NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirtieth ("**30th**") Annual General Meeting ("**AGM**") of DXN Holdings Bhd. ("**DXN**" or "**Company**") will be held at DXN Cyberville, Jalan Teknokrat 1, Cyber 3, 63000 Cyberjaya, Selangor Darul Ehsan on Monday, 10 August 2026 at 10:00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 28 February 2026 together with the Reports of the Directors and Auditors thereon. ***(Please refer to Explanatory Note 1)***

2. To re-elect the following Directors who are due to retire in accordance with Clause 188 of the Company's Constitution and being eligible, offers themself for re-election:

   (i) Yang Mulia Tunku Afwida Binti Tunku A. Malek; and ***(Ordinary Resolution 1)***
   (ii) Mr. Stefan Heitmann. ***(Ordinary Resolution 2)***

   Mr. Abraham Verghese A/L T V Abraham who retires in accordance with Clause 188 of the Company's Constitution, has expressed his intention not to seek re-election and hence, he will hold office as Director until the conclusion of the 30th AGM.

3. To re-elect Mr. Prajith Pavithran who is retiring pursuant to Clause 179 of the Company's Constitution and being eligible, has offered himself for re-election. ***(Ordinary Resolution 3)***

4. To approve the payment of Directors' fees payable to the Directors up to an amount of RM600,000.00 only for the period from the conclusion of this AGM until the next AGM of the Company in the year 2027. ***(Ordinary Resolution 4)***

5. To approve the payment of Directors' benefits payable to the Directors up to an amount of RM450,000.00 only for the period from the conclusion of this AGM until the next AGM of the Company in the year 2027. ***(Ordinary Resolution 5)***

6. To re-appoint KPMG PLT as Auditors of the Company to hold office until the conclusion of the next AGM of the Company in the year 2027 and to authorise the Directors to fix their remuneration. ***(Ordinary Resolution 6)***

AS SPECIAL BUSINESS

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

7. **ORDINARY RESOLUTION AUTHORITY TO ISSUE AND ALLOT SHARES** ***(Ordinary Resolution 7)***

   "**THAT** subject always to the Companies Act 2016 ("**Act**"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approvals from Bursa Securities and any relevant governmental or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to the Act to issue and allot shares in the Company to such persons, at any time 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 to be issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being;

THAT in connection with the above, pursuant to Section 85 of the Act to be read together with Clause 37 of the Company's Constitution, 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;

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, or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier, unless such authority is revoked or varied by resolution passed by the shareholders in general meeting;

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

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

8. **ORDINARY RESOLUTION**

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE") ***(Ordinary Resolution 8)***

"**THAT**, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("**DXN Group**" or "**Group**") to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 and Section 2.5 of the Part A of the Circular & Statement to Shareholders dated 29 June 2026 which transactions are necessary for the day-to-day operations in the ordinary course of business of DXN Group on terms not more favourable to the related parties or unrelated third parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

AND THAT, such approval, shall continue to be in force until:

(a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
(b) the expiration of the period within which the next AGM after the date it 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
(c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

AND FURTHER THAT, the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Shareholders' Mandate."

9. **ORDINARY RESOLUTION**
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED SHARE BUY-BACK") ***(Ordinary Resolution 9)***

"**THAT**, subject to the Companies Act 2016 ("**Act**") (as may be amended, modified or re-enacted from time to time), the Company's Constitution, the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approvals of all relevant governmental and/or regulatory authorities, where applicable, the Company be and is hereby authorized to purchase and/or hold such amount of ordinary shares in the Company ("**Proposed Share Buy-Back**") as may be determined by the Directors of the Company from time to time and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company, provided that:

(i) the aggregate number of ordinary shares to be purchased and/or held by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company as at the point of purchase(s); and
(ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate retained profits of the Company based on the latest audited financial statements for the financial year ended 28 February 2026 available at the time of the purchase(s);

AND THAT, at the discretion of the Directors of the Company, the ordinary shares of the Company to be purchased may be cancelled; and/or retained as treasury shares and subsequently distributed as dividends or resold on Bursa Securities or transfer for the purpose of or under an employee share option scheme ("**ESOS**") or as part of purchase consideration; or be cancelled.

AND THAT, the Directors of the Company be and are hereby empowered to take all such steps as necessary to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, 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 as the Board may deem fit and expedient in the best interest of the Company.

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

(a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company in 2027 at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
(b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier; but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid date and in any event, in accordance with the provisions in the guidelines issued by Bursa Securities and/or by any other relevant authorities;

whichever occurs first."

10. To transact any other business of which due notice shall have been given.

By Order of the Board,

Lim Yew Lin (SSM PC NO. 202008001679) (MIA 20906)
Yeow Sze Min (SSM PC NO. 201908003120) (MAICSA 7065735)
Tan Ley Theng (SSM PC NO. 201908001685) (MAICSA 7030358)
Joint Company Secretaries

Date: 29 June 2026
Kuala Lumpur

(A) NOTES:

1. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 3 August 2026 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the 30th AGM of the Company or to appoint proxy or proxies to attend, speak and vote on his/her behalf.

2. A member entitled to attend, speak and vote at the 30th AGM of the Company shall be entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead.

3. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy appointed by the member shall have the same rights as the member to attend, speak, and vote at the Meeting.

4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.

5. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares 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. Where an Exempt Authorised Nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy. An Exempt Authorised Nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

6. The instrument appointing a proxy shall be in writing (hard copy or electronic means), under the hand of the appointer or of 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. An instrument appointing a proxy to vote shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointer. Members not resident in Malaysia may appoint and revoke proxies using electronic means or by means of a website.

7. For the proxy to be valid, the Proxy Form duly completed must be deposited at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

8. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy.

9. The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so. However, the appointment of the proxy will be treated as terminated once that member attends that meeting.

10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), all resolutions set out in this Notice of the 30th AGM will be put to vote by way of a poll.

(B) EXPLANATORY NOTES:

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 28 February 2026

The first agenda of this meeting 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. Hence, this Agenda is not put forward to shareholders for voting.

2. Items 2 and 3 of the Agenda - Re-election of Directors

Clause 188 of the Company's Constitution states that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. All the Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Clause 179 of the Company's Constitution states that the board can appoint a person as an additional director or to fill a casual vacancy. The director(s) so appointed shall hold office only until the next AGM of the Company and shall then be eligible for re-election.

Yang Mulia Tunku Afwida Binti Tunku A. Malek and Mr. Stefan Heitmann, who retire in accordance with Clause 188 of the Company's Constitution, together with Mr. Prajith Pavithran, who retires in accordance with Clause 179 of the Company's Constitution, being eligible, have offered themselves for re-election.

In determining the eligibility of the Directors to stand for re-election at the 30th AGM of the Company, the Board Nomination and Remuneration Committee ("**BNRC**") has considered the following:

(i) satisfactory performance and have met the criteria of Fit and Proper Policy of the Company in terms of character, experience, integrity, competence and time in discharging their duties and responsibilities; and
(ii) for Independent Directors, the level of independence demonstrated by the Independent Directors and their ability to act in the best interest of the Company in decision-making by providing an annual declaration of independence.

The Board (save for the retiring Directors who had abstained from deliberation and voting in respect of their own re-election) accepted the BNRC's recommendation that the Directors who retire in accordance with Clause 188 and 179 of the Company's Constitution are eligible to stand for re-election.

3. Item 4 and 5 of the Agenda - Proposed Payment of Directors' Fees and Benefits

Section 230(1) of the Act provides amongst others, that the fee of the Directors and any benefits payable to the Directors of a listed company shall be approved at the general meeting.

The Board wishes to seek shareholders' approval at the 30th AGM on the separate resolutions as below:

- Ordinary Resolution 4 on payment of Directors' fees on a monthly basis in arrears after each month of completed service of the Directors from the conclusion of this AGM until the next AGM in year 2027.

- Ordinary Resolution 5 on payment of Directors' benefits being meeting allowance payable for attendance of Directors at Board and/or Board Committees' meetings from the conclusion of this AGM until the next AGM in year 2027.

The benefits payable is calculated based on the number of days scheduled for meetings of Board and Board Committees. Board Committees refer to, in a collective sense, the Board Audit Committee, BNRC and the Board Risk Committee. Fees comprised fees payable to Directors as members of the Board and Board Committees. The amount also includes a contingency sum to cater to unforeseen circumstances such as the appointment of additional Director(s), additional unscheduled meetings of the Board and Board Committees and/or for the formation of additional Board Committee(s).

In the event that the proposed Directors' fees and benefits payable are insufficient due to enlarged Board size, prior approval will be sought at the next AGM for additional Directors' fees and benefits to meet the shortfall.

4. Item 6 of the Agenda - Re-appointment of Auditors

Pursuant to Section 271(3)(b) of the Act, shareholders shall appoint auditors who shall hold office until the conclusion of the next AGM in year 2027. The current auditors, Messrs. KPMG PLT has expressed their willingness to continue in office.

The Board Audit Committee ("**BAC**") has assessed the suitability, effectiveness, and independence of KPMG PLT based on the annual assessment and was satisfied with their independence and performance. The BAC had recommended the re-appointment of KPMG PLT as external auditors of the Company to the Board for their recommendation to the shareholders for re-appointment at the 30th AGM of the Company until the conclusion of the AGM in the year 2027.

The Board, at the recommendation of the BAC, endorsed the re-appointment of KPMG PLT as external auditors of the Company for the financial year 2027, to be presented to the shareholders for approval.

5. Item 7 of the Agenda - Authority to Issue and Allot Shares

The proposed Ordinary Resolution 7 is intended to renew the authority granted to the Directors of the Company at the Twenty-Ninth AGM of the Company held on 13 August 2025 ("**Previous Mandate**") to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being ("**New Shares**").

The proposed Ordinary Resolution 7, if passed, will provide flexibility to the Directors of the Company to undertake any possible fund-raising activities, including but not limited to placement of shares for the purpose of funding the Company's current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued pursuant to the general mandate does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

In accordance with Clause 37 of the Constitution of the Company, the proposed Ordinary Resolution 7, if passed, shall be taken as the members' agreement for the New Shares to be issued to such persons as the Directors may deem fit without first being offered to the existing shareholders.

As at the date of this Notice, the Company has not issued any new ordinary shares pursuant to the Previous Mandate granted by the shareholders and hence no proceeds were raised therefrom.

6. **Item 8 of the Agenda - Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue and Trading Nature ("Proposed Shareholders' Mandate")**

   The Company is seeking shareholders' approval for proposed renewal of shareholders' mandate and proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature, details of which are set out in Section 2.4 and Section 2.5 of the Circular & Statement to Shareholders dated 29 June 2026.

   The proposed Ordinary Resolution 8, if passed, will enable the DXN Group to enter into recurrent transactions with the related parties provided that such transactions are carried out in the ordinary course of business on normal commercial terms which are consistent with the DXN Group's normal business practices and policies and on terms not more favourable to the related parties than those extended to the other customers of the DXN Group, and not to the detriment of the minority shareholders.

   Further information on the Proposed Shareholders' Mandate is set out in Part A of the Circular & Statement to Shareholders dated 29 June 2026.

7. **Item 9 of the Agenda – Proposed Renewal of Share Buy-Back Authority**

   The proposed Ordinary Resolution 9, if passed, would empower the Directors of the Company to exercise the power of the Company to purchase the Company Shares of not more than 10% of the total number of issued shares of the Company at any time within the time period stipulated in the MMLR of Bursa Securities by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied at a meeting of members, shall continue to be in full force until the conclusion of the next AGM.

   Further information on the Proposed Share Buy-Back is set out in Part B of the Circular & Statement to Shareholders dated 29 June 2026.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak, and vote at the forthcoming 30th AGM of the Company and/or any adjournment thereof, a member of the Company:

(i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");

(ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

(iii) agrees that the member will indemnify the Company in respect of any penalties, claims, demands, losses, and damages as a result of the member's breach of warranty.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING
(PURSUANT TO PARAGRAPH 8.27(2) OF THE LISTING REQUIREMENTS)

1. **Details of individuals who are standing for election as Directors**

   As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming 30th AGM.

2. **General mandate for issue of securities in accordance with Paragraph 6.03(3) of the Listing Requirements**

   Details of the general mandate to issue securities in the Company pursuant to Section 75 and Section 76 of the Act are set out in Explanatory Note (B)(5) of the Notice of the 30th AGM.