



NOTICE OF 12TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 12th Annual General Meeting of the Company will be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur, on Thursday, 14 September 2017 at 10.00 am for the following purposes:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2017 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note)
2. To approve payment of Directors' Fees amounting to RM408,000 for the financial year ended 31 March 2017. Resolution 1
3. To approve the payment of Directors' Fees and benefits of up to RM660,000 for the period from 1 April 2017 until the conclusion of the next Annual General Meeting (AGM) of the Company. Resolution 2
4. To re-elect the following Directors retiring pursuant to Article 111 of the Company's Articles of Association and being eligible, offered themselves for re-election:
 - (a) Lau Chi Chiang Resolution 3
 - (b) Mah Yong Sun Resolution 4

Lau Chi Chiang who was appointed as Director of the Company on 6 March 2012 and shall retire in accordance with Article 111 has expressed his intention not to seek re-election. Hence, he will retain office until the close of 12th AGM of the Company.
5. To re-appoint Messrs BDO as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 5

AS SPECIAL BUSINESS:

6. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 Resolution 6

"THAT subject always to the Companies Act, 2016 and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act, 2016 to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad (Bursa Securities) and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

7. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE Resolution 7

"THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into recurrent related party transactions from time to time with Related Parties who may be a Director, a major shareholder of the Company and/or its subsidiaries or a person connected with such a Director or major shareholder, as specified in section 2.3 of the Statement/Circular to Shareholders dated 31 July 2017 subject to the following:-

- i) the transactions are of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries and are transacted on terms consistent or comparable with market or normal trade practices and/or based on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
- ii) disclosure is made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to the shareholders' mandate in accordance with the ACE Market Listing Requirements of Bursa Securities;

THAT the mandate given by the shareholders of the Company shall only continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (the Act) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and carry out such acts and actions as they may consider expedient or necessary to give effect to the shareholders' mandate."

8. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES Resolution 8

"THAT, subject to the provisions of the Companies Act, 2016 (Act), the Articles of Association of the Company, Chapter 12 of the ACE Market Listing Requirements of Bursa Securities and any prevailing laws, orders, requirements, rules and regulations, guidelines issued by the relevant authorities at the time of purchase, the Company be and is hereby authorised to allocate an amount not exceeding the total audited retained profits of the Company for the purpose of purchasing such amount of ordinary shares (DGSB Shares) in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at the time of purchase (Proposed Renewal of Share Buy-Back Authority);

AND THAT the Directors of the Company be and are hereby authorised to decide in their absolute discretion to deal with any DGSB Shares purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority, whereby the DGSB Shares purchased may be dealt with in the following manner:-

- (i) cancelled; or
- (ii) retained as treasury shares for distribution as dividend and/or resold on Bursa Securities and/or cancelled subsequently; or
- (iii) partly retained and partly cancelled; or
- (iv) such other manner as may be permitted by the Act; or

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Renewal of Share Buy-Back Authority immediately upon the passing of this resolution, which shall continue to be in force until:

- (i) the conclusion of the next AGM of DGSB at which the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority is passed, at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of DGSB in a general meeting,

whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to carry out all such acts and actions as the Directors of the Company deem fit and expedient in the best interests of the Company and to give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."

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

By Order of the Board

PHANG AI TEE [MAICSA No. 7013346]

Company Secretary

Kuala Lumpur

31 July 2017

NOTES:

- i) A member entitled to attend and vote at the meeting may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation.
- ii) A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting and where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holdings to be represented by each proxy.
- iii) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus Account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (SICDA) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- iv) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of the attorney.
- v) The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Registered Office of the Company at 16th Floor, KH Tower, 8 Lorong P. Ramlee, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding of the meeting or adjourned meeting.
- vi) Only members whose names appears in the Record of Depositors on 6 September 2017 shall be entitled to attend, speak and vote at this meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.
- vii) The resolutions set out in the Notice of 12th Annual General Meeting (AGM) will be put to vote by poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities.

EXPLANATORY NOTES:

- Agenda 1 Audited Financial Statements for the financial year ended (FYE) 31 March 2017**
The audited financial statements are for discussion only under Agenda 1 as they do not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, they will not be put for voting.
- Resolution 1 Directors' Fees**
Resolution 2 Directors' Fees and benefits
Section 230 of the Companies Act, 2016 which came into effect on 31 January 2017, provides among others, that the fee of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.
The proposed Resolution 1, if passed, will authorise the payment of Directors' Fees in respect of financial year ended 31 March 2017 amounting to RM408,000. (2016: RM408,000)
The proposed Resolution 2, if passed, will authorise the payment of Directors' Fees on quarterly basis in arrears and benefits comprises meeting attendance allowance payable to the Directors for current financial year ending 31 March 2018 until the conclusion of the next AGM of the Company. This authority, unless revoked or varied by the Company in a general meeting will expire as the conclusion of the next AGM of the Company.
The total estimated amount of benefits payable is calculated based on the number of scheduled Board and Board Committees' meeting and the composition of Board and Board Committee remained unchanged. Additional one (1) meeting was provided for each of the Board and Board Committees in the event there are any emergency matters which required meetings to be held for such purposes.
The Board is of the view that it is just and equitable for these Directors' Fees and benefits to be paid quarterly and as and when incurred respectively, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the said period.
- Resolution 6 Authority to Allot Shares**
For Resolution 6, further information in relation to the general mandate for issue of securities is set out in the Statement Accompanying Notice of 12th AGM.
- Resolution 7 Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Renewal and New RRPT)**
Further information on the Proposed Renewal is set out in Part B of the Statement/Circular to Shareholders dated 31 July 2017 which is dispatched together with the Company's Annual Report 2017.
- Resolution 8 Proposed Renewal of Authority for the Company to Purchase Its Own Shares (Proposed Renewal of Share Buy-Back Authority)**
Further information on the Proposed Renewal of Share Buy-Back Authority is set out in Part A of the Statement/Circular to shareholders dated 31 July 2017 which is dispatched together with the Company's Annual Report 2017.