

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 10th Annual General Meeting (“AGM”) of MR D.I.Y. GROUP (M) BERHAD will be conducted on a fully virtual basis from the Broadcast Venue at Lot 1907, Jalan KPB 11, Kawasan Perindustrian Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia and via the TIIH Online website at <https://tiih.online> on Tuesday, 15 June 2021 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 BUSINESSES

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
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) Tan Yu Yeh Resolution 1
 - ii) Ng Ing Peng Resolution 2*(Please refer to Explanatory Note 2)*
3. To approve the payment of Directors’ fees and benefits payable to the Non-Executive Directors for an amount up to RM650,000 for the period from 1 July 2021 until the next Annual General Meeting to be held in 2022. Resolution 3
(Please refer to Explanatory Note 3)
4. To re-appoint BDO PLT as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Board of Directors to determine their remuneration. Resolution 4
(Please refer to Explanatory Note 4)

AS SPECIAL BUSINESS

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

5. **ORDINARY RESOLUTION 1** Resolution 5
PROPOSED AUTHORITY TO ISSUE AND ALLOT ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

“THAT subject always to the Companies Act 2016 (“the Act”), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Company’s Constitution and the approvals of the relevant government and/or regulatory authorities, if any, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may, in their absolute discretion deem fit and expedient in the best interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors of the Company be and are also empowered to do all such things as they may deem fit and expedient to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall commence immediately upon passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

(Please refer to Explanatory Note 5)

Notice of Annual General Meeting

6. **ORDINARY RESOLUTION 2** **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS** **OF A REVENUE AND/OR TRADING IN NATURE**

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into the following recurrent related party transactions with the related parties, particulars of which are set out in Section 2.5 of the Circular to Shareholders dated 28 April 2021, which are of revenue and/or trading in nature, which 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:-

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| 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. | Resolution 6 |
| 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 retail operations in Singapore. | Resolution 7 |

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

- 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 ("the 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,

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."
(Please refer to Explanatory Note 6)

7. **ORDINARY RESOLUTION 3** **PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED** **SHARE BUY-BACK AUTHORITY")**

Resolution 8

"THAT subject always to the provisions of Companies Act 2016 ("the 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:-

- 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:-
 - 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

Notice of Annual General Meeting

- 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;
- 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.

b) the approval conferred by this resolution shall commence immediately upon passing of this resolution and continue to be in force until:-

- 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;
- ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

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.

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 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.”

(Please refer to Explanatory Note 7)

8. 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 2021
Selangor Darul Ehsan

Notice of Annual General Meeting

NOTES:

1. The Broadcast Venue of the 10th Annual General Meeting (“AGM”) is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 (“the Act”) which requires the Chairman of the Meeting to be at the main venue of the meeting. Shareholders/proxy(ies) will not be allowed to attend the 10th AGM in person at the Broadcast Venue.

Shareholders/proxy(ies) are to attend, speak (including posing questions to the Board via real time submission of typed texts or prior to the AGM) and vote (collectively, “participate”) remotely at the 10th 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 8 June 2021. 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 10th 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 Company **not later than Monday, 14 June 2021 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 at <https://tiih.online>. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form via TIIH Online.

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, not later than Sunday, 13 June 2021 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 10th 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 2020 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. They do not require shareholders’ approval and hence, will not be put for voting.

Notice of Annual General Meeting

(2) *Resolutions 1 and 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 10th AGM.

Tan Yu Yeh and Ng Ing Peng are retiring and being eligible, have offered themselves for re-election at the 10th AGM.

The Board, through the Nomination and Remuneration Committee (“NRC”), has conducted an assessment on the suitability of Tan Yu Yeh and Ng Ing Peng who are seeking re-election at the 10th AGM of the Company and agreed that both Directors have met the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors as prescribed in Paragraph 2.20A of the MMLR of Bursa Securities.

The NRC has also considered and affirmed, and the Board has endorsed that Ng Ing Peng, an Independent Director, complied with the independence criteria as prescribed in the MMLR of Bursa Securities and remained independent in exercising her judgment and in carrying out her duties as Independent Director.

(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)
Non-Executive Chairman	144,000 per annum
Non-Executive Director	100,800 per annum
Meeting allowance	1,000 per meeting
Chairman allowance	5,000 per month

In determining the estimated total amount of Directors’ fees and benefits for the NEDs, the Board has considered various factors, including the number of scheduled and non-scheduled meetings of Board, Board Committees and general meetings, the composition of NEDs, including a provisional sum as a contingency for future appointment of additional NED on the Board and other allowances associated to and to facilitate their discharging of duties as Directors.

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 2020. 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 2022 in accordance with Section 271 of the Act.

(5) *Resolution 5 – Proposed Authority for Directors of the Company to Issue and Allot Ordinary Shares pursuant to Sections 75 and 76 of the Act*

Resolution 5 is a proposed general mandate for the Company to issue and allot shares at any time provided, that the aggregate number of shares issued does not exceed ten per centum (10%) of the total number of issued shares of the Company.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM in 2022.

Please refer to the Statement Accompanying Notice of AGM for further details of the Proposed General Mandate.

(6) *Resolutions 6 to 7 – Proposed 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 nature with its related parties as set out in Section 2.5 of the Circular to Shareholders dated 28 April 2021 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 2021, which is circulated together with the Annual Report 2020.

(7) *Resolution 8 – Proposed Share Buy-Back Authority*

The Proposed 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 2021.

Statement Accompanying Notice of 10th 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 10TH ANNUAL GENERAL MEETING

No director seeks for election at 10th Annual General Meeting.

AUTHORITY FOR DIRECTORS OF THE COMPANY TO ISSUE AND ALLOT ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The proposed Resolution 5, if passed, will provide the authority to and empower the Directors, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot new ordinary shares in the Company up to an aggregate number not exceeding ten per centum (10%) of the total number of issued shares of the Company for the time being for such purposes as the Directors deem necessary, expedient and in the best interest of the Company. The proposed general mandate will provide flexibility to the Company to issue new ordinary shares for any possible fund-raising activities, including but not limited to placement of shares for the purpose of funding working capital, future investments and/or acquisitions or such other application as the Directors may deem fit in the best interest of the Company.

This would eliminate any delay arising from and eliminate costs involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. The authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given or revoked/varied at any time by a resolution passed at general meeting, whichever is the earlier.