

NOTICE OF ANNUAL GENERAL MEETING

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, 29 June 2021 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 2021 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’ Sri Adam Sani bin Abdullah **(Resolution 2)**
 - (b) Mr Chew Soo Lin **(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 2021 (FY2020: 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 properly be transacted at an AGM.

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 **Approval for the continued appointment of Mr Chew Soo Lin as an Independent Director of the Company**
 - (i) Approval for the continued appointment of Mr Chew Soo Lin, as an Independent Director, for the purpose of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) by all shareholders

“That, subject to and contingent upon the passing of Resolution 3 by shareholders of the Company by appointing the Chairman of the AGM as proxy to vote at the AGM and the passing of Resolution 7 by shareholders of the Company by appointing the Chairman of the AGM as proxy to vote at the AGM, excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST): -

 - (a) the continued appointment of Mr Chew Soo Lin, as an Independent Director, for the purpose of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
 - (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Chew Soo Lin as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.”[See Explanatory Note (ii)] **(Resolution 6)**
 - (ii) Approval for the continued appointment of Mr Chew Soo Lin, as an Independent Director, for the purpose of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST by all shareholders, excluding the Directors and the Chief Executive Officer of the Company and their respective associates

“That, subject to and contingent upon the passing of Resolution 3: -

 - (a) the continued appointment of Mr Chew Soo Lin, as an Independent Director, for the purpose of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
(i) the retirement or resignation of Mr Chew Soo Lin as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution,

provided that this Resolution shall only be proposed and voted upon if Resolution 6 is passed by shareholders of the Company by appointing the Chairman of the AGM as proxy to vote at the AGM.”

[See Explanatory Note (ii)]

(Resolution 7)

In compliance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST), shall abstain from voting on Resolution 7.

6.2 Approval for the continued appointment of General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired) as an Independent Director of the Company

- (i) Approval for the continued appointment of General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired), as an Independent Director, for the purpose of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST by all shareholders

“That, subject to and contingent upon the passing of Resolution 9 by shareholders of the Company by appointing the Chairman of the AGM as proxy to vote at the AGM, excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST): -

- (a) the continued appointment of General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired), as an Independent Director, for the purpose of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
(i) the retirement or resignation of General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired) as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.”

[See Explanatory Note (ii)]

(Resolution 8)

- (ii) Approval for the continued appointment of General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired), as an Independent Director, for the purpose of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST by all shareholders, excluding the Directors and the Chief Executive Officer of the Company and their respective associates

“That, subject to and contingent upon the passing of Resolution 8: -

- (a) the continued appointment of General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired), as an Independent Director, for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
(i) the retirement or resignation of General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired) as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.”

[See Explanatory Note (ii)]

(Resolution 9)

In compliance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST), shall abstain from voting on Resolution 9.

NOTICE OF ANNUAL GENERAL MEETING

6.3 Share Issue Mandate

“That pursuant to Section 161 of the Companies Act, Chapter 50 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 (iii)]

(Resolution 10)

NOTICE OF ANNUAL GENERAL MEETING

6.4 Renewal of Share Buyback Mandate

“That for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 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 7 June 2021 (“**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 (iv)]

(Resolution 11)

BY ORDER OF THE BOARD

Thum Sook Fun
Company Secretary
Singapore, 7 June 2021

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

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

Dato' Sri Adam Sani bin Abdullah will, upon re-election as Director of the Company, continue to serve as Non-Executive Chairman and remains as a member of the Nominating Committee and the Remuneration Committee.

Mr Chew Soo Lin will, upon re-election as Director of the Company, continue to serve as Independent Director and remains as a member of the Audit Committee and the Nominating Committee. The Board considers him independent for the purposes of Rule 704(8) of the Listing Manual of the the Singapore Exchange Securities Trading Limited (“SGX-ST”).

The detailed information of the above Directors (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 and/or continued appointment as Independent Director**” in the Company’s Annual Report 2021.

(ii) Ordinary Resolution 6, 7, 8 and 9 in relation to the continued appointment of Independent Directors

The proposed ordinary resolutions under item 6.1 and 6.2 above are proposed in anticipation of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022.

With effect from 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual of SGX-ST will provide that a Director will not be independent if he has been a Director for an aggregate period of more than 9 years and his continued appointment as an independent Director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders excluding the Directors and the Chief Executive Officer of the Company, and their respective associates.

Pursuant thereto and notwithstanding Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST has yet to take effect, to ensure that the independence designation of a director who has served for more than 9 years, as at and from 1 January 2022, is not affected, the Company is seeking to obtain shareholders’ approvals for the continued appointment of Mr Chew Soo Lin and General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired) via a Two-Tier Voting process as Independent Directors, as Mr Chew Soo Lin and General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired) have served for more than 9 years on the Board of the Company.

Ordinary Resolution 6, 7, 8 and 9, if passed, will remain in force until the earlier of the following (i) the retirement or resignation of the said Independent Director; or (ii) the conclusion of the third AGM of the Company following the passing of such resolutions.

Mr Chew Soo Lin is an Independent Director of the Company, member of the Audit Committee and the Nominating Committee. Upon the passing of Resolutions 6 and 7 for his continued appointment as an Independent Director, he will continue in the aforementioned capacities.

General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired) is the Lead Independent Director of the Company, the Chairman of the Nominating Committee and the Remuneration Committee, as well as a member of the Audit Committee. Upon passing of Resolutions 8 and 9 for his continued appointment as an Independent Director, he will continue in the aforementioned capacities.

The detailed information of the above Directors (including information as set out in Rule 720(6) of the SGX-ST Listing Manual) can be found under sections entitled “**Board of Directors**” and “**Additional Information on Directors seeking re-election and/or continued appointment as Independent Director**” in the Company’s Annual Report 2021.

The Nominating Committee and the Board have evaluated the participation of Mr Chew Soo Lin and General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired) at the Board and Board Committees’ meetings and determined that they remain objective and independent minded in Board deliberations. Their vast experience enables them to provide the Board and the various Board Committees on which they serve, with pertinent experience and competence to facilitate sound decision-making and that their length of service does not in any way interfere with their exercise of independent judgment nor hinder their ability to act in the best interests of the Company. Additionally, Mr Chew Soo Lin and General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired) fulfil the definition of independent directors of the Listing Manual of the SGX-ST and the Code of Corporate Governance 2018. More importantly, the Board trust that Mr Chew Soo Lin and General Tan Sri Dato’ Seri Mohd Azumi bin Mohamed (Retired) are able to continue to discharge their duties independently with integrity and competency.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) The Ordinary Resolution 10 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.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- (iv) The Ordinary Resolution 11 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 at the Maximum Price as defined in the Appendix. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Group and the Company for the financial year ended 28 February 2021 are set out in greater detail in the Appendix.

IMPORTANT NOTES:-

1. INTRODUCTION

The Annual General Meeting (“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. 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 in advance and/or voting by proxy 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

- 2.1 Due to current COVID-19 situation in Singapore, member will **NOT** be able to attend the AGM in person. Members may participate in the AGM by:

- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (b) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM; and
- (c) submitting questions prior to the AGM.

To do so, please read the following steps carefully:-

2.1.1 Pre-Registration of Attendance to attend the AGM via live audio-visual webcast or live audio-only stream

Members who wish to attend the AGM via live audio-visual webcast or live audio-only stream are required to pre-register via <https://bit.ly/DFI2021AGM> by **11:00 a.m. on Saturday, 26 June 2021** to enable the Company to verify their status as Members. Upon the verification, verified Members will receive a confirmation email by **12:00 p.m. on Monday, 28 June 2021** which include user ID and password details (“Details”) as well as the link to access the live audio-visual webcast and live audio-only stream.

Please **DO NOT** disclose Details to those who are not entitled to attend the AGM. Your presence via live audio-visual webcast shall be taken as attendance at the AGM. Members who have registered by **11:00 a.m. on Saturday, 26 June 2021** but have not received the confirmation email by **12:00 p.m. on Monday, 28 June 2021**, 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 AGM.TeamE@boardroomlimited.com. Further, if the members’ information is unable to be verified (e.g. typo error), you will be denied to access the AGM via live audio-visual webcast or live audio-only stream.

NOTICE OF ANNUAL GENERAL MEETING

Investors who hold shares through Relevant Intermediary*, except for 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 audio-visual webcast or live audio-only stream 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, 26 June 2021**.

The CPF Investors and SRS Investors who wish to participate in the AGM via live audio-visual webcast or live audio-only stream are required to pre-register via <https://bit.ly/DFI2021AGM> by **11:00 a.m. on Saturday, 26 June 2021**.

*A Relevant Intermediary is:-

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore 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, Chapter 289 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, 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.

2.1.2 *Voting by Proxy*

Members will NOT be able to vote through live audio-visual webcast and live audio-only stream.

Members (whether individual or corporate) who wish to vote must submit their proxy forms in advance and appoint “**Chairman of the AGM**” as their proxy by giving the specific instruction to vote. The Chairman of the AGM as 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 1.

Member can either choose to submit the completed and signed proxy form by the following manners by **11:00 a.m. on Saturday, 26 June 2021**, 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 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
- (ii) If submitted electronically, via email to AGM.TeamE@boardroomlimited.com.

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.

For investors who hold shares through a Relevant Intermediary*, including CPF Investors and/or SRS Investors (as may be applicable), who wish to appoint the Chairman of the AGM as proxy, 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, 17 June 2021**.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

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, Chapter 289), 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.

NOTICE OF ANNUAL GENERAL MEETING

The instrument appointing Chairman as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing Chairman as 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 to be deposited based on the above item 2.1.2 (i) or (ii), failing 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.

2.1.3 *Submission of Questions*

Members will not be able to ask question at the AGM during the live audio-visual webcast or live audio-only stream, and therefore, it is important for members to pre-register and pre-submit their questions in advance of the AGM.

A member who pre-registers to participate the AGM via live audio-visual webcast or live audio-only stream may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by **11:00 a.m. on Saturday, 26 June 2021**: -

- (a) via the pre-registration website at <https://bit.ly/DFI2021AGM> ;
- (b) in hard copy by post to the office of the Share Registrar of the Company at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
- (c) by email to AGM.TeamE@boardroomlimited.com.

When sending in your questions via item 2.1.3 (b) and (c), please also provide us with the following details:-

- (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, CPS and/or SRS).

The Company will endeavour to address the substantial and relevant questions from members during the AGM or publish the Company's responses to such questions on the SGXNet and the Company's corporate website prior to the AGM.

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.

3. **ANNUAL REPORT AND OTHER DOCUMENTS**

3.1 In line with the provisions under the Order, no printed copies of the Annual Report 2021, Notice of AGM, accompanying proxy form and as well as Appendix in relation to the Proposed Renewal of the Share Buyback Mandate will be despatched to the members.

3.2 The following 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/> :-

- (a) Annual Report 2021;
- (b) Notice of AGM;
- (c) Appendix in relation to the Proposed Renewal of the Share Buyback Mandate; and
- (d) Proxy form in relation to the AGM.

As the COVID-19 situation is still evolving, the Company will closely monitor the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the AGM. Any material developments will be announced on the SGXNet and members are advised to check the SGXNet regularly for updates on the AGM and/or material developments.

NOTICE OF ANNUAL GENERAL MEETING

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.

NOTICE OF ANNUAL GENERAL MEETING

Additional Information on Directors Seeking Re-election and/or Continued Appointment as Independent Director

Dato' Sri Adam Sani bin Abdullah, Mr Chew Soo Lin and General Tan Sri Dato' Seri Mohd Azumi bin Mohamed (Retired) are the Directors seeking re-election and/or continued appointment as Independent Director at the forthcoming AGM of the Company to be convened on Tuesday, 29 June 2021 under Ordinary Resolutions 2, 3, 6, 7, 8 and 9 as set out in the Notice of AGM dated 7 June 2021.

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 2021 on pages 12 and 13:

Name of the Directors	Dato' Sri Adam Sani bin Abdullah	Chew Soo Lin	General Tan Sri Dato' Seri Mohd Azumi bin Mohamed (Retired)
Date of Appointment	7 January 2011	26 August 2011	7 January 2011
Date of last re-appointment	28 June 2018	28 June 2018	20 June 2019
Age	65	73	73
Country of principal residence	Malaysia	Singapore	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 and suitability of Dato' Sri Adam Sani bin Abdullah for re-election as director of the Company and concluded that Dato' Sri Adam Sani bin Abdullah 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, independency and suitability of Mr Chew Soo Lin for re-election and continued appointment as independent director of the Company and concluded that Mr Chew Soo Lin 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, independency and suitability of General Tan Sri Dato' Seri Mohd Azumi bin Mohamed (Retired) for continued appointment as independent director of the Company and concluded that General Tan Sri Dato' Seri Mohd Azumi bin Mohamed (Retired) 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	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Chairman, Member of Nominating Committee and Remuneration Committee	Independent Director, Member of Audit Committee and Nominating Committee	Lead Independent Director, Chairman of Nominating Committee and Remuneration Committee, Member of Audit Committee

NOTICE OF ANNUAL GENERAL MEETING

Name of the Directors	Dato' Sri Adam Sani bin Abdullah	Chew Soo Lin	General Tan Sri Dato' Seri Mohd Azumi bin Mohamed (Retired)
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	Please refer to the respective Director's profiles on pages 12 to 13		
Shareholding interest in the listed issuer and its subsidiaries	Deemed interest in 905,028,113 shares in the Company held by Atlan Holdings Bhd. through Chesterfield Trust Company Limited as Trustees of The Lim Family Trust by virtue of himself as the settlor, initial protector and a primary beneficiary of The Lim Family Trust.	Direct interest in 2,669,399 shares in the Company and deemed interest in 133,000 shares held by his mother, Chong Sai Noi @ Chong Mew Leng.	Nil
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	Nil
Conflict of interest (including any competing business)	Nil	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	Yes
Other Principal Commitments including Directorships			
Past (for the past 5 years)	Nil	Nil	Nil
Present	<ul style="list-style-type: none"> • Atlan Holdings Bhd. • Distinct Continent Sdn Bhd • United Industries Holdings Sdn Bhd • Yayasan Harmoni (Charity Foundation) • Alpretz Capital Sdn Bhd • Seven Wonders of the World Sdn. Bhd. 	<ul style="list-style-type: none"> • Khong Guan Limited • Asia-Pacific Strategic Investment Ltd (formerly known as China Real Estate Grp Ltd) • MTQ Corporation Limited • Kim Hin Joo (Malaysia) Berhad 	<ul style="list-style-type: none"> • Cyber Security Malaysia • Desatera Sdn Bhd • DMIA (M) Sdn Bhd • Senawang Tech Park Sdn Bhd • Megarich Land (M) Sdn Bhd • Lotus Terrain Sdn Bhd • Paradigma Berkat Sdn Bhd • Guocera Tile Industries (Meru) Sdn Bhd

NOTICE OF
ANNUAL GENERAL MEETING

Name of the Directors	Dato' Sri Adam Sani bin Abdullah	Chew Soo Lin	General Tan Sri Dato' Seri Mohd Azumi bin Mohamed (Retired)
Information required			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No

NOTICE OF
ANNUAL GENERAL MEETING

Name of the Directors	Dato' Sri Adam Sani bin Abdullah	Chew Soo Lin	General Tan Sri Dato' Seri Mohd Azumi bin Mohamed (Retired)
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No

NOTICE OF
ANNUAL GENERAL MEETING

Name of the Directors	Dato' Sri Adam Sani bin Abdullah	Chew Soo Lin	General Tan Sri Dato' Seri Mohd Azumi bin Mohamed (Retired)	
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—				
	(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No
	(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
	(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
	(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No	No	No
	in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?			

NOTICE OF
ANNUAL GENERAL MEETING

Name of the Directors	Dato' Sri Adam Sani bin Abdullah	Chew Soo Lin	General Tan Sri Dato' Seri Mohd Azumi bin Mohamed (Retired)
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No