

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of this Circular in respect of the Proposed Renewal of Shareholders' Mandate (as defined herein) as this is an Exempt Circular pursuant to Paragraph 2.1 of the Practice Note 18 of the Main Market Listing Requirements of Bursa Securities ("Listing Requirements").

Bursa Securities has conducted a limited review on the contents of this Circular in respect of the Proposed New Shareholders' Mandate (as defined herein) pursuant to Paragraph 4.1 of the Practice Note 18 of the Listing Requirements.

Bursa Securities takes no responsibility for the contents of this Circular and makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



CIRCULAR TO SHAREHOLDERS IN RELATION TO

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
("PROPOSED NEW SHAREHOLDERS' MANDATE")**

(COLLECTIVELY, THE "PROPOSED SHAREHOLDERS' MANDATE")

The above proposal will be tabled as Special Business at the Twenty Sixth (26th) Annual General Meeting ("AGM") of D'nonce Technology Bhd to be held at Cardamom, Level 2, The Light Hotel Penang, Lebuh Tenggara 2, Bandar Seberang Jaya, 13700 Perai, Pulau Pinang on Tuesday, 29 September 2026 at 10.30 a.m. or any adjournment thereof. The Notice convening the 26th AGM and the Proxy Form are set out in the Annual Report 2026 of the Company and are also available at the Company's website at <https://www.dnonce.com>.

You are entitled to attend and vote at the AGM or appoint a proxy or proxies to attend and vote on your behalf. If you wish to do so, you may deposit the Proxy Form at the share registrar's office at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan or email to sharereg@prosec.com.my in not less than 48 hours before the time for holding the meeting or any adjournment thereof. The lodgment of the Proxy Form shall not preclude you from attending and voting at the AGM should you subsequently wish to do so and, in such event, your Proxy Form shall be deemed to have been revoked.

Last day and time for lodging the Proxy Form : Sunday, 27 September 2026 at 10.30 a.m.
Date and time of AGM : Tuesday, 29 September 2026 at 10.30 a.m.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

Act	: The Companies Act 2016, or any statutory modification, amendment or re-enactment thereof for the time being in force
AGM	: Annual General Meeting
Board	: The board of directors of D'nonce and/or its subsidiaries
Bursa Securities or the Exchange	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
Circular	: This circular to the shareholders of our Company dated [date]
Director	: Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of D'nonce or any other company which is its subsidiary or holding company, or a chief executive of the company, its subsidiary or holding company; and "Directors" shall be construed accordingly
D'nonce or Company	: D'nonce Technology Berhad (Registration No. 200001000687 (503292-K))
D'nonce Group	: D'nonce and its group of companies
Erdasan	: Erdasan Group Berhad (Registration No. 200401006297 (644800-X))
Erdasan Group	: Erdasan and its group of companies
Komarkcorp	: Komarkcorp Berhad [Registration No.: 199601001919 (374265-A)]
Komarkcorp Group	: Komarkcorp and its group of companies
Listing Requirements	: Main Market Listing Requirements of Bursa Securities as modified, varied, supplemented or replaced from time to time and including any Practice Notes issued in relation thereto
LPD	: 23 July 2026, being the latest practicable date prior to the printing of this Circular
Major Shareholder	: a person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.

For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act. A major shareholder includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed issuer or any other corporation which is its subsidiary or holding company.

DEFINITIONS (con't)

Mandated Period	: The period during which the recurrent related party transactions are to be entered into for which the Proposed Shareholders' Mandate is being sought. This period shall commence immediately upon passing of the resolution in respect of the Proposed Shareholders' Mandate at the forthcoming AGM and shall continue to be in force until: (a) the conclusion of the next AGM; 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 the earlier.
Market day	: means a day on which the stock market of the Exchange is open for trading in securities, which may include a Surprise Holiday (a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year).
Person Connected	: in relation to any person (referred to as "said Person") means such person who falls under any one of the following categories: (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary; (c) a partner of the said Person; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person.
Proposed New Shareholders' Mandate	: Proposed new shareholders' mandate in respect of the Recurrent Related Party Transactions to be entered into during the Mandated Period
Proposed Renewal of Shareholders' Mandate	: Proposed renewal of existing shareholders' mandate in respect of the Recurrent Related Party Transactions during the Mandated Period
Proposed Shareholders' Mandate	: Collectively, Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate
Recurrent Related Party Transactions or RRPT	: Related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for D'nonce Group's day to day operations and are in the ordinary course of business of the Group
Related Party(ies)	: A director, major shareholder or Person Connected with such director or major shareholder of D'nonce

DEFINITIONS (con't)

Related Party Transactions or RPT : A transaction entered into by D'nonce Group which involves the interest, direct or indirect, of a Related Party

RM and sen : Ringgit Malaysia and sen respectively

Share(s) : Ordinary share(s) of D'nonce

For the purpose of this Circular, all references to a time of day shall be a reference to Malaysian time unless otherwise stated.

In this Circular, words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

References to "we", "us", "our" and "ourselves" are to our Company, and where the context otherwise requires, our subsidiaries. All reference to "you" are to our shareholders.

For ease of reading, certain figures in this Circular has been rounded. Any discrepancy in the figures included in this Circular between the amounts stated and the totals thereof are due to rounding.

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Registered Office:
1-10, Medan Perniagaan Pauh Jaya,
Jalan Baru 13700 Perai,
Pulau Pinang

31 July 2026

Board of Directors:

Dato' Moktar Bin Mohd Noor (Independent Non-Executive Chairman)
Roy Ho Yew Kee (Executive Director)
Datuk Sham Shamrat Sen Gupta (Independent Non-Executive Director)
Datin Ong Poh Lin Abdullah (Independent Non-Executive Director)
Kong June Hon (Independent Non-Executive Director)

To: The shareholders of D'nonce Technology Bhd

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

The Company had at its AGM held on 23 September 2025, obtained a shareholders' mandate for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature which are necessary for day-to-day operations and are carried out in the ordinary course of business and on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public.

The existing shareholders' mandate shall in accordance with the Listing Requirements expire at the conclusion of the forthcoming AGM unless, by a resolution passed at the meeting, the authority is renewed.

On 24 July 2026, the Company had announced its intention to seek the shareholders' approval for the Proposed Shareholders' Mandate pursuant to Paragraph 10.09 of the Listing Requirements at the forthcoming AGM.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION TO BE TABLED AT THE FORTHCOMING AGM OF THE COMPANY.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS TOGETHER WITH THE APPENDICES OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM OF THE COMPANY.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Background information of provision imposed by the Listing Requirements on Related Party Transactions

Paragraph 10.09(2), Chapter 10 of the Listing Requirements provides that the Company may seek a mandate from its shareholders for related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party(ies) than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements in relation to a listed issuer with a share capital of RM60 million and above, is as follows:
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
 - (ii) the percentage ratio of such Recurrent Related Party Transaction is 1% or morewhichever is the higher.
- (c) the circular to shareholders for the shareholders' mandate shall include the information as may be prescribed by the Exchange;
- (d) in a meeting to obtain shareholders' mandate, the interested Related Party(ies) must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) the Company must immediately announce to the Exchange when the actual value of a Recurrent Related Party Transaction entered into by the Company, exceeds the estimated value of the Recurrent Related Party Transactions disclosed in the circular to shareholders by 10% or more and must include the information as may be prescribed by the Exchange in its announcement.

Paragraph 3.1.4 of Practice Note 12 states that the shareholders' mandate is subject to annual renewal and any authority conferred by a shareholders' mandate will only continue to be in force until:-

- (a) the conclusion of the next AGM of the Company at which shareholders' mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date 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 the earlier.

Where disclosure of the aggregate value of transactions conducted pursuant to the shareholders' mandate is required to be made in the annual report, Paragraph 3.1.5 of Practice Note 12 states that the Company must provide breakdown of the aggregate value of the Recurrent Related Party Transactions made during the financial year, amongst others, based on the following information:-

- (a) the type of the Recurrent Related Party Transactions made; and
- (b) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company.

2.2 Classes of Related Party and the nature of transactions

- (a) The principal activities of D'nonce are provision of management services and investment holding.

The particulars of its subsidiary companies and their principal activities as at the LPD are as follows:-

Subsidiary Companies	Equity Interest (%)	Principal Activities
D'nonce (M) Sdn. Bhd.	100.00	Sales and distribution of advanced packaging materials, electronics products and consumables; and renting of machinery and equipment
D'nonce (K.L) Sdn. Bhd.	100.00	Sales and distribution of advanced packaging materials, electronics products and consumables
D'nonce (Kelantan) Sdn. Bhd.	55.00	Sales and distribution of advanced packaging materials, electronics products and consumables for the electronic industry
D'nonce (Johore) Sdn. Bhd.	55.00	Sales and distribution of advanced packaging materials and security products; and renting of properties
Attractive Venture Sdn. Bhd.	100.00	Design and conversion of advanced packaging materials, precision polymer engineering service, contract manufacturing of electronic components and renting of properties
Attractive Venture (KL) Sdn. Bhd.	100.00	Design and conversion of advanced packaging materials; and transportation agent
Attractive Venture (JB) Sdn. Bhd. ⁽¹⁾	82.00	Design and conversion of advanced packaging materials and distribution of electronic products
Attractive Venture Management Sdn. Bhd. (Formerly known as AV Industries Sdn. Bhd.)	100.00	Management service provider
D'nonce Properties Sdn. Bhd.	100.00	Property development
AV Plastics Sdn. Bhd.	100.00	Dormant
Richmond Technology Sdn. Bhd.	75.00	Design and conversion of advanced packaging materials
Attractive Holdings Sdn. Bhd. (Formerly known as D'nonce Energy Sdn. Bhd.)	100.00	Provide technical consultancy services which covers amongst other, energy efficiency, renewable energy, power generation and also services in respect of clean development mechanism, Investment holding; and wholesale of a variety of goods without any particular specialisation

Subsidiary Companies Equity Interest (%) Principal Activities

Integrated SCM Co., Ltd. ⁽²⁾	99.00	Wholesale of industrial chemicals
Logistic Solution Holdings Co., Ltd.	99.00	Investment holding
ISCM Technology (Thailand) Co., Ltd.	100.00	Cleanroom services and contract manufacturing of electronic components and mask
ISCM Industries (Thailand) Co., Ltd. ⁽³⁾	5	Design and conversion of advanced of packaging materials
D'nonce Singapore Pte. Ltd.	100.00	Dormant
Komark (Thailand) Company Limited	100.00	Manufacture and distribution of product labels

Indirect - held through ISCM Technology (Thailand) Co., Ltd

ISCM Industries (Thailand) Co., Ltd. ⁽³⁾	95.00	Design and conversion of advanced of packaging materials
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Indirect - held through Attractive Holdings Sdn. Bhd. (Formerly known as D'nonce Energy Sdn. Bhd.)

Pelita Emasjaya Sdn. Bhd.	55.00	Investment holding; and trading in lubricants oils
D'nonce Auto Sdn. Bhd.	100	Trading in lubricants oils

Notes

- (1) The Company has a direct interest of 60% and an indirect interest of 22% via another subsidiary, D'nonce (Johore) Sdn. Bhd.
- (2) The Company has a direct interest of 48% and an indirect interest of 51% via another subsidiary, Logistic Solution Holdings Co., Ltd.
- (3) The Company has a direct interest of 5% and an indirect interest of 95% via another subsidiary, ISCM Technology (Thailand) Co., Ltd.

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- (b) The nature of the transactions by the company within the D'nonce Group with the related parties with whom the Recurrent Related Party Transactions will be carried out are tabulated as follows:

Proposed Renewal Shareholders' Mandate

Nature of Transaction	Transacting Parties		Interested Directors and/or Major Shareholders and nature of their relationship with the related party	Estimated value approved at the last AGM held on 23 September 2025* (RM)	Actual value transacted from the last AGM held on 23 September 2025 up to the LPD (RM)	Estimated value to be transacted from the forthcoming AGM up to the next AGM (RM)
	Recipient	Provider				
Sales of packaging and labelling ⁽¹⁾	D'nonce Group	Komarkcorp Group	Mr. Roy Ho Yew Kee is an Executive Director of D'nonce and Komarkcorp Group. He has direct interest of 730,100 ordinary shares representing 0.316 % of issued share capital in Komarkcorp. Komarkcorp is the indirect major shareholder of D'nonce by virtue of its shareholding in General Label & Labelling (M) Sdn. Bhd. pursuant to Section 8 of the Act, whereby General Label & Labelling (M) Sdn. Bhd. is a major shareholder of D'nonce, holding 14.273% of issued share capital in D'nonce.	20,000,000	77,607	20,000,000

Notes

* The estimated value is calculated based on the historical data and best estimates by the management. Accordingly, the actual value of the transaction may vary from the estimated value disclosed above and subject to changes.

⁽¹⁾ The providers for the transaction are Komark International (M) Sdn. Bhd., General Label & Labelling (M) Sdn. Bhd. and General Labels & Labelling (JB) Sdn. Bhd. and the recipient is D'nonce Group.

Proposed New Shareholders' Mandate

Nature of Transaction	Transacting Parties		Interested Directors and/or Major Shareholders and nature of their relationship with the related party	Estimated value of the transaction from LPD up to the forthcoming AGM (RM)	Actual value transacted from the last AGM held on 23 September 2025 up to LPD (RM)	Estimated value from the forthcoming AGM to the next AGM* (RM)
	Recipient	Provider				
Rental of machineries and late payment interest charge ⁽¹⁾	D'nonce Group	AT Precision Tooling Sdn. Bhd.	AT Precision Tooling Sdn. Bhd. is a wholly-owned subsidiary of Erdasan Group Berhad, whom is a major shareholder of D'nonce, holding 14.61% of issued share capital in D'nonce.	211,812	635,913	1,000,000
Management fees charges ⁽²⁾	Komarkcorp Group	D'nonce Group	Mr. Roy Ho Yew Kee is an Executive Director of D'nonce and Komarkcorp Group. He has direct interest of 730,100 ordinary shares representing 0.316 % of issued share capital in Komarkcorp. Komarkcorp is the indirect major shareholder of D'nonce by virtue of its shareholding in General Label & Labelling (M) Sdn. Bhd. pursuant to Section 8 of the Act, whereby General Label & Labelling (M) Sdn. Bhd. is a major shareholder of D'nonce, holding 14.273% of issued share capital in D'nonce.	-	-	500,000
Licence fees ⁽³⁾	D'nonce Group	Komarkcorp Group		540,000	1,550,000	2,500,000
Sales of packaging and hardware ⁽⁴⁾	Komarkcorp Group	D'nonce Group		-	76,306	20,000,000
Sales of mask and variety of goods without any particular specialization ⁽⁵⁾	D'nonce Group	Komarkcorp Group		-	150,000	1,500,000
Rental of premises ⁽⁶⁾	Komarkcorp Group	D'nonce Group		-	-	660,000
Rental of machineries ⁽⁷⁾	Komarkcorp Group	D'nonce Group		-	-	1,000,000

Notes

- * The estimated value is calculated based on the historical data and best estimates by the management. Accordingly, the actual value of the transaction may vary from the estimated value disclosed above and subject to changes.
- (2), (4), (6), (7) The provider for the transactions is D'nonce Group and the recipient is Komarkcorp Group
- (3), (5) The provider for the transactions is KomarkCorp Group and the recipients is D'nonce Group
- (1) The recurring late payment interest charges are attributable to the failure of AT Precision Tooling Sdn. Bhd. to settle the rental payments on a timely basis. These interest charges have accumulated based on the long-overdue outstanding rental amounts owed by them.
- (3) The licence fees relate to the use of the Komark trade name and trademark by D'nonce Group of Companies.
- (5) The type of "goods" expected to be purchase includes protective apparels, digital printing, lamination, combination printing and etc.
- (6) Both parties are currently in the process of discussing which of the following premises are to be rented:-
- (a) 44,822 sq ft. factory space located at Lot 21, Jalan 1, Taman Cheras Jaya, 43200 Cheras, Selangor Darul Ehsan. The tenancy shall be for a period of one (1) year, with rental amount of RM20,000, payable on a monthly basis.
 - (b) 31,300 sq ft factory space located at No. 17 1/4, Jalan Air Hitam, 81400 Saleng, Senai, Johor for a period of one (1) year with rental amount of RM35,000, payable on a monthly basis.

2.3 Amount due and owing to D'nonce Group by the Related Party(ies)

As at the LPD, there is no amount due and owing to our Group by its Related Party(ies) which has exceeded credit term.

2.4 Review procedures for the RRPT

The D'nonce Group will adopt and implement the following procedures, to supplement existing management procedures for general transactions, to ensure that Recurrent Related Party Transactions are undertaken on transaction prices and on an arm's length basis and on normal commercial terms and are on terms not more favourable to the Related Parties than those generally available to the public or unrelated third parties (and which are not to the detriment of the minority shareholders of the Company).

- (a) A list of the related parties is established and circulated annually to the heads of each finance division within the Group, who shall monitor and ensure that all RRPT to be entered into by the Group are reported and forwarded to the Audit and Risk Management Committee, who then ensures that the RRPT are to be undertaken on an arm's length basis, on terms which are not more favourable to the related parties other than those generally available to the public and which are not detrimental to our minority shareholders.
- (b) The Group is made aware of the requirements to monitor, and shall put in place proper processes or systems to record and report on all RRPT for compilation and reporting to the Audit and Risk Management Committee.
- (c) Proper records are maintained at the Company and each of its subsidiaries to capture all RRPT so that all RRPT entered pursuant to the mandate will be adequately discussed.
- (d) All RRPT will be reviewed by the Audit and Risk Management Committee on a quarterly basis. In its review of such transactions, the Audit and Risk Management Committee may, as it deems fit, request for additional information from independent source(s).
- (e) The internal audit plan shall incorporate a review of Related Party Transactions to ensure that all the relevant approvals for the RRPT have been obtained.
- (f) The Audit and Risk Management Committee shall review, on an annual basis, the internal audit reports pertaining to the RRPT to ascertain that the approved procedures and guidelines to monitor the RRPT have been complied with.
- (g) The Board and Audit and Risk Management Committee have overall responsibility for determining whether the procedures and guidelines on the RRPT are appropriate and sufficient. An annual review of the RRPT procedures and guidelines will be carried out by the Audit and Risk Management Committee. During the annual review, if the Audit and Risk Management Committee is of the view that the RRPT procedures and guidelines are no longer valid or adequate to ensure that the RRPT are made on an arm's length basis on terms not more favourable to the related parties than those generally available to the public and not to the detriment of our minority shareholders, the Audit and Risk Management Committee shall have the discretion to discharge, vary, modify the existing procedures and guidelines or implement new or additional procedures and guidelines, without management's prior approval, provided that such amended, varied, modified, new or additional procedures and guidelines are no less stringent than the existing ones.
- (h) At least two (2) other contemporaneous transactions with unrelated third parties for similar products/ services and/or quantities will be used as comparison to determine whether the price and terms offered to or by the related parties are fair and reasonable and comparable to those offered to or by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.
- (i) In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the pricing of any RRPT entered into will be determined based on usual business practices and policies of the Group to ensure that the RRPT are not detrimental to the Group.

2.4 Review procedures for the RRPT (Continued...)

- (j) Although there are no specific thresholds for approval of RRPT(s) within the D'nonce Group, all RRPT(s) are subject to the approval of the appropriate levels of authority as determined by the senior management and/or the Board from time to time, subject to the provisions in the Listing Requirements and/or the Act, where applicable. Where any Director has an interest (direct or indirect) in any RRPT(s), such Director shall abstain from deliberation and decision making
- (k) In accordance with the Listing Requirements, disclosure in relation to a breakdown of the aggregate value of the RRPT entered into during the financial year based on, amongst others, the following information:
 - (i) the type of the RRPT made; and
 - (ii) the names of the related parties involved in each type of RRPT made and their relationship with the Company;will be made in the Company's annual report for the financial year during which the shareholders' mandate are in force.
- (l) Where any Director or a member of the Audit and Risk Management Committee has an interest (directly or indirectly) in any RRPT, the Director must declare his/her interest in the RRPT and abstain from participation in the decision making of the Board or Audit and Risk Management Committee on the RRPT.

Pursuant to Paragraph 10.09 of the Listing Requirements, in a general meeting to obtain the Proposed Shareholders' Mandate where it involves the interest of an interested director or major shareholder, the interested director, major shareholder or persons connected with them must not vote on the resolution in respect of the Proposed Shareholders' Mandate; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder or persons connected with them must not vote on the resolution approving the Proposed Shareholders' Mandate. An interested director or interested major shareholder must ensure that persons connected to them will abstain from voting on the resolution approving the Proposed Shareholders' Mandate.

2.5 Audit and Risk Management Committee Statement

The Audit and Risk Management Committee of the Company having reviewed the procedures mentioned in Section 2.4 above, is of the view that the Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner. It is the view of the Audit and Risk Management Committee that the review procedures are sufficient to ensure that Recurrent Related Party Transactions are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders and are in the best interest of the Group. These procedures and processes are reviewed on an annual basis.

Members of the Audit and Risk Management Committee who have interest in the recurrent related party transactions will abstain from participating in reviewing the relevant transactions.

3. RATIONALE AND BENEFITS FOR THE PROPOSED SHAREHOLDERS' MANDATE

The Recurrent Related Party Transactions as set out in Sections 2.2(b) of this Circular to be entered into by the D'nonce Group are recurring transactions of a revenue or trading nature which are necessary for its day-to-day operations and are in the ordinary course of business of the D'nonce Group.

The abovementioned transactions are likely to occur with some degree of frequency, and may arise from time to time, on an arm's length basis and on normal commercial terms and are on terms not more favourable to the Related Party(ies) than those generally available to the public or unrelated third parties (and which are not to the detriment of the minority shareholders of the Company). As it would be prudent to carry out the transactions on a timely basis, it may be impractical to seek shareholders' approval on a case-by-case basis before entering into such Related Party Transactions.

The Proposed Shareholders' Mandate is intended to facilitate the Recurrent Related Party Transactions. The obtaining of your mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential Recurrent Related Party Transactions with the Related Party arise, thereby substantially reducing administrative time and expenses in convening such meetings, without compromising the corporate objectives or the interests of minority shareholders or adversely affecting the business opportunities available to the D'nonce Group.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate are administrative in nature and are therefore not expected to have any effect on the issued and paid-up capital, major shareholders' shareholdings and any material effect on the consolidated net assets, consolidated earnings per share and consolidated gearing of D'nonce Group.

5. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The direct and/or indirect shareholdings in D'nonce of the interested directors, major shareholders and persons connected to them as at LPD are as follows:-

	No. of ordinary shares held in D'nonce			
	Direct	%	Indirect	%
Interested Director of D'nonce				
Roy Ho Yew Kee	-	-	-	-
Interested major shareholders of D'nonce				
Erdasan Group Berhad	126,855,555	14.610	-	-
General Labels & Labelling (M) Sdn. Bhd.	123,928,677	14.273	-	-
Komarkcorp Berhad	-	-	123,928,677 ⁽¹⁾	14.273

Notes

(1) Deemed interest by virtue of its shareholdings in General Labels & Labelling (M) Sdn. Bhd. pursuant to Section 8 of the Act.

Save as disclosed above, none of the other Directors and/or Major Shareholders or persons connected with a Director or Major Shareholders have any interest, directly or indirectly in the Proposed Shareholders' Mandate.

Accordingly, the interested Director, Roy Ho Yew Kee has and will continue to abstain from all deliberations and voting on matters relating to the Proposed Shareholders' Mandate at Board meetings and will abstain from voting in respect of his direct and/or indirect shareholdings in D'nonce at the forthcoming AGM on the resolution pertaining to the Proposed Shareholders' Mandate.

The interested major shareholders, namely Erdasan Group Berhad and General Label & Labelling (M) Sdn. Bhd. and Komarkcorp Berhad will abstain from voting in respect of their direct and/or indirect shareholdings in D'nonce at the forthcoming AGM on the resolution pertaining to the Proposed Shareholders' Mandate.

The above interested director and interested major shareholders have undertaken that they shall ensure that persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution, deliberating or approving the Proposed Shareholders' Mandate at the forthcoming AGM.

6. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to approval being obtained from the shareholders of D'nonce at the forthcoming 26th AGM of the Company.

7. DIRECTORS' RECOMMENDATION

The Board (save for the interested director) having considered all aspects of the Proposed Shareholders' Mandate and after careful deliberation, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and accordingly, the Board (save for the Interested Director) recommended that the shareholders of D'nonce vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

8. ANNUAL GENERAL MEETING

The notice dated 31 July 2026 convening the 26th AGM of the Company to, inter alia, consider and if thought fit, pass with or without modifications, the ordinary resolution on the Proposed Shareholders' Mandate together with the Proxy Form are set out in the Annual Report 2026 of the Company and are also available at the Company's website at <https://www.dnonce.com>. The AGM will be held Cardamom, Level 2, The Light Hotel Penang, Lebuh Tenggiri 2, Bandar Seberang Jaya, 13700 Perai, Pulau Pinang on Tuesday, 29 September 2026 at 10.30 a.m. or any adjournment thereof.

If you are unable to attend the forthcoming AGM and wish to appoint other person(s) to be your proxy(ies), please complete the Proxy Form and deposit it at the share registrar's office at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia or email to sharereg@prosec.com.my in not less than 48 hours before the time for holding the meeting or any adjournment thereof..

The completion and deposit of the Proxy Form will not preclude you from attending and voting at the 26th AGM in person should you subsequently wish to do so, in which case the Proxy Form deposited shall be deemed withdrawn and the proxy shall not be entitled to be present or vote at the said AGM. The Proxy Form should be completed strictly in accordance with the instructions contained therein.

9. FURTHER INFORMATION

Shareholders are advised to refer to Appendix I of this Circular for further information.

Yours faithfully
For and on behalf of the Board
D'NONCE TECHNOLOGY BHD

Dato' Moktar Bin Mohd Noor
Independent Non-Executive Chairman

APPENDIX I

GENERAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of D'nonce and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that after making all reasonable enquiries, to the best of their knowledge and belief, there are no material facts, the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION

As at the date of this Circular, D'nonce Group is not engaged in any material litigation, claim or arbitration either as plaintiff or defendant and the Directors of D'nonce are not aware of any proceedings pending or threatened against the Company and its subsidiary companies or of any facts likely to give rise to any proceedings which might materially or adversely affect the position or business of the D'nonce Group.

3. MATERIAL CONTRACTS

As at the LPD, D'nonce Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) for the past two (2) years preceding the date of this Circular:

4. DOCUMENTS FOR INSPECTION

Copies of the following documents will be made available for inspection during normal office hours from Monday to Friday (except public holidays) at the registered office of D'nonce at 1-10, Medan Perniagaan Pauh Jaya, Jalan Baru, 13700 Perai, Pulau Pinang from the date of this Circular up to and including the date of the forthcoming AGM:-

- (a) Constitution of D'nonce; and
- (b) The audited financial statements of D'nonce and its subsidiary companies for the past 2 financial years ended 31 March 2025 and 31 March 2026.

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