



destiniberhad

DESTINI BERHAD

(Company No. 633265- K)
(Incorporated in Malaysia)

NOTICE OF NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth (9th) Annual General Meeting of Destini Berhad ("Destini" or "the Company") will be held at Garuda 1 & 2, Glenmarie Golf & Country Club, No.3, Jalan Usahawan U1/8, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 15 May 2013, at 9.30 a.m. for the purpose of transacting the following businesses:

AGENDA

1.	To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon.	(Ordinary Resolution 1)
2.	To re-elect the following directors who shall retire pursuant to Article 86 of the Company's Articles of Association :	
	i) Dato' Rozabil @ Rozamujib Bin Abdul Rahman	(Ordinary Resolution 2)
	ii) Dato' Abdul Aziz Bin Haji Sheikh Fadzir	(Ordinary Resolution 3)
3.	To re-elect the following directors who shall retire pursuant to Article 93 of the Company's Articles of Association :	
	i) Professor Datin Dr Suzana Bt Sulaiman @ Mohd Suleiman	(Ordinary Resolution 4)
	ii) Dato' Che Sulaiman Bin Shapie	(Ordinary Resolution 5)
4.	To re-appoint Messrs. UHY as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	(Ordinary Resolution 6)
	As Special Business: To consider and, if thought fit, to pass the following resolutions:	
5.	Authority To Directors To Allot And Issue Shares "THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed 10% of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies having been obtained for such allotment and issue."	(Ordinary Resolution 7)
6.	To transact any other business of the Company for which due notice shall have been given.	

BY ORDER OF THE BOARD

Tan Tong Lang (MAICSA 7045482)
Chong Voon Wah (MAICSA 7055003)
Company Secretaries
Kuala Lumpur
Date: 23 April 2013

Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/ her stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/ she specifies the proportions of his/ her shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/ her attorney duly authorised in writing, or if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Registrar's office at 149, Jalan Aminuddin Baki, Taman Tun Dr. Ismail, 60000 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjourned meeting, as the case may be.
- For the purpose of determining a member who shall be entitled to attend the Ninth (9th) Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 8 May 2013. Only members whose name appears on the Record of Depositors as at 8 May 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

Explanatory Notes on Special Business

Ordinary Resolution 7: Authority to Directors to Allot and Issue Shares

The Proposed Ordinary Resolution 7, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.

On 10 January 2013, the Company had issued 33,000,000 new ordinary shares of RM0.10 each in the Company at an issue price of RM0.30 per share by way of private placement ("Private Placement") pursuant to the General Mandate granted to the Directors at the Eighth (8th) Annual General Meeting held on 28 June 2012 and which will lapse at the conclusion of the Ninth (9th) Annual General Meeting. The proceeds amounting to RM9,900,000.00 arising from the Private Placement is mainly for funding Destini Group's future business expansion plans.