and proxies can proceed to vote on the resolutions at any time from the commencement of the AGM at 11.00 a.m. on 1 December 2023 but before the end of the voting session which will be announced by the Chairman of the Meeting. Please refer to “Procedures for RPV” provided above for guidance on how to vote remotely via TIIH Online.

DOOR GIFT OR FOOD VOUCHER

There will be no door gifts or food vouchers for participating in the AGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorized recording and photography are strictly prohibited at the AGM.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

Members may submit questions to the Board in advance via Tricor's TIIH Online website at <https://tjih.online>, by selecting "e-Services" to login, post your questions and submit it electronically no later than Wednesday, 29 November 2023 at 11.00 a.m..

ENQUIRY

If you have any enquiries on the above, please contact Tricor during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn Bhd

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com