



# D.B.E. GURNEY RESOURCES BERHAD

(Company No. 535763-A)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twelfth (12th) Annual General Meeting of D.B.E. Gurney Resources Berhad will be held at Intan 1, The Orient Star Resort Lumut, Lot 203 & 366 Jalan Iskandar Shah, 32200 Lumut, Perak Darul Ridzuan on Friday, 28 June 2013 at 11.30 a.m. for the following purposes:-

### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **(Please refer to Additional Explanatory Note)**
- To approve the payment of Directors' Fees of RM90,000 for the financial year ended 31 December 2012. **(Ordinary Resolution 1)**
- To re-elect the following Directors who retire in accordance with Article 84 of the Company's Articles of Association:
  - Dato' Ting Heng Peng **(Ordinary Resolution 2)**
  - Fong Weng Keong **(Ordinary Resolution 3)**
- To re-elect YM Ungku A Razak bin Ungku A Rahman who retires in accordance with Article 91 of the Company's Articles of Association. **(Ordinary Resolution 4)**
- To re-appoint Messrs. Kreston John & Gan as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

### SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

#### Ordinary Resolutions

- Renewal of Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965** **(Ordinary Resolution 6)**

"That subject always to the Companies Act, 1965, Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue new shares in the Company at any time, 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 new shares to be issued does not exceed 10% of the total issued share capital of the Company for the time being, and such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- Retention as Independent Director** **(Ordinary Resolution 7)**

"THAT, subject to the passing of Ordinary Resolution 2, approval be and is hereby given to Dato' Ting Heng Peng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to be retained as an Independent Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012."
- Retention as Independent Director** **(Ordinary Resolution 8)**

"THAT, subject to the passing of Ordinary Resolution 3, approval be and is hereby given to Mr. Fong Weng Keong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to be retained as an Independent Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

**JESSLYN ONG BEE FANG (MAICSA 7020672)**

**ERIC TOH CHEE SEONG (LS 0005656)**

Company Secretaries

Penang

6 June 2013

#### NOTES :

- A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies who may but need not be a member/members of the Company to attend and vote in his/her stead.
- Where a member appoints two or more proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorized in writing.
- 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 Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
- The instrument appointing a proxy must be deposited at the Registered Office at No. 88-3-27, Sri Wonder Complex, Lintang Sungai Pinang, 10150 Penang not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 60 of the Company's Articles of Association and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 21 June 2013 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.
- Explanatory Note on Special Business:

#### **Ordinary Resolution 6 - Renewal of Authority to Issue Shares Pursuant To Section 132D of the Companies Act, 1965**

The existing general mandate for the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 was approved by the shareholders of the Company at the 11th Annual General Meeting held on 29 June 2012. The Company did not issue any new shares pursuant to this general mandate as at the date of this notice.

The Company is continually looking for opportunities to broaden the operating base and earnings potential of the Company. This may require the issue of new shares not exceeding ten percent (10%) of the issued and paid-up share capital of the Company for the time being.

The proposed Ordinary Resolution 6 would enable the Directors to avoid delay and cost of convening further general meetings to approve the issue of such shares for such purposes. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. The renewal of this mandate will provide flexibility to the Company for any potential fund raising activities, including but not limited to placement of shares, for purpose of funding future investments, working capital and/or any acquisition.

#### **Ordinary Resolutions 7 & 8 - Retention as Independent Directors**

The proposed Ordinary Resolutions 7 and 8 if passed, will enable Dato' Ting Heng Peng and Mr. Fong Weng Keong to continue to act as Independent Directors notwithstanding that they had served the Board as Independent Non-Executive Directors for a term of more than nine (9) years. The Board strongly believes that a director's independence cannot be determined arbitrarily with reference only to the tenure of service. To qualify as independent, a director must be independent in character and judgment, independent of management and free from any relationship or circumstances as set out in Chapter 1 of the Listing Requirements, which are likely to affect or appear to affect their independent judgment. Following an assessment, the Board concluded that the two Directors' length of service does not interfere with their exercise of independent judgment and ability to act in the best interests of the shareholders. In addition, the Board believes that their detailed knowledge of the Group's business and their proven commitment, experience and competence will greatly benefit the Company. The two Directors concerned had declared their independence and their desire to continue as Independent Non-Executive Directors of the Company.

- Additional Explanatory Note:

#### **Item 1 of the Agenda**

The Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.