NOTICE IS HEREBY GIVEN that an Annual General Meeting ("**AGM**") of Duty Free International Limited ("**Company**") will be held by way of electronic means on Tuesday, 27 June 2023 at 11:00 a.m., for the following purposes:

AS ORDINARY BUSINESS

- 1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 28 February 2023 together with the Directors' Statement and the Auditors' Report thereon. (Resolution 1)
- 2. To re-elect the following Directors of the Company who are retiring pursuant to Regulation 104 of the Constitution of the Company and being eligible, have offered themselves for re-election, as Director of the Company.
 - (a) Dato' Megat Hisham bin Megat Mahmud

(Resolution 2)

(b) Mr. Lee Sze Siang

(Resolution 3)

[See Explanatory Note (i)]

- 3. To approve the payment of Directors' fees of S\$145,000 for the financial year ended 28 February 2023 (FY2022: S\$145,000). (Resolution 4)
- 4. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration. (Resolution 5)
- 5. To transact any other ordinary business which may be properly transacted at an AGM of the Company.

AS SPECIAL BUSINESS

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

6.1 Share Issue Mandate

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

- (a) (i) allot and issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would 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 of the Company 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 Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the "Share Issue Mandate")

provided that:

(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and

subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under subparagraph (1) above, the percentage of issued Shares and Instruments shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Ordinary Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting ("AGM") of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments."

[See Explanatory Note (ii)]

(Resolution 6)

6.2 Renewal of Share Buyback Mandate

"That for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as ascertained as at the date of Annual General Meeting ("AGM") of the Company) at the price of up to but not exceeding the Maximum Price as defined in the Appendix to the Notice of AGM dated 2 June 2023 ("Appendix"), in accordance with the authority and limits of the renewed Share Buyback Mandate set out in the Appendix, and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."

[See Explanatory Note (iii)]

(Resolution 7)

BY ORDER OF THE BOARD

Thum Sook Fun Company Secretary Singapore, 2 June 2023

Explanatory Notes:

(i) Ordinary Resolution 2 and 3 in relation to the re-election of Directors

Dato' Megat Hisham bin Megat Mahmud will, upon re-election as Director of the Company, remain as an Independent Non-Executive Director, Chairman of Audit Committee and member of Remuneration Committee. The Board considers him independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").

Mr. Lee Sze Siang will, upon re-election as Director of the Company, continue to serve as Executive Director of the Company.

Detailed information on Dato' Megat Hisham bin Megat Mahmud and Mr. Lee Sze Siang (including information as set out in Rule 720(6) of the Listing Manual of the SGX-ST) can be found under sections entitled "Board of Directors" and "Additional Information on Directors seeking re-election" in the Company's Annual Report for the financial year ended 28 February 2023 ("Annual Report 2023").

(ii) The Ordinary Resolution 6 above, if passed, will empower the Directors of the Company from the date of this AGM of the Company until the date of the next AGM of the Company, or the date by which the next AGM 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 issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per cent (20%) may be issued other than on a pro rata basis to existing shareholders of the Company.

This authority will, unless revoked or varied at a general meeting, expire on the date of the next AGM of the Company or on the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(iii) The Ordinary Resolution 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to ten per cent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of passing of this Resolution.

Details of the proposed renewal of the Share Buyback Mandate, including the sources of funds to be used for the purchase or acquisition, the amount of financing (if any) and the illustrative financial effects on the Group are set out in the Appendix to the Annual Report 2023.

IMPORTANT NOTES: -

1. <u>INTRODUCTION</u>

The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 including amended, varied or supplemented from time to time. Accordingly, printed copies of the Notice of AGM will **NOT** be sent to members. Instead, the Notice of AGM will be sent to members by electronic means via publication on (i) SGX-ST's website at https://www.sgx.com/securities/company-announcements; and (ii) the Company's corporate website at https://ir.dfi.com.sg/.

Alternative arrangements relating to, among others, attendance, submission of questions and/or voting at the AGM are set out in this Notice of AGM which has been published on SGXNet and the Company's corporate website at https://ir.dfi.com.sg/.

2. CONDUCT OF AGM

To minimise physical interactions and COVID-19 transmission risks, the Company will arrange for (i) a real-time audiovisual webcast or audio-only stream which allows members to view and participate in the proceedings of the AGM contemporaneously ("Live Webcast") and (ii) real-time remote electronic voting ("Live Voting"), which allows Members to vote remotely through electronic means.

Members will NOT be allowed to attend the AGM physically in person and can ONLY participate in the AGM by:

(a) participating the proceedings of the AGM through Live Webcast via their mobile phones, tablets or computers or through a "live" audio feed via telephone. Please refer to Note 3 below for further details;

- (b) asking questions relating to the resolutions to be tabled at the AGM for approval, "live" at the AGM, by submitting their questions through the live chat function via the platform or submitting questions in advance of the AGM. Please refer to Note 4 below for further details; and
- (c) voting (i) "live" by the members or by their duly appointed proxy(ies) (other than the Chairman of the AGM); or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM. Please refer to Note 5 below for further details.

3. PARTICIPATION IN AGM PROCEEDINGS VIA LIVE WEBCAST

(a) Members who wish to attend or appoint proxy (other than Chairman of the AGM) to attend the AGM via Live Webcast are required to pre-register via https://go.lumiengage.com/dfiagm2023 by 11:00 a.m. on Saturday, 24 June 2023 to enable the Company to verify their status as members. Upon the verification, verified members/proxies will receive a confirmation email by 5:00 p.m. on Monday, 26 June 2023 on how to access the Live Webcast ("Details").

Please **DO NOT** disclose the Details to those who are not entitled to attend the AGM. Your presence via Live Webcast shall be taken as attendance at the AGM. Members/proxies who have registered by **11:00 a.m. on Saturday, 24 June 2023** but have not received the confirmation email by **5:00 p.m. on Monday, 26 June 2023**, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., by telephone at (+65) 6536 5355 during Monday to Friday, from 9:00 a.m. to 5:00 p.m. (excluding Public Holiday), or by email to <u>AGM.TeamE@boardroomlimited.com</u>. Further, if the members'/proxies' information is unable to be verified or incomplete (e.g. typo error), you will be denied to access the AGM via Live Webcast.

- (b) Investors who hold shares through Relevant Intermediary*, other than Central Provident Fund Investment Scheme ("CPF Investors") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable), who wish to participate in the AGM via Live Webcast should contact their Relevant Intermediary through which they hold shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM. The Relevant Intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to AGM.TeamE@boardroomlimited.com no later than 11:00 a.m. on Saturday, 24 June 2023.
- (c) The CPF Investors and SRS Investors who wish to participate in the AGM via Live Webcast are required to pre-register via https://go.lumiengage.com/dfiagm2023 by 11:00 a.m. on Saturday, 24 June 2023.

*A Relevant Intermediary is:-

- a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Please note that recording of the AGM in whatever form is also STRICTLY prohibited.

4. SUBMISSION OF QUESTIONS

Members/proxies (including CPF and SRS Investors) who pre-register and are verified to attend the AGM via Live Webcast may ask questions relating to the resolutions to be tabled at the AGM for approval, "live" at the AGM, by submitting their questions through the live chat function via the platform and will not be able to do so via the "live" audio feed of the AGM proceedings.

Members (including CPF and SRS Investors) who pre-register to participate the AGM via Live Webcast may also submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM. To do so, all questions must be submitted by 5:00 p.m. on Friday, 16 June 2023: -

- (a) via the pre-registration website at https://go.lumiengage.com/dfiagm2023;
- (b) in hard copy by post to the office of the Share Registrar of the Company at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (c) by email to <u>AGM.TeamE@boardroomlimited.com</u>.

When sending in your questions via email or by post, the following details is mandatory to be provided for verification purpose: -

- (i) Your full name:
- (ii) Your full NRIC / Passport / Company Number;
- (iii) Your contact number and email address: and
- (iv) The manner in which you hold shares in the Company (e.g. via CDP, CPF and/or SRS).

The Company will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received from members at least 72 hours prior to the closing date and time of the lodgement of the proxy forms via SGXNet and Company's corporate website. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them at the AGM. Where questions overlap, we may consolidate such questions and address them by topic. Consequently, some questions may not be individually address.

The minutes of AGM, including the responses to substantial and relevant questions from members addressed prior and/or during AGM, will be published on the SGXNet and the Company's corporate website within one (1) month after the conclusion of the said AGM.

5. VOTING AT THE AGM AND SUBMISSION OF PROXY FORM

Members (whether individual or corporate) who wish to exercise their voting rights at the AGM may:

- (a) (where the member is an individual) vote "live" via electronic means at the AGM;
- (b) (where the member is an individual or a corporate) appoint a proxy(ies) (other than Chairman of the AGM) to vote "live" at the AGM via electronic means at the AGM on their behalf by completing and submitting proxy form appointing a proxy(ies); or
- (c) (where the member is an individual or a corporate) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

A proxy need not be a member of the Company. The proxy form may also be accessed same as the Notice of this AGM based on Note 6.

Vote "live" at the AGM

Members who wish to vote "live" at the AGM must first pre-register themselves at the pre-registration website at the URL: https://go.lumiengage.com/dfiagm2023.

"Live" voting will be conducted during the AGM. It is important for members and proxies to have their own web-browser enabled devices ready for voting during the AGM. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities.

Members, or where applicable, their appointed proxy(ies) must access the AGM proceedings via the "live" webcast in order to vote live at the AGM and will not be able to do so via the "live" audio feed of the AGM proceedings. Instructions will be provided at the start of the AGM on how to vote.

Appointment of Proxy and Submission of proxy form

Members who wish to appoint proxy(ies) (including the Chairman of the AGM) to vote at the AGM on their behalf can either choose to submit the completed and signed proxy form by the following manners by 11:00 a.m. on Saturday, 24 June 2023, being not less than 72 hours before the time appointed for the AGM:-

- (i) If submitted by post, be deposited at the office of the Share Registrar of the Company at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (ii) If submitted electronically, via email to <u>AGM.TeamE@boardroomlimited.com</u>.

A member who wishes to submit an instrument of proxy must first **download, complete and sign** the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

Members are strongly encouraged to submit completed proxy forms electronically via email.

For Investors who hold shares through a Relevant Intermediary, including CPF Investors and/or SRS Investors (as may be applicable), who wish to appoint proxy(ies) (including the Chairman of the AGM) to vote at the AGM on their behalf, should contact their (i) Relevant Intermediary as soon as possible to specify voting instructions, (ii) CPF Agent Banks or SRS Operators through which they hold shares to submit their votes at least seven (7) working days before the AGM by **5:00 p.m. on Thursday, 15 June 2023**.

Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and the Register of Members of the Company, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members of the Company. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate held by you.

The instrument appointing proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing proxy is executed by a corporation, it must be either under its common seal or under the hand of any duly authorised officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), if required by law, be duly stamped and attached together with the proxy form, falling which the proxy form may be treated as invalid.

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register 72 hours before the time appointed for holding the AGM, as certified by the Depository to the Company.

6. ANNUAL REPORT AND OTHER DOCUMENTS

In addition, no printed copies of the Annual Report 2023, Notice of AGM, Proxy Form and Appendix in relation to the Proposed Renewal of the Share Buyback Mandate ("Annual Report and Documents") will be despatched to the members. The Annual Report and Documents are made available to members via publication on (i) SGX-ST's website at https://www.sgx.com/securities/company-announcements; and (ii) the Company's corporate website at https://ir.dfi.com.sg/.

Personal Data Privacy

"Personal data" in this notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes the member's name and its proxy's and/or representative's name, address and NRIC/Passport number. Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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, proxy 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, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iv) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. The member's personal data and the proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

Additional Information on Directors Seeking Re-election

Dato' Megat Hisham bin Megat Mahmud and Mr. Lee Sze Siang are the Directors seeking re-election at the forthcoming Annual General Meeting ("**AGM**") of the Company to be convened on Tuesday, 27 June 2023 under Ordinary Resolutions 2 and 3 as set out in the Notice of AGM dated 2 June 2023.

Pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Trading Securities Limited ("SGX-ST"), the information relating to the Directors as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST is set out below, and to be read in conjunction with their respective profiles under section entitled "Board of Directors" in the Company's Annual Report 2023 on pages 12 to 13:

Name of the Directors	Dato' Megat Hisham bin Megat Mahmud	Lee Sze Siang
Date of Appointment	9 July 2013	13 August 2010
Date of last re-appointment	27 August 2020	27 August 2020
Age	66	53
Country of principal residence	Malaysia	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the contribution, performance, attendance preparedness, participation, independency and suitability of Dato' Megat Hisham bin Megat Mahmud for re-election as director of the Company and concluded that Dato' Megat Hisham bin Megat Mahmud possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the contribution, performance, attendance preparedness, participation, and suitability of Mr. Lee Sze Siang for reelection as director of the Company and concluded that Mr. Lee Sze Siang possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Executive, Mr. Lee Sze Siang is tasked with executing strategic business directions set by the Board and overseeing the operations and business development of the Group, including the Group's financial management and corporate services function.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Director, Chairman of Audit Committee and member of Remuneration Committee	Executive Director
Professional qualifications	Please refer to the respective Director's profiles on pages 12 to 13	
Working experience and occupation(s) during the past 10 years		
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil

Name of the Directors	Dato' Megat Hisham bin Megat Mahmud	Lee Sze Siang	
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil	
Conflict of interest (including any competing business)	Nil	Nil	
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	
Other Principal Commitments including Directorships			
Past (for the past 5 years)	Nil	Nil	
Present	Nil	Atlan Holdings BhdDFZ Capital Sdn BhdBrand Connect Holding Pte. Ltd.	
Information required under items (a) to (k) of Appendix 7.4.1 of Mainboard Listing Rules	There is no change to the responses previously disclosed by Dato' Megat Hisham bin Megat Mahmud under the items (a) to (k) of Appendix 7.4.1 of Mainboard Listing Rules which were all "No". The Appendix 7.4.1 information is respect of Dato' Megat Hisham bin Megat Mahmud as Director was announced via Annual Report 2020 which published to SGXNet on 4 August 2020.	There is no change to the responses previously disclosed by Mr. Lee Sze Siang under the items (a) to (k) of Appendix 7.4.1 of Mainboard Listing Rules which were all "No". The Appendix 7.4.1 information is respect of Mr. Lee Sze Siang as Director was announced via Annual Report 2020 which published to SGXNet on 4 August 2020.	