

## DYNA-MAC HOLDINGS LTD.

Company Registration No. 200305693E  
(Incorporated in the Republic of Singapore)

### NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Dyna-Mac Holdings Ltd., Corporate Office Building, 45 Gul Road, Singapore 629350 on Thursday, 25 April 2024 at 10.00 a.m. to transact the following business:-

#### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2023 together with the Independent Auditor's Report. **(Resolution 1)**
  2. To declare the First and Final Tax-exempt One-tier Dividend of 0.83 cents per share for the financial year ended 31 December 2023. **(Resolution 2)**
  3. To approve Directors' Fees of \$300,000 for the financial year ending 31 December 2024 to be paid to the Directors quarterly in arrears. **(Resolution 3)**
  4. To re-elect Mr Lim Ah Cheng who retires in accordance with Regulation 91 of the Company's Constitution and who, being eligible, offers himself for re-election. **(Resolution 4)**
  5. To re-elect Ms Lim Rui Ping who retires in accordance with Regulation 91 of the Company's Constitution and who, being eligible, offers herself for re-election. **(Resolution 5)**
- Detailed information on Directors who are proposed to be re-elected can be found on pages 37 to 40 of the 2023 Annual Report.*
6. To re-appoint Messrs Ernst & Young LLP ("**EY**") as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

#### AS SPECIAL BUSINESS

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

7. Authority to issue shares **(Resolution 7)**

"That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

  - (a) (i) issue shares of the Company ("**Shares**") (including the issue of shares and convertible securities) whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") which would or which might require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force.

PROVIDED ALWAYS THAT:

- (i) the aggregate number of Shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders must not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time of this Resolution is passed; and
  - (b) any subsequent bonus issues, consolidation or subdivision of shares;And, in paragraph (i) above and this paragraph (ii), "subsidiary holdings" has the meaning given to it in the Listing Manual of SGX-ST;
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act 1967 and the Constitution of the Company; and
- (iv) such authority shall (unless varied or revoked by the Company in the general meeting) continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next general meeting of the Company is required by law to be held, whichever is the earlier."

8. Authority to grant options and to allot and issue shares under Dyna-Mac Share Option Scheme 2021 ("**DMSOS 2021**") **(Resolution 8)**

"That authority be and is hereby given to the Directors to offer and grant options in accordance with the rules of DMSOS 2021 and pursuant to Section 161 of the Companies Act 1967 to allot and issue and/or deliver from time to time such number of fully-paid shares (including treasury shares, if any) as may be required to be issued or delivered pursuant to the exercise of options, whether granted during subsistence of this authority or otherwise, provided that the aggregate number of new shares available pursuant to the DMSOS 2021, and any share-based schemes of the Company, shall not exceed fifteen percent (15%) of the total issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time."

9. Authority to grant awards and to allot and issue shares under Dyna-Mac Share Award Scheme 2021 ("**DMSAS 2021**") **(Resolution 9)**

"That authority be and is hereby given to the Directors to grant awards in accordance with the rules of DMSAS 2021 and pursuant to Section 161 of the Companies Act 1967 to allot and issue, transfer and/or deliver from time to time such number of fully paid-up shares or pay the aggregate market price of the shares in cash in lieu of the allotment or transfer of shares, as may be required pursuant to the vesting of awards provided that the aggregate number of new shares available pursuant to the DMSAS 2021, and any other share-based schemes of the Company, shall not exceed fifteen percent (15%) of the total issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time."

10. Renewal of the mandate for interested person transactions **(Resolution 10)**

That:–

- (i) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries, its target associated companies and corporations which become the Company's subsidiaries or target associated companies (the "**Group**") or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as described in the appendix to this Notice of Annual General Meeting ("**Appendix**") with any party who is of the class of Interested Persons as described in the **Appendix** provided that such transactions are made on an arm's length basis and on normal commercial terms and in accordance with the review procedures for such Interested Person Transactions as set out in the **Appendix** (the "**IPT Mandate**");
- (ii) the approval given for the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (iii) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

11. The Proposed Adoption of the Share Purchase Mandate **(Resolution 11)**

That:–

- (a) the Directors of the Company be and are hereby authorised to make purchases of issued and fully-paid ordinary shares in the capital of the Company (the "**Shares**") from time to time (whether by way of Market Purchases (as defined in the **Appendix**) or Off-Market Purchases (as defined in the **Appendix**) of up to ten percent (10%) of the total number of issued Shares in the capital of the Company (ascertained as at the date of the passing of this resolution, unless the share capital of the Company has, at any time during the Relevant Period (as defined in the **Appendix**), been reduced in accordance with the applicable provisions of the Companies Act 1967 of Singapore, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered after such capital reduction, but always excluding any treasury shares and subsidiary holdings) at the price of up to but not exceeding the Maximum Price and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the earlier of:

- (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
- (ii) the date on which purchases or acquisitions of Shares by the Company pursuant to this share purchase mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority contained in this share purchase mandate is varied or revoked by the shareholders of the Company in a general meeting.

In this Ordinary Resolution, "Maximum Price" means the maximum price at which the Shares can be purchased pursuant to this share purchase mandate, which shall not exceed:

- (i) in the case of a Market Purchase one hundred and five percent (105%) of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty percent (120%) of the Average Closing Price,

where:

"Average Closing Price" means (i) the average of the closing market prices of the Shares over the last five (5) Market Days (as defined in the **Appendix**), on which transactions in the Shares were recorded, before the day on which the Market Purchase was made or, as the case may be, before the date of making an announcement by the Company of an offer for an Off-Market Purchase; and (ii) deemed to be adjusted for any corporate action that occurs after the relevant five-day period and the day on which the purchases are made; and

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

- (b) the Directors of the Company be and are 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 by this Resolution.

12. To transact any other business that may be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

**Liew Meng Ling**  
Company Secretary

Date: 3 April 2024  
Singapore

## Explanatory Notes on Special Business to be Transacted

- Resolution 7: Ordinary Resolution 7 if passed, will empower the Directors of the Company from the date of the Meeting until the next AGM (unless such authority is revoked or varied at a general meeting), to issue shares and/or make or grant Instruments that might require shares to be issued pursuant to such instruments, up to a limit of 50% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) with a sub-limit of 20% for issues other than on a pro rata basis, calculated as described in the Resolution.
- Resolution 8: Ordinary Resolution 8 if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant options in accordance with the rules of the DMSOS 2021 and pursuant to Section 161 of the Companies Act 1967 and to issue shares from time to time as may be required pursuant to the exercise of the options under the DMSOS 2021 provided that the aggregate number of new shares to be delivered under the DMSOS2021 and any other share-based schemes of the Company does not exceed 15% of the total issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.
- Resolution 9: Ordinary Resolution 9 if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant awards and to allot and issue, transfer and/or deliver fully paid-up shares pursuant to vesting of the awards provided that the aggregate number of new shares available pursuant to the DMSAS 2021 and any other share-based schemes of the Company shall not exceed 15% of the total issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.
- Resolution 10: Ordinary Resolution10 if passed, will allow the Company and its subsidiaries that are entities at risk, or any of them, to enter into certain Interested Person Transactions with persons who are considered "Interested Persons" (as defined in Chapter 9). Details of the terms of the mandate are set out in the Appendix accompanying the Notice of AGM.
- Resolution 11: Ordinary Resolution 11 if passed, will empower the Directors of the Company to purchase Shares by way of Market Purchases and/or Off-Market Purchases of up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings of the Company) at the time of the passing of the ordinary resolution and up to the Maximum Price.

Please refer to the Appendix to the Notice of Annual General Meeting dated 3 April 2024 for more information, including the sources of funds to be used for the purchase or acquisition of shares including the amount of financing and its impact on the Company's financial position.

### Notes:

1. The members of the Company are invited to **attend physically** at the AGM. **There will be no option for shareholders to participate virtually.** Printed copies of this Notice, the accompanying proxy form and Request Form will be sent to members by post and will be made available on the Company's website at URL <https://investor.dyna-mac.com/annual-general-meeting.html>. and on the SGXNet at <https://www.sgx.com/securities/company-announcements>. A member will need an internet browser and PDF reader to view these documents.
2. Members (including Central Provident Fund Investment Scheme members ("**CPF Investors**") and/or Supplementary Retirement Scheme investors ("**SRS Investors**")) may participate in the AGM by:
  - (a) attending the AGM in person;
  - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
  - (c) voting at the AGM
    - (i) themselves personally; or
    - (ii) through their duly appointed proxy(ies).

CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 15 April 2024**, being seven (7) working days prior to the date of the AGM.

Please bring along your NRIC/passport to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“Relevant intermediary” has the meaning ascribed to it in Section 181(6) of the Companies Act 1967.

5. A member can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory.
6. If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on each resolution in the instrument appointing the Chairman of the AGM as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
7. The Proxy Form must be submitted to the Company in the following manner:
  - (a) if sent by post, be deposited with the Polling Agent of the Company at Complete Corporate Services Pte Ltd, 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
  - (b) if submitted by email, be sent to [corporate.relations@dyna-mac.com](mailto:corporate.relations@dyna-mac.com).

in either case, by **22 April 2024, 10.00 a.m.**, being no later than seventy-two (72) hours before the time fixed for the AGM. A member who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

The instrument appointing a proxy(ies) must be signed by the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy(ies) is signed on behalf of the appointer by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

The Company shall be entitled to reject the instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument of proxy (such as in the case where the appointer submits more than one (1) instrument of proxy).

In the case of a member whose shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore Statutes), the Company may reject any instrument of proxy lodged if such member, being the appointer, is not shown to have any shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time set for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

8. Members may raise questions at the AGM or submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM. For members who would like to submit questions in advance of the AGM, they may do so by **11 April 2024, 10.00 a.m.**:
  - (a) by email to [dyna-mac-agm@complete-corp.com](mailto:dyna-mac-agm@complete-corp.com); or
  - (b) by post to Complete Corporate Services Pte Ltd 10 Anson Road, #29-07 International Plaza, Singapore 079903.

Members submitting questions are requested to state: (a) their full name; and (b) the member’s address (iii) the manner in which the member holds shares in the Company (eg., CDP, CPF, SRS and/or scrip), for verification purposes, failing which the Company shall be entitled to regard the submission as invalid. The Company will publish its responses to the substantial and relevant questions submitted by members prior to the abovementioned deadline on the Company’s website at the URL <https://investor.dyna-mac.com> and SGXNet website at the URL <https://www.sgx.com/securities/company-announcements> by **19 April 2024, 10.00 a.m.** which is at least 48 hours before the proxy form dateline.

9. For questions received after 11 April 2024, the Company will endeavour to address all substantial and relevant questions submitted by members prior to or during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will publish the responses to such questions together with the minutes of the AGM on SGXNet and the Company’s website at <https://investor.dyna-mac.com/annual-general-meeting.html> within one (1) month after the date of the AGM.
10. Members are reminded to check SGXNet for any latest updates on the status of the AGM.

11. The 2023 Annual Report and the Appendix in relation to (i) the renewal of the mandate for interested person transaction and (ii) the proposed adoption of the share purchase mandate have been published and may be accessed at the Company's website as follows:
- (i) the 2023 Annual Report may be accessed at URL <https://investor.dyna-mac.com/annual-general-meeting.html> by clicking "**Annual Report 2023**"; or
  - (ii) the Appendix dated 3 April 2024 may be accessed at the URL <https://investor.dyna-mac.com/annual-general-meeting.html> by clicking "**Appendix to Notice of AGM**".

The above documents may also be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of these documents by (a) completing and submitting the Request Form sent to them by post, or (b) sending an email to [corporate.relations@dyna-mac.com](mailto:corporate.relations@dyna-mac.com) indicating the item of their request in the subject of their email and state their full name (as per CDP, CPF, SRS and/or scrip-based records), mailing address, telephone or mobile number and the manner in which the shares are held, by **11 April 2024**.

#### **Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative to attend, speak and vote at the AGM and/or any adjournment thereof or submitting any questions prior to the AGM in accordance with this notice, 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 or service providers) for the purpose of (a) the processing and administration by the Company (or its agents) of the appointment of the proxy(ies) for the AGM (including any adjournment thereof) (b) the preparation, compilation and publication of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof) (c) in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines; and (d) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions (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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;
- (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request; and
- (iv) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the members; breach of warranty.

#### **Notice of Record Date and Dividend Payment Date**

Notice is hereby given that the Share Transfer Books and the Register of Members of the Company will be closed on 2 May 2024 at 5.00 p.m. for the preparation of dividend warrants. Duly completed transfers of ordinary shares ("Shares") received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632 up to 5.00 p.m. on 2 May 2024 will be registered to determine shareholders' entitlement to the proposed final dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with Shares as at 5.00 p.m. on 2 May 2024 will be entitled to the proposed final dividend.

The proposed dividend, if approved by members at the Annual General Meeting, will be paid on 10 May 2024.

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## REQUEST FORM

3 April 2024

Dear Shareholder/Member

We are pleased to enclose printed copies of Notice and Proxy Form for the upcoming Annual General Meeting (“**AGM**”) of Dyna-Mac Holdings Ltd. (“**DMH**”) to be held on Thursday, 25 April 2024 at 10.00 a.m.

The Annual Report for the financial year ended 31 December 2023 (“**Annual Report 2023**”) and the Appendix to Notice of AGM dated 3 April 2024 in relation to (i) the proposed renewal of the mandate for interested person transactions and (ii) the proposed adoption of the share purchase mandate (“**Appendix**”) are available on DMH’s website at <https://investor.dyna-mac.com/ar.html> from the date of this letter. You will need an internet browser and PDF reader to view these documents.

We sincerely hope that you will join our sustainability efforts and embrace e-communications. If you wish to receive printed copies of Annual Report 2023 and/or the Appendix, please complete the Request Form below and return it to us no later than 11 April 2024. Alternatively, you may email to [corporate.relations@dyna-mac.com](mailto:corporate.relations@dyna-mac.com). All previous requests for printed annual reports will be disregarded.

By completing, signing and returning the Request Form to DMH, you agree and acknowledge that we and/or our service provider may collect, use, disclose and retain your personal data, as contained in your submitted Request Form or which is otherwise collected from you and your authorised representative(s), for the purposes of processing and effecting your request.

Yours faithfully  
For and on behalf of  
Dyna-Mac Holdings Ltd.

Liew Meng Ling  
Company Secretary

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### Request Form

To: Dyna-Mac Holdings Ltd.

Please tick accordingly. Incomplete or incorrectly completed forms will not be processed.

\*I/We wish to receive printed copy of:

Annual Report 2023  Appendix

Name(s) of Shareholder(s): \_\_\_\_\_ NRIC/Passport No.: \_\_\_\_\_

The DMH shares are held by \*me/us under or through:

CDP Securities Account No. 

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CPF Investment Scheme (CPFIS) Account

Mailing Address: \_\_\_\_\_

Signature(s): \_\_\_\_\_ Date: \_\_\_\_\_

\* Delete where applicable



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AFFIX  
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**DYNA-MAC HOLDINGS LTD.**  
c/o Boardroom Corporate & Advisory Services Pte Ltd  
1 Harbourfront Avenue  
#14-07 Keppel Bay Tower  
Singapore 098632

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