



NOTICE OF THE FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth (“4th”) Annual General Meeting (“AGM”) of DS Sigma Holdings Berhad (“the Company”) will be held at Promenade 6, Level 3A, KSL Esplanade Hotel, No. 1, Persiaran Bestari 2/KS09, Bandar Bestari, 41200 Klang, Selangor Darul Ehsan on Thursday, 27 November 2025 at 10:00 a.m. for the transaction of the following business:-

A G E N D A

Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2025 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ fees to the Non-Executive Directors of the Company of up to RM352,000/- for the financial year ending 30 June 2026.
- To re-elect the following Directors who retire pursuant to Clause 21.7 of the Constitution of the Company and being eligible, have offered themselves for re-election:-
 - Mr. Beh Seng Lee; and
 - Mr. Lee Yew Weng.
- To appoint TGS TW PLT as Auditors of the Company in place of the retiring Auditors, Grant Thornton Malaysia PLT and to authorise the Board of Directors of the Company to fix their remuneration.

(Refer to
Note 2)
Ordinary
Resolution 1

Ordinary
Resolution 2
Ordinary
Resolution 3
Ordinary
Resolution 4

Special Business

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

- ORDINARY RESOLUTION**
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 (“THE ACT”)

Ordinary
Resolution 5

“THAT pursuant to Sections 75 and 76 of the Act, Main Market Listing Requirements (“Main LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Constitution of the Company, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

THAT pursuant to Section 85 of the Act to be read together with Clause 16.6 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Act;

AND 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.”

- ORDINARY RESOLUTION**
PROPOSED SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PROPOSED SHARE BUY-BACK AUTHORITY”)

Ordinary
Resolution 6

“THAT subject to the compliance with Section 127 of the Act, the Constitution of the Company, the Main LR 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 and expedient in the interest of the Company, provided that:-

- the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this Resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
- 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 authorised to deal with the shares purchased in their absolute discretion in the following manner:-

- cancel all the shares so purchased; or
- retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; or
- retain part thereof as treasury shares and cancel the remainder; or 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:-

- 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
- the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- 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 authorised to give effect to the Proposed Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to take such steps and do all such acts and things as they may deem fit and expedient in the best interest of the Company.”

- To transact any other business that may be transacted at an AGM, due notice of which shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD

(duly signed)

CHUA SIEW CHUAN (SSM PC No. 201908002648 & MAICSA 0777689)
CHEW KIT YEE (SSM PC No. 202208000376 & MAICSA 7067474)

Company Secretaries

Kuala Lumpur

29 October 2025

Notes:-

(1) Information for Shareholders/Proxies

- For the purpose of determining a member who shall be entitled to attend the 4th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7(b) of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (“SICDA”) to issue a General Meeting Record of Depositors as at 20 November 2025. Only a depositor whose name appears on the Record of Depositors as at 20 November 2025 shall be entitled to attend the 4th AGM or appoint proxies to attend and/or speak and/or vote on his/her behalf.
- A member entitled to attend and vote at the 4th AGM is entitled to appoint a proxy/proxies to attend, participate, speak and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the 4th AGM shall have the same rights as the member to speak and vote at the 4th AGM.
- A member may, subject to Notes (d) and (e) below, appoint more than one (1) proxy to attend and vote at the 4th AGM, to the extent permitted by the Act, SICDA, Main LR of Bursa Securities and the Rules of Central Depository. Where a member appoints two (2) proxies to attend and vote at the 4th AGM, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.
- Where a member of the Company is an exempt authorised nominee which holds security(ies) standing to the credit of a securities account and includes securities in a securities account that is in suspense, in the Company for multiple beneficial owners in one (1) 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer’s Common Seal or under the hand of an officer or attorney duly authorised.
- Publication of Notice of the 4th AGM on Corporate Website
Pursuant to Section 320(2) of the Act, a copy of this Notice together with the proxy form are available at the corporate website of the Company at <https://www.dssigma.com.my>.
- Appointment of Proxy(ies)
A member may obtain the proxy form for the 4th AGM vide Note (g) above or the Annual Report (hard copy) or Annual Report (electronic copy) released to Bursa Securities. The appointment of proxy(ies) may now be made either in hard copy form or by electronic form, and, shall be deposited with the Company’s Share Registrar, 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, deposit in the drop-in box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the 4th AGM or adjournment thereof.
In the case of electronic appointment, the proxy form must be deposited via Vistra Share Registry and IPO (MY) portal at <https://smv.vistra.com> not less than forty-eight (48) hours before the time appointed for holding the 4th AGM or adjournment thereof. Please follow the procedures as set out in the Administrative Guide for the electronic submission of proxy form.

Explanatory Notes:-

(2) Audited Financial Statements for the Financial Year Ended 30 June 2025

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval for the Audited Financial Statements from the shareholders.

(3) Ordinary Resolution 1 – Payment of Directors’ Fees

The proposed Directors’ Fees payable to the Non-Executive Directors of the Company for the financial year ending 30 June 2026 shall be up to a total of RM352,000/- only, comprised the following rates based on responsibilities assumed:-

Office	Amount (RM) per annum
Board Chairman	72,000/-
Non-Executive Directors	280,000/-
	352,000/-

The Ordinary Resolution 1, if approved, will authorise the payment of Directors’ Fees pursuant to Clause 21.4 of the Constitution of the Company.

(4) Ordinary Resolutions 2 and 3 – Re-Election of Directors

In determining the eligibility of the Directors to stand for re-election at the forthcoming 4th AGM, the Nomination Committee (“NC”), guided by the Directors’ Fit and Proper Policy has considered the criteria as stated in the said Policy as well as the requirements of Main LR of Bursa Securities and recommended the re-election of the following Directors pursuant to Clause 21.7 of the Constitution of the Company:-

- Mr. Beh Seng Lee; and
- Mr. Lee Yew Weng.

collectively, the “Retiring Directors”

The Board of Directors, vide the NC, has conducted a separate assessment and being satisfied with the performance/contribution/fit and propriety of the Retiring Directors, has recommended the same be tabled to the shareholders for approval at the forthcoming 4th AGM of the Company under Ordinary Resolutions 2 and 3 respectively. The fit and proper as well as evaluation criteria adopted as well as the process of assessment by the Board of Directors have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report in respect of the financial year ended 30 June 2025 of the Company (“Annual Report 2025”). All the Retiring Directors have consented to their re-election, and have abstained from deliberation and voting in relation to their individual re-election at the NC and/or Board of Directors’ meetings, respectively.

The profiles of the Retiring Directors are set out in the Annual Report 2025.

(5) Ordinary Resolution 4 – Change of Auditors

Grant Thornton Malaysia PLT has indicated that they do not wish to seek re-appointment as Auditors at the forthcoming 4th AGM of the Company. The Company’s retiring Auditors, Grant Thornton Malaysia PLT was re-appointed Auditors of the Company at the Third (“3rd”) AGM of the Company held on 25 November 2024 to hold office until the conclusion of the forthcoming 4th AGM. Grant Thornton Malaysia PLT has been the Auditors of the Company since 2022.

The Board has nominated TGS TW PLT as new Auditors in place of the retiring auditors, Grant Thornton Malaysia PLT.

(6) Ordinary Resolution 5 – Authority to Issue Shares pursuant to the Act

The Company had been granted a general mandate on the authority to issue shares pursuant to the Act by its shareholders at the 3rd AGM of the Company held on 25 November 2024 (“Previous Mandate”).

Pursuant to Section 85 of the Act, the Company had to renew the mandate on the authority to issue shares of not exceeding ten percent (10%) of the total number of issued shares of the Company for the time being pursuant to the Act at the 4th AGM (“General Mandate”).

As at the date of this notice, the Previous Mandate granted by shareholders has not been utilised and hence no proceeds were raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares 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 solely for such issuance and allotment of shares. This authority unless revoked or varied by the Company in general meeting, will expire at the next AGM. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisition(s).

Pursuant to Section 85 of the Act, the Company had to renew the mandate on the authority to issue shares of not exceeding ten percent (10%) of the total number of issued shares of the Company which rank equally to the existing issued shares in the Company or other securities.

The Ordinary Resolution 5, if passed, would allow the Directors to issue new shares to any person under the authority to issue shares pursuant to the Act without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.

(7) Ordinary Resolution 6 – Proposed Share Buy-Back Authority

The Ordinary Resolution 6, if passed, will provide a mandate for the Company to purchase its own ordinary shares up to ten percent (10%) of the total number of issued shares of the Company and shall lapse at the conclusion of the next AGM unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Further information on the Proposed Share Buy-Back Authority is set out in the Statement to Shareholders dated 29 October 2025.