

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 12<sup>th</sup> Annual General Meeting of MR D.I.Y. GROUP (M) BERHAD will be conducted virtually through live streaming from the Broadcast Venue at VE Hotel & Residence Kuala Lumpur, Achieve Room, Level M3, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia and via online meeting platform on the TIH Online website at <https://tjih.online> on Thursday, 8 June 2023 at 2.00 p.m. for the purpose of considering and if thought fit, to pass the following resolutions, with or without modifications:-

## AS ORDINARY BUSINESS

1.	To receive the Audited Financial Statements for the financial year ended 31 December 2022 and the Reports of the Directors and Auditors thereon. <i>(Please refer to Explanatory Note 1)</i>	
2.	To re-elect the following Directors who retire by rotation in accordance with Clause 130 of the Company's Constitution and being eligible, offer themselves for re-election:-  i) Dato' Azlam Shah Bin Alias ii) Ng Ing Peng <i>(Please refer to Explanatory Note 2)</i>	Resolution 1 Resolution 2
3.	To approve the payment of Directors' fees and benefits payable to the Non-Executive Directors for an amount up to RM700,000 for the period from 1 July 2023 until the next Annual General Meeting to be held in 2024. <i>(Please refer to Explanatory Note 3)</i>	Resolution 3
4.	To re-appoint BDO PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Board of Directors to determine their remuneration. <i>(Please refer to Explanatory Note 4)</i>	Resolution 4

## AS SPECIAL BUSINESS

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

5.	<p><b>ORDINARY RESOLUTION 1 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING IN NATURE</b></p> <p>"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries ("the Group") to enter into the following recurrent related party transactions as set out in Section 2.5 of Part A of the Circular to Shareholders dated 28 April 2023, which are of revenue and/or trading in nature, and are necessary for the Group's day-to-day operations, undertaken in the ordinary course of business at arm's length basis and 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 interest of the minority shareholders of the Company:-</p> <p>(i) Provision of procurement services, financial reporting services and consultancy services by the Group to Mr. D.I.Y. International Holding Ltd. ("MDIH") and its subsidiaries, associated companies and corporations controlled by MDIH. (ii) Sale of goods by Mr. D.I.Y. Trading Sdn. Bhd., a wholly owned subsidiary of the Company, to Mr D.I.Y. Trading (Singapore) Pte. Ltd. for the purpose of its retail operations in Singapore.</p> <p>THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-</p> <p>i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; ii) the expiration of the period within which the AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or iii) the resolution is revoked or varied by a resolution passed by the shareholders of the Company in general meeting, whichever is the earlier;</p> <p>AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution." <i>(Please refer to Explanatory Note 5)</i></p>	Resolution 5  Resolution 6
----	---	----------------------------------

## NOTICE OF ANNUAL GENERAL MEETING

6.	<p><b>ORDINARY RESOLUTION 2</b> <b>PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES</b> <b>("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")</b></p> <p>"THAT subject always to the provisions of Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other relevant laws, regulations, guidelines and/or regulatory authorities, if any:-</p> <p>a) approval be and is hereby given for the Company to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company provided that:-</p> <p>i) the aggregate number of shares which may be purchased and held by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company at the time of purchase; and</p> <p>ii) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase;</p> <p>iii) upon completion of the shares so purchased, the Directors of the Company be authorised at their absolute discretion to cancel the shares so purchased or to retain the shares so purchased as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act), or to retain part of the shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the MMLR of Bursa Securities and any other relevant authorities for the time being in force.</p> <p>b) the approval conferred by this resolution shall commence immediately upon the passing of this resolution and continue to be in force until:-</p> <p>i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;</p> <p>ii) the expiration of the period within which the next AGM after that date is required by law to be held; or</p> <p>iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;</p> <p>whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the MMLR of Bursa Securities and any applicable laws, regulations, guidelines and requirements issued by any relevant authorities.</p> <p>c) authority be and is hereby given to the Directors of the Company to take all such steps as are necessary or expedient to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company." <i>(Please refer to Explanatory Note 6)</i></p>	Resolution 7
7.	To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.	

**By order of the Board**

**WONG MUN SIN**  
**(MAICSA 7025509)**  
**(SSM PC No. 202008000876)**  
Company Secretary

Dated : 28 April 2023  
Selangor Darul Ehsan

# NOTICE OF ANNUAL GENERAL MEETING

## NOTES:

1. The Broadcast Venue is the main venue in Malaysia where the Chairman of the meeting will be physically present in accordance with Section 327(2) of the Companies Act 2016 together with essential individuals in accordance with Note 1.2 of the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia. Shareholders/proxy(ies) will not be allowed to attend the 12<sup>th</sup> AGM in person at the Broadcast Venue.

Shareholders/proxy(ies) are to attend, speak (including posing questions via real time submission of typed texts or prior to the AGM) and vote (collectively, "participate") remotely at the 12<sup>th</sup> AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details and notes below in order to participate remotely via RPV.

2. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 31 May 2023. Only members whose names appear on this Record of Depositors shall be entitled to participate in this AGM via RPV or appoint proxy/proxies to attend and vote on his/her behalf via RPV.

3. A member, including an Authorised Nominee, may appoint not more than two (2) proxies to attend and vote instead of the member or Authorised Nominee at the meeting on the same occasion.

An Exempt Authorised Nominee (which holds ordinary shares in the Company for the Omnibus Account) may appoint one or more proxies to attend on the same occasion. There is no limit to the number of proxies which an Exempt Authorised Nominee may appoint in respect of each Omnibus Account the Exempt Authorised Nominee holds.

Where a member, an Authorised Nominee or an Exempt Authorised Nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.

4. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at a meeting.

5. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 12<sup>th</sup> AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details.

6. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Share Registrar of the Company **not later than Wednesday, 7 June 2023 at 2.00 p.m.:**

### i) In hard copy form

The hardcopy proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., 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.

### ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company, Tricor, via TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form via TIIH Online website.

7. The lodging of a completed Proxy Form does not preclude a member from participating and voting at the AGM. Should you subsequently decide to participate at the AGM, please submit a notice of revocation in writing to the Share Registrar of the Company, Tricor, at the above address or via email at [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com), **not later than Tuesday, 6 June 2023 at 2.00 p.m.**

8. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

9. The resolutions set out in the Notice of 12<sup>th</sup> AGM will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities").

## EXPLANATORY NOTES

(1) Audited Financial Statements for the financial year ended 31 December 2022 and the Reports of the Directors and Auditors thereon

The audited financial statements are laid at the AGM in accordance with Section 340(1)(a) of the Act for discussion only and no shareholders' approval is required. Hence, they will not be put for voting.

(2) Resolutions 1 to 2 : Re-election of Directors

Clause 130 of the Constitution of the Company provides that at each AGM, one-third of the Directors are subject to retirement by rotation such that each Director shall retire from office once in every three (3) years. The Directors who retire from office shall be eligible for re-election. Hence, 2 out of 6 Directors of the Company are to retire and shall be eligible for re-election at the 12<sup>th</sup> AGM.

Dato' Azlam Shah bin Alias and Ng Ing Peng are retiring and being eligible, have offered themselves for re-election at the 12<sup>th</sup> AGM.

Based on the results of the annual Board Effectiveness Evaluation ("BEE") conducted on the retiring Directors, the Nomination and Remuneration Committee ("NRC") and Board (save for the retiring Directors) collectively agreed that both the retiring Directors had met the qualification of directors vis-à-vis character, experience, integrity, competence and time committed as prescribed in Chapter 2.20A of the MMLR of Bursa Securities and possess the relevant qualities to effectively discharge their respective roles as Directors.

As part of the BEE, both the retiring Directors had also undertaken and satisfied the fit and proper assessment pursuant to the Fit & Proper Policy adopted, via self-declaration and peer assessment. Both the retiring Directors being the Independent Directors, have also met the independence criteria as prescribed in the MMLR of Bursa Securities and remained independent in exercising their judgment and in carrying out their duties as Independent Directors.

The NRC and the Board have affirmed and endorsed the re-election of both the retiring Directors for recommendation to the shareholders of the Company for approval as the Board

## NOTICE OF ANNUAL GENERAL MEETING

believes that the Company is able to leverage on the expertise and experience of the retiring Directors as follows:-

Retiring Directors subject to re-election	Justifications
Dato' Azlam Shah bin Alias	He has extensive experience and expertise in retail industry with his current role as Senior Adviser to the President and member of the advisory board of Lotuss Stores (Malaysia) Sdn. Bhd. (formerly known as Tesco Stores (Malaysia) Sdn. Bhd.). He is also an Industry Advocacy Representative of Malaysian International Chambers of Commerce and Industry, and Malaysian Retailers Association. Previously, he also held various roles in retail development of Esso Malaysia Berhad and retail development representative of Mobil Oil Malaysia Sdn. Bhd.
Ng Ing Peng	She is a certified chartered accountant with working experiences specialised in finance, culminating in her position as former Executive Director and Group Chief Financial Officer of an oil and gas company. This puts her in a good stead as Chair of the Audit and Risk Management Committee.

### (3) Resolution 3 – Directors' Fees and Benefits

Pursuant to Section 230(1) of the Act, Paragraph 7.24 of the MMLR of Bursa Securities and Clause 112 of the Constitution of the Company, any fees and benefits payable to the directors shall be approved at a general meeting.

The amount of Directors' fees and benefits payable to the Non-Executive Directors ("NEDs") of the Company as members of the Board and Board Committees of the Company is based on the following remuneration framework:

Type of Fees/Benefits	Amount (RM)
Board Chairman's Fee	159,000 per annum
Non-Executive Director Fee	115,800 per annum
Meeting allowance	1,000 per meeting
Chairman's allowance	60,000 per annum

In determining the estimated total amount of Directors' fees and benefits payable to the NEDs of an amount up to RM700,000 from 1 July 2023 until the next AGM in June 2024 to seek approval from the shareholders, the Board has considered the above remuneration framework including the number of scheduled and non-scheduled meetings of Board, Board Committees and general meetings, and a provisional sum as a contingency for other allowances associated to and to facilitate the NEDs in discharging their duties as Directors. No change in the proposed amount compared to 2022.

The proposed Resolution 3, if passed, will give authority to the Company to pay the Directors' fees and benefits to NEDs on a monthly basis in arrears and/or as and when incurred, since the NEDs have discharged their responsibilities and rendered their services to the Company throughout the period.

### (4) Resolution 4 - Re-appointment of Auditors

The Board, through the Audit and Risk Management Committee, had conducted an assessment on the suitability, objectivity and independence of BDO PLT in respect of the financial year ended 31 December 2022. The Board was satisfied with the performance of BDO PLT and recommended the re-appointment of BDO PLT as Auditors of the Company to hold office until the conclusion of the next AGM in 2024 in accordance with Section 271 of the Act.

### (5) Resolutions 5 to 6 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading in Nature ("Proposed RRPTs")

The Proposed RRPTs, if approved, will allow the Group to enter into recurrent related party transactions of a revenue or trading in nature with its related parties as set out in Section 2.5 of Part A of the Circular to Shareholders dated 28 April 2023 in accordance with the MMLR of Bursa Securities without the necessity to convene separate general meetings to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. For further details, please refer to Part A of the Circular to Shareholders dated 28 April 2023, which is circulated together with the Annual Report 2022.

### (6) Resolution 7 – Proposed Renewal of Share Buy-Back Authority

The Proposed Renewal of Share Buy-Back Authority, if approved, will empower the Company to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company at any time within the time period as stipulated in the MMLR of Bursa Securities. For further information, please refer to Part B of the Circular to Shareholders dated 28 April 2023.

## STATEMENT ACCOMPANYING NOTICE OF 12<sup>TH</sup> ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

### DIRECTOR SEEKING FOR ELECTION AT 12<sup>TH</sup> ANNUAL GENERAL MEETING

No director seeks for election at 12<sup>th</sup> Annual General Meeting ("AGM").



Always Low Prices

# FORM OF PROXY

CDS Account No.	No. of Shares Held	Contact No.

## MR D.I.Y. GROUP (M) BERHAD

[Company No. 201001034084 (918007-M)]  
(Incorporated in Malaysia)

I/We\* \_\_\_\_\_  
(FULL NAME IN CAPITAL LETTERS)

Company No./NRIC No./Passport No. \_\_\_\_\_

of \_\_\_\_\_  
(FULL ADDRESS)

being a Member of **MR D.I.Y. GROUP (M) BERHAD** hereby appoint the following person(s) as my/our proxy:-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and / or (delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting of the Company to be conducted virtually through live streaming from the Broadcast Venue at VE Hotel & Residence Kuala Lumpur, Achieve Room, Level M3, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia and via online meeting platform on the TIH Online website at <https://tjih.online> on Thursday, 8 June 2023 at 2.00 p.m. and at any adjournment thereof.

NO.	ORDINARY RESOLUTION	FOR	AGAINST
1.	To re-elect Dato' Azlam Shah Bin Alias as Director of the Company.		
2.	To re-elect Ng Ing Peng as Director of the Company.		
3.	To approve the payment of Directors' fees and benefits payable to the Non-Executive Directors for an amount up to RM700,000 for the period from 1 July 2023 until the next Annual General Meeting to be held in 2024.		
4.	To re-appoint BDO PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Board of Directors to determine their remuneration.		
	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading in Nature :-		
5.	i) Provision of procurement services, financial reporting services and consultancy services by the Company and/or its subsidiaries to Mr. D.I.Y. International Holding Ltd. and/or its subsidiaries.		
6.	ii) Sale of goods by Mr. D.I.Y. Trading Sdn. Bhd. to Mr D.I.Y. Trading (Singapore) Pte. Ltd. for its retail operations in Singapore.		
7.	Proposed Renewal of Share Buy-Back Authority		

(Please indicate with an "X" in the space provided above how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

\_\_\_\_\_  
Signature of Shareholder(s) or Common Seal

Notes:

1. The Broadcast Venue is the main venue in Malaysia where the Chairman of the meeting will be physically present in accordance with Section 327(2) of the Companies Act 2016 together with essential individuals in accordance with Note 1.2 of the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia. Shareholders/proxy(ies) will not be allowed to attend the 12<sup>th</sup> AGM in person at the Broadcast Venue.

Shareholders/proxy(ies) are to attend, speak (including posing questions via real time submission of typed texts or prior to the AGM) and vote (collectively, "participate") remotely at the 12<sup>th</sup> AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV in the Administrative Details and notes below in order to participate remotely via RPV.

2. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 31 May 2023. Only members whose names appear on this Record of Depositors shall be entitled to participate in this AGM via RPV or appoint proxy/proxies to attend and vote on his/her behalf via RPV.
3. A member, including an Authorised Nominee, may appoint not more than two (2) proxies to attend and vote instead of the member or Authorised Nominee at the meeting on the same occasion.

An Exempt Authorised Nominee (which holds ordinary shares in the Company for the Omnibus Account) may appoint one or more proxies to attend on the same occasion. There is no limit to the number of proxies which an Exempt Authorised Nominee may appoint in respect of each Omnibus Account the Exempt Authorised Nominee holds.

Where a member, an Authorised Nominee or an Exempt Authorised Nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.

4. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at a meeting.
5. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 12<sup>th</sup> AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV in the Administrative Details.
6. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Share Registrar of the Company **not later than Wednesday, 7 June 2023 at 2.00 p.m.:**

- i) **In hard copy form**  
The hardcopy proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., 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.
  - ii) **By electronic form**  
The proxy form can be electronically lodged with the Share Registrar of the Company, Tricor, via TIH Online website at <https://tjih.online>. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form via TIH Online website.
7. The lodging of a completed Proxy Form does not preclude a member from participating and voting at the AGM. Should you subsequently decide to participate at the AGM, please submit a notice of revocation in writing to the Share Registrar of the Company, Tricor, at the above address or via email at [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com), **not later than Tuesday, 6 June 2023 at 2.00 p.m.**
  8. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
  9. The resolutions set out in the Notice of 12<sup>th</sup> AGM will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Fold here

Affix Stamp

**The Share Registrar**  
**c/o: Tricor Investor & Issuing House Services Sdn. Bhd.**  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur, Malaysia

Fold here

#### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 12<sup>th</sup> Annual General Meeting ("AGM") and/or any adjournment thereof, a Member of the Company:-

- a) consents to the processing of the Member's personal data by the Company for:
  - processing and administration of proxies and representatives appointed for the 12<sup>th</sup> AGM;
  - preparation and compilation of the attendance lists, minutes and other documents relating to the 12<sup>th</sup> AGM (which includes any adjournments thereto); and
  - the Company's compliance with any applicable laws, listing rules, regulations, codes and/or guidelines (collectively, the "Purposes").
- b) undertakes and warrants that he or she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes.

(Note: the term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act 2010)

# ADMINISTRATIVE DETAILS

## TWELVE ANNUAL GENERAL MEETING (“12<sup>TH</sup> AGM”) OF MR D.I.Y. GROUP (M) BERHAD

<b>Date</b> Thursday, 8 June 2023	<b>Time</b> 2.00 p.m.	<b>Online Meeting Platform</b> TIIH Online website at <a href="https://tiih.online">https://tiih.online</a> with Remote Participation and Voting facilities
<b>Broadcast Venue</b> VE Hotel & Residence Kuala Lumpur, Achieve Room, Level M3, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia		

### MODE OF MEETING

The 12<sup>th</sup> Annual General Meeting of the Company will be conducted virtually through live streaming from the Broadcast Venue and via online meeting platform on the TIIH Online website at <https://tiih.online> as authorised by the Constitution of the Company and in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (“SC Guidance”) on 18 April 2020 and subsequently revised with the latest version on 7 April 2022 (including any amendment that may be made from time to time), which encourages companies to continue leveraging technology in conducting general meeting to facilitate remote shareholders participation.

The Broadcast Venue is the main venue in Malaysia where the Chairman of the meeting will be physically present in accordance with Section 327(2) of the Companies Act, 2016 together with essential individuals in accordance with Note 1.2 of the SC’s Guidance. Shareholders/proxies/corporate representatives are only allowed to participate and vote in the 12<sup>th</sup> AGM remotely via live streaming and online voting using RPV facilities via **TIIH Online website** at <https://tiih.online>.

The Company will continue to observe the relevant guidelines issued by the relevant authorities and Securities Commission in conducting general meeting. Kindly check announcement on the Company’s corporate website or Bursa Malaysia Securities Berhad’s website from time to time for any updates on the 12<sup>th</sup> AGM.

### GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

Only shareholders whose names appear on the ROD as at 31 May 2023 shall be entitled to attend, speak and vote at the 12<sup>th</sup> AGM or appoint proxies to attend and/or vote on his/her behalf.

### REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Shareholders are to attend, speak (including posing questions via real time submission of typed texts or prior to the 12<sup>th</sup> AGM) and vote (collectively, “participate”) remotely at the 12<sup>th</sup> AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>.

### PROCEDURES FOR RPV

Shareholders/proxies/corporate representatives/attorneys are to follow the requirements and procedures to participate in the 12<sup>th</sup> AGM remotely using RPV as set out below:-

Procedures	Action
<b>BEFORE THE DAY OF AGM</b>	
(a) Register as a user with TIIH Online	<ul style="list-style-type: none"><li>Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance.</li><li>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li><li>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.</li></ul>

## ADMINISTRATIVE DETAILS

Procedures	Action
<b>BEFORE THE DAY OF AGM</b>	
(b) Register to participate remotely	<ul style="list-style-type: none"><li>• <b>Registration is open from 10.00 a.m. Friday, 28 April 2023 until such time before the voting session ends of the 12<sup>th</sup> AGM on Thursday, 8 June 2023.</b></li><li>• Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 12<sup>th</sup> AGM to ascertain their eligibility to participate in the 12<sup>th</sup> AGM using the RPV based on the General Meeting ROD as at 31 May 2023.</li><li>• Login with your user ID (i.e. e-mail address) and password and select the corporate event: <b>“(REGISTRATION) MDGM 12<sup>TH</sup> AGM”</b>.</li><li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>• Select “Register for Remote Participation and Voting”.</li><li>• Review your registration and proceed to register.</li><li>• TIH system will send an e-mail to notify that your registration for remote participation is received and will be verified.</li><li>• After verification of your registration against the General Meeting RODs as at 31 May 2023, the system will send you an <b>e-mail by 7 June 2023 to approve or reject your registration for remote participation.</b></li></ul> <p><i>(Note: Please allow sufficient time for the approval of new user of TIH Online as well as the registration for RPV in order that you can login to TIH Online and participate in the 12<sup>th</sup> AGM remotely).</i></p>
<b>ON THE DAY OF THE AGM (8 June 2023)</b>	
(c) Login to TIH Online	<ul style="list-style-type: none"><li>• Login with your user ID and password for remote participation at the 12<sup>th</sup> AGM at any time from <b>1.00 p.m.</b> i.e.1 hour before the commencement of the 12<sup>th</sup> AGM on <b>Thursday, 8 June 2023 at 2.00 p.m.</b></li></ul>
(d) Participate through Live Streaming	<ul style="list-style-type: none"><li>• Select the corporate event: <b>“(LIVE STREAM MEETING) MDGM 12<sup>TH</sup> AGM”</b> to engage in the proceedings of the 12<sup>th</sup> AGM remotely.</li></ul> <p>If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavor to respond to questions submitted by remote participants during the 12<sup>th</sup> AGM.</p>
(e) Online Remote Voting	<ul style="list-style-type: none"><li>• Voting session commences <b>from 2.00 p.m. on Thursday, 8 June 2023</b> until a time when the Chairman announces the end of the voting session of the 12<sup>th</sup> AGM.</li><li>• Select the corporate event: <b>“(REMOTE VOTING) MDGM 12<sup>TH</sup> AGM”</b> or <b>if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box.</b></li><li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>• Select the CDS account that represents your shareholdings.</li><li>• Indicate your votes for the resolutions that are tabled for voting.</li><li>• Confirm and submit your votes.</li></ul>
(f) End of remote participation	<ul style="list-style-type: none"><li>• Upon the announcement by the Chairman on the closure of the 12<sup>th</sup> AGM, the Live Streaming will end.</li></ul>

## ADMINISTRATIVE DETAILS

### Note to users of the RPV:

1. Should your application to join the 12<sup>th</sup> AGM be approved, we will make available to you the rights to join the live streamed 12<sup>th</sup> AGM and to vote remotely. Your login to **TIIH Online** on the day of the 12<sup>th</sup> AGM will indicate your attendance/presence at the virtual 12<sup>th</sup> AGM.
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 streamed of the 12<sup>th</sup> AGM or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

### APPOINTMENT OF PROXY

- If you are unable to attend the 12<sup>th</sup> AGM via RPV on 8 June 2023, you may appoint not more than two (2) proxies to attend and vote at the 12<sup>th</sup> AGM via RPV. There is no limit to the number of proxies which an Exempt Authorised Nominee may appoint for each Omnibus Account.
- Kindly submit the duly executed proxy forms in a hard copy form or by electronic means in the following manner and must be received by the Share Registrar of the Company, Tricor, **not later than Wednesday, 7 June 2023 at 2.00 p.m.:-**
  - i) The hard copy proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., 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.
  - ii) The proxy form can be electronically lodged with Tricor via TIIH Online at <https://tiih.online>. Kindly refer to the procedure for Electronic Lodgement of Proxy Form, item (i) & (ii) below.
- Representatives of corporate shareholders (corporate representatives) or Attorneys appointed by power of attorney must deposit their original certificate of appointment of corporate representative/power of attorney to Tricor **not later than Wednesday, 7 June 2023 at 2.00 p.m.** to participate via RPV in the 12<sup>th</sup> AGM.

**Shareholders who have appointed a proxy or attorney or corporate representative to participate at the 12<sup>th</sup> AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.**

### ELECTRONIC LODGEMENT OF PROXY FORM

The procedures to lodge proxy form electronically via Tricor's **TIIH Online** website are summarised below:

Procedures	Action
<b>i. Steps for Individual Shareholders</b>	
(a) Register as a user with TIIH Online	<ul style="list-style-type: none"><li>• You should have registered as user with TIIH Online under Procedures for RPV, item (a) above.</li></ul>
(b) Proceed with submission of Proxy Form	<ul style="list-style-type: none"><li>• Go to <a href="https://tiih.online">https://tiih.online</a> and login with your user name (i.e. email address) and password.</li><li>• Select the corporate event: "<b>MDGM 12<sup>TH</sup> AGM - Submission of Proxy Form</b>".</li><li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li><li>• Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.</li><li>• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.</li><li>• Review and confirm your proxy(s) appointment.</li><li>• Print proxy form for your record.</li></ul>

## ADMINISTRATIVE DETAILS

Procedures	Action
<b>ii. Steps for Corporation or Institutional Shareholders</b>	
(c) Register as a User with TIIH Online	<ul style="list-style-type: none"><li>• Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li><li>• Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “<b>Create Account by Representative of Corporate Holder</b>”.</li><li>• Complete the registration form and upload the required documents.</li><li>• Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li><li>• Proceed to activate your account with the temporary password given in the email and re-set your own password.</li></ul> <p><i>(Note: The representative of a corporation or institutional shareholder 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 our Share Registrar if you need clarifications on the user registration.)</i></p>
(d) Proceed with submission of Proxy Form	<ul style="list-style-type: none"><li>• Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li><li>• Select the corporate exercise name: “<b>MDGM 12<sup>TH</sup> AGM: Submission of Proxy Form</b>”.</li><li>• Agree to the Terms &amp; Conditions and Declaration.</li><li>• Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.</li><li>• Prepare the file for the appointment of proxies by inserting the required data.</li><li>• Submit the proxy appointment file.</li><li>• Login to TIIH Online, select corporate exercise name: “<b>MDGM 12<sup>TH</sup> AGM: Submission of Proxy Form</b>”.</li><li>• Proceed to upload the duly completed proxy appointment file.</li><li>• Select “Submit” to complete your submission.</li><li>• Print the confirmation report of your submission for your record.</li></ul>

### POLL VOTING

- The voting at the 12<sup>th</sup> AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Shareholders can proceed to vote on the resolutions at any time from the commencement of the 12<sup>th</sup> AGM at 2.00 p.m. but before the end of the voting session, which will be announced by the Chairman of the 12<sup>th</sup> AGM. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from **TIIH Online** website at <https://tiih.online>.
- Upon completion of the voting session for the 12<sup>th</sup> AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

### SUBMISSION OF QUESTIONS FOR THE 12<sup>TH</sup> AGM

(i) Prior to 12<sup>th</sup> AGM

Shareholders may submit questions in relation to the agenda items of the 12<sup>th</sup> AGM prior to the meeting via Tricor’s TIIH Online website at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically **not later than Wednesday, 7 June 2023 at 2.00 p.m.** The responses to the relevant questions will be shared at the 12<sup>th</sup> AGM.

(ii) During the 12<sup>th</sup> AGM

Shareholders may use the **Query Box** facility to submit questions real time (in the form of typed text) during the 12<sup>th</sup> AGM. The Board will endeavor to answer the relevant questions at the 12<sup>th</sup> AGM or by email after the meeting.

## ADMINISTRATIVE DETAILS

### RECORDING OR PHOTOGRAPHY

Strictly **no unauthorised recording or photography** of the proceedings of the 12<sup>th</sup> AGM are allowed.

### ANNUAL REPORT AND CIRCULAR TO SHAREHOLDERS

The following documents are available for downloading from our corporate website at [www.mrdiy.com](http://www.mrdiy.com) or by scanning the QR code:

1. Annual Report 2022
2. Circular to Shareholders
3. Corporate Governance Report 2022
4. Sustainability Report 2022
5. Notice of the 12<sup>th</sup> AGM
6. Proxy Form
7. Administrative Details



**SCAN HERE**

In an effort to support green environment, we encourage shareholders to refer to the electronic copy of the abovementioned documents. You may request for a printed copy of the abovementioned documents at <https://tjih.online> by selecting “Request for Annual Report/ Circular” under the “Investor Services” or through telephone/e-mail to our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. as given below.

### ENQUIRY

If you have any enquiries on the above, please contact the following persons 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](mailto:is.enquiry@my.tricorglobal.com)

Contact persons : Mr. Jake Too : +603-2783 9285 / Email: [Chee.Onn.Too@my.tricorglobal.com](mailto:Chee.Onn.Too@my.tricorglobal.com)

En. Aiman : +603-2783 9262 / Email: [Muhamad.Aiman@my.tricorglobal.com](mailto:Muhamad.Aiman@my.tricorglobal.com)

Mr. David Look : +603-2783 9281 / Email: [David.Look@my.tricorglobal.com](mailto:David.Look@my.tricorglobal.com)

Mr. Ludwig Wong : +603-2783 9244 / Email: [Ludwig.Wong@my.tricorglobal.com](mailto:Ludwig.Wong@my.tricorglobal.com)