



DAMANSARA
REALTY BERHAD (4030-D)

DAMANSARA REALTY BERHAD

(Company No. 4030-D)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Damansara Realty Berhad ("DBhd" or "Company") will be held at Crystal Hall, Level 7, Holiday Villa Johor Bahru City Centre, 260 Jalan Dato' Sulaiman, Taman Abad, 80250 Johor Bahru, Johor on 8 November 2017 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 154,685,630 FREE WARRANTS IN DBHD ("WARRANTS") ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES IN DBHD ("DBHD SHARES") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF WARRANTS")

"**THAT**, subject to the approval of all relevant authorities, approval be and is hereby given to the Company to issue up to 154,685,630 Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on the Entitlement Date ("**Entitled Shareholders**"), on the basis of one (1) Warrant for every two (2) existing DBhd Shares held in the Company on the Entitlement Date;

THAT approval be and is hereby given to the Board of Directors of the Company ("**Board**") to allot and issue new DBhd Shares pursuant to the exercise of the Warrants;

THAT the Board be and is hereby authorised to enter into and execute the deed poll constituting the Warrants ("**Deed Poll**") with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the terms and conditions of the Deed Poll;

THAT the Board be and is hereby authorised to allot and issue such appropriate number of Warrants in accordance with the provisions of the Deed Poll, including any additional Warrants as may be required or permitted to be issued as consequences of any adjustments in accordance with the provisions in the Deed Poll ("**Additional Warrants**");

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new DBhd Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new DBhd Shares arising from the exercise of subscription rights represented by the Additional Warrants;

THAT fractional entitlements of the Warrants arising from the Proposed Bonus Issue of Warrants, if any, will be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient in the best interest of the Company;

THAT the new DBhd Shares to be issued upon exercise of the Warrants and/or the Additional Warrants shall, upon allotment and issuance rank *pari passu* in all respects with the existing DBhd Shares, save and except that the new DBhd Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid which the entitlement date precedes the date of allotment and issuance of the new DBhd Shares to be allotted and issued pursuant to the exercise of the Warrants;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF REDEEMABLE CONVERTIBLE NOTES WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO RM150.0 MILLION CONVERTIBLE INTO A MAXIMUM OF 300,000,000 CONVERSION SHARES AT THE MINIMUM CONVERSION PRICE OF RM0.50 PER SHARE ("PROPOSED NOTES ISSUE")

"**THAT**, subject to the approval of all relevant authorities, approval be and is hereby given to the Company to:

- (i) issue up to RM150.0 million nominal value of Notes, convertible into new DBhd Shares at a conversion price to be determined in accordance with the terms and conditions of the Notes; and
- (ii) allot and issue such number of new DBhd Shares pursuant to the conversion of the Notes, from time to time during the tenure of the Notes, credited as fully paid-up, to or to the order of the Notes in accordance with the terms and conditions of the Notes;

THAT such new DBhd Shares to be issued arising from the conversion of the Notes, shall, upon allotment and issue, be listed on the Main Market of Bursa Malaysia Securities Berhad and rank *pari passu* in all respects with the then existing DBhd Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the relevant date of allotment of the new DBhd Shares;

AND THAT the Board be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to do all acts and things, as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Notes Issue with full powers to sign and execute all documents, make applications to authorities and regulatory bodies for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by the relevant authorities and to do all such acts and things in any manner as they may deem necessary or expedient and/or appropriate to implement, finalise and give full effect to the Proposed Notes Issue."

By Order of the Board

WAN RAZMAH BINTI WAN ABD RAHMAN (MAICSA 7021383)

Company Secretary
Kuala Lumpur
16 October 2017

NOTES:

- (i) In respect of deposited securities, only members whose names appear in the Record of Depositors as at 1 November 2017 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- (ii) A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may, but need not, be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- (iii) A member shall be entitled to appoint more than one proxy to attend and vote at the same meeting. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- (iv) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. In such instance, the member shall specify the securities account number for each appointment.
- (v) Where a member of the Company is an exempt authorised nominee as defined under the SICDA 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 authorized nominee may appoint in respect to the omnibus account.
- (vi) The instrument appointing a proxy or proxies 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 seal or under the hand of an officer or attorney duly authorised.
- (vii) The instrument appointing a proxy or proxies must be deposited at DBhd's Share Registrar's Office at Tricor Investor Services Sdn Bhd of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or at any adjournment thereof.