



destiniberhad

DESTINI BERHAD

(Company No.: 633265-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Destini Berhad ("Destini" or the "Company") which is scheduled to be held at Cenderawasih 1, Glenmarie Golf & Country Club, No. 3, Jalan Usahawan U1/8, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 28 August 2013 at 9.30 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITIONS BY DESTINI OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF THE FOLLOWING COMPANIES:-

- A) TECHNO FIBRE AUSTRALIA PTY LTD ("TF AUSTRALIA") FOR A PURCHASE CONSIDERATION OF RM1,400,000;**
- B) TECHNO FIBRE MIDDLE EAST MARINE SERVICES FZE ("TF ME") FOR A PURCHASE CONSIDERATION OF RM17,384,000;**
- C) TECHNOFIBRE INTERNATIONAL SDN BHD (FORMERLY KNOWN AS TF LIFEBOAT SDN BHD) ("TF MALAYSIA") FOR A PURCHASE CONSIDERATION OF RM4,000,000; AND**
- D) TECHNO FIBRE (S) PTE LTD ("TF SINGAPORE") FOR A PURCHASE CONSIDERATION OF RM16,333,000.**

THE TOTAL PURCHASE CONSIDERATION OF RM39,117,000 SHALL BE SATISFIED ENTIRELY VIA THE ISSUANCE OF 130,390,000 NEW ORDINARY SHARES OF RM0.10 EACH IN DESTINI ("DESTINI SHARE(S)" OR "SHARE(S)") AT AN ISSUE PRICE OF RM0.30 PER DESTINI SHARE ("PROPOSED ACQUISITIONS")

"THAT, subject to and conditional upon the passing of the Ordinary Resolution 2 and the approvals of all relevant authorities in respect of the listing of and quotation for 130,390,000 new Destini Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of Destini ("Board") be and is hereby authorised to acquire the entire issued and paid-up share capital of the TF Australia, TF ME, TF Malaysia and TF Singapore from respective vendors of TF Australia, TF ME, TF Malaysia and TF Singapore (collectively referred to as "Vendors") for a total purchase consideration of RM39,117,000 to be fully satisfied by the issuance of 130,390,000 new Destini Shares at an issue price of RM0.30 per Destini Share ("Consideration Shares"), in accordance with the terms and conditions of the Sale and Purchase Agreement dated 10 July 2013 entered into between Destini and the Vendors.

THAT such Consideration Shares shall, upon allotment and issuance, rank pari passu in all respects with the existing Destini Shares, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotment and/ or any other forms of distribution that may be declared, made or paid prior to the relevant date of the allotment and issuance of the Consideration Shares.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Acquisitions with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisitions."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF 242,000,000 FREE WARRANTS IN DESTINI ("WARRANT(S)") ON THE BASIS OF TWO (2) FREE WARRANTS FOR EVERY THREE (3) EXISTING DESTINI SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF WARRANTS")

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities, the Board be and is hereby authorised to issue up to 242,000,000 free warrants in Destini 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, on the basis of two (2) free Warrants for every three (3) existing Destini Shares held. For the avoidance of doubt, the Proposed Bonus Issue of Warrants is undertaken purely to the existing shareholders of Destini and the Vendors will not be entitled to the free Warrants;

THAT, the Board be and is hereby authorised to issue and allot such appropriate number of new Destini 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;

THAT, the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants that may arise from the Proposed Bonus Issue of Warrants, in such manner at their absolute discretion as they may deem fit and expedient and in the best interest of the Company;

THAT, the new Destini Shares to be issued pursuant to the exercise of the Warrants shall upon allotment and issuance, rank pari passu in all aspects with the existing Destini Shares, save and except that the new Destini Shares shall not be entitled to any distribution that may be declared, made or paid for which the entitlement date for the said distribution precedes the date of allotment and issuance of the new Destini Shares arising from the exercise of the Warrants;

THAT, the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue of Warrants with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

By Order of the Board

Tan Tong Lang (MAICSA 7045482)
Chong Voon Wah (MAICSA 7055003)
Company Secretaries

Kuala Lumpur
13 August 2013

Notes:-

- 1. A member of the Company entitled to attend, speak and vote at the meeting is entitled to appoint one (1) or more proxies to attend, speak 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.*
- 2. 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.*
- 3. 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.*
- 4. 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.*
- 5. 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 48 hours before the time stipulated for holding the Meeting.*
- 6. For the purpose of determining a member who shall be entitled to attend, speak and vote at this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 21 August 2013. Only a depositor whose name appears on the Record of Depositors as at 21 August 2013 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and/or vote on his/ her behalf.*