



## D'NONCE TECHNOLOGY BHD.

(Company No.503292-K)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of **D'nonce Technology Bhd. ("DTB" or the "Company")** will be held at Hall 3, Level 3, Northam All Suite Penang, 55 Jalan Sultan Ahmad Shah, 10050 Penang on Friday, 3 July 2015 at 3.00 p.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

#### SPECIAL RESOLUTION 1

**PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF DTB PURSUANT TO SECTION 64(1) OF THE COMPANIES ACT, 1965 ("ACT"), INVOLVING THE CANCELLATION OF RM0.75 OF THE PAR VALUE OF EACH ORDINARY SHARE OF RM1.00 EACH IN DTB ("PROPOSED PAR VALUE REDUCTION")**

"**THAT** subject to the passing of Special Resolution 2 and the approval and sanction of the High Court of Malaya pursuant to Section 64(1) of the Act and the approvals of any other relevant authorities or parties being obtained, approval be and is given for the reduction of the existing issued and paid-up share capital of DTB comprising 45,101,000 ordinary shares of RM1.00 each via the cancellation of RM0.75 from the par value of the ordinary share of RM1.00 each in DTB;

**THAT** the credit arising there from be utilised to offset against the accumulated losses of the Company and any remaining credit after the offset against the accumulated losses of the Company to be credited to the retained earnings of the Company;

**AND THAT** the Board be and is hereby authorised to do all such acts and things as they may deem fit, necessary, expedient and/or appropriate in the best interests of the Company and to execute, sign and deliver on behalf of the Company all such documents and/or replacements that they may consider necessary or expedient to give full effect to the Proposed Par Value Reduction with full power to assent to any term, condition, modification, variation and/or amendments as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement."

#### SPECIAL RESOLUTION 2

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF DTB ("M&A") ("PROPOSED M&A AMENDMENTS")**

"**THAT** subject to the passing of Special Resolution 1 and Ordinary Resolution 6 and all approvals being obtained from the relevant authorities or parties, approval be and is hereby given for the Company to amend its M&A in the manner set out in Section 2.5 of the Company's circular to shareholders dated 11 June 2015 ("**Circular**"), and that these amendments be and are hereby approved and adopted;

**AND THAT** the Board be and is hereby authorised to do or procure to be done all acts, deeds and things as they may deem fit, necessary, expedient and/or appropriate in the best interests of the Company and to execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to give full effect to and implement the Proposed M&A Amendments with full power to assent to any condition, modification, variation and/or amendments as may be imposed or permitted by the relevant authorities."

#### ORDINARY RESOLUTION 1

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 90,202,000 NEW ORDINARY SHARES OF RM0.25 EACH IN DTB ("RIGHTS SHARE(S)") ON THE BASIS OF TWO (2) RIGHTS SHARES FOR ONE (1) DTB ORDINARY SHARE OF RM0.25 EACH ("DTB SHARE(S)") HELD AFTER THE PROPOSED PAR VALUE REDUCTION, TOGETHER WITH UP TO 90,202,000 FREE DETACHABLE WARRANTS ("WARRANT(S)") ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED ("PROPOSED RIGHTS ISSUE WITH WARRANTS")**

"**THAT** subject to the passing of Special Resolutions 1, 2 and approvals of any other relevant authorities or parties including but not limited to, the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the admission of the Warrants to the Official List of the Main Market of Bursa Securities and the listing of and quotation for the Rights Shares and Warrants and the new shares in the Company arising from the exercise of the Warrants being obtained, approval be and is hereby given to the Board to:

- provisionally allot and issue by way of renounceable rights issue of up to 90,202,000 Rights Shares at an indicative issue price of RM0.25 per Rights Share together with up to 90,202,000 Warrants on the basis of two (2) Rights Shares for every one (1) DTB Share held, and one (1) Warrant for every one (1) Rights Share subscribed by the entitled shareholders of DTB and/or their renounee(s), on an Entitlement Date to be determined later ("**Entitlement Date**");
- deal with fractional entitlements under the Proposed Rights Issue with Warrants arising from any reason whatsoever as the Board shall in their absolute discretion deem fit and expedient, and to be in the interests of the Company;
- allot the excess Rights Shares in such a manner as they in their absolute discretion deems fit and expedient and in the best interest of the Company subject always to such allocation being made on a fair and equitable basis;
- utilise the proceeds to be derived from the Proposed Rights Issue with Warrants for the purposes as set out in Section 2.2.4 of the Circular, and the Board be and is hereby authorised to revise the manner and purpose of utilisation of such proceeds as they may deem fit, necessary and/or expedient in the best interests of the Company subject to the approvals of the relevant authorities, where required;
- create and issue the Warrants based on the indicative principal terms as set out in Appendix I of the Circular and the terms and conditions of a deed poll constituting the Warrants ("**Deed Poll**") to be executed by the Company;
- allot and issue such further Warrants as may be required or permitted to be issued as a consequence of any adjustments in accordance with the provisions of the Deed Poll;
- allot and issue new DTB Shares pursuant to the exercise of the Warrants, from time to time, during the tenure of the Warrants (including further Warrants arising from any adjustments under the provisions of the Deed Poll); and
- enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll.

**THAT** the Rights Shares and the new DTB Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the DTB Shares, save and except that the Rights Shares and new DTB Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares and the new DTB Shares arising from the exercise of the Warrants respectively;

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts and things as they may deem necessary and/or expedient in the best interests of the Company and to take such steps, execute such documents, and enter into any arrangements, agreements and/or undertakings including but not limited to an underwriting agreement for the underwriting of the Proposed Rights Issue with Warrants with any party or parties that the Board may deem fit, necessary and expedient or appropriate in order to implement, finalise and/or give full effects to the Proposed Rights Issue with Warrants with full power to assent to any terms, conditions, variations, modifications and/or amendments as may be agreed to/required by any relevant authorities or as a consequence of any such requirement."

#### ORDINARY RESOLUTION 2

**PROPOSED BONUS ISSUE OF UP TO 45,101,000 NEW ORDINARY SHARES ("BONUS SHARE(S)") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) RIGHTS SHARES SUBSCRIBED PURSUANT TO THE PROPOSED RIGHTS ISSUE WITH WARRANTS ("PROPOSED BONUS ISSUE")**

"**THAT** subject to the passing of Special Resolutions 1, 2 and Ordinary Resolution 1 and approvals of any other relevant authorities or parties including but not limited to, the approval of Bursa Securities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities being obtained, approval be and is hereby given to the Board to capitalise up to RM11,275,250 from the Company's share premium account for the purpose of the Proposed Bonus Issue;

**THAT** the Board is hereby authorised to apply such capitalised sums in making payment in full and at par for up to 45,101,000 new DTB Shares to be credited as fully paid-up and such new DTB Shares be allotted and issued to the entitled shareholders of the Company and/or their renounee(s) who subscribe for the Rights Shares pursuant to the Proposed Rights Issue with Warrants on the basis of one (1) Bonus Share for every two (2) Rights Shares subscribed for;

**THAT** any fractional entitlement shall be disregarded and shall be dealt with in such manner as the Board in its absolute discretion thinks fit and expedient and in the best interest of the Company;

**THAT** such Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing DTB Shares save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Bonus Shares;

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts and things as they may deem necessary and/or expedient in the best interests of the Company and to take such steps, execute such documents, and enter into any arrangements, agreements and/or undertakings with any party or parties that the Board may deem fit, necessary and expedient or appropriate in order to implement, finalise and/or give full effects to the Proposed Bonus Issue with

full power to assent to any terms, conditions, variations, modifications and/or amendments as may be agreed to/required by any relevant authorities or as a consequence of any such requirement."

#### ORDINARY RESOLUTION 3

**PROPOSED PRIVATE PLACEMENT OF UP TO 36,080,800 NEW ORDINARY SHARES ("PLACEMENT SHARE(S)'), REPRESENTING APPROXIMATELY UP TO TWENTY PERCENT (20%) OF THE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL OF DTB AFTER THE PROPOSED RIGHTS ISSUE WITH WARRANTS AND PROPOSED BONUS ISSUE TOGETHER WITH UP TO 18,040,400 WARRANTS ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) PLACEMENT SHARES TO BE SUBSCRIBED BY POTENTIAL INVESTORS ("PROPOSED PRIVATE PLACEMENT WITH WARRANTS")**

"**THAT** subject to the passing of Special Resolutions 1, 2 and Ordinary Resolution 1 and approvals of any other relevant authorities or parties, including but not limited to, the approval of Bursa Securities for the admission of the Warrants to the Official List of the Main Market of Bursa Securities and the listing of and quotation for the Placement Shares and Warrants and the new shares in the Company arising from the exercise of the Warrants being obtained, approval be and is hereby given for the Board to:

- allot and issue up to 36,080,800 Placement Shares at an issue price to be determined and fixed by the Board at future date(s), which shall be determined later after all the relevant approvals have been obtained, together with up to 18,040,400 Warrants on the basis of one (1) Warrant for every two (2) Placement Shares subscribed;
- utilise the proceeds to be derived from the Proposed Private Placement with Warrants for the purposes as set out in Section 2.4.5 of the Circular, and the Board be and is hereby authorised to revise the manner and purpose of utilisation of such proceeds as they may deem fit, necessary and/or expedient in the best interests of the Company subject to the approvals of the relevant authorities, where required;
- create and issue the Warrants based on the indicative principal terms as set out in Appendix I of the Circular and the terms and conditions of a Deed Poll to be executed by the Company;
- allot and issue such further Warrants as may be required or permitted to be issued as a consequence of any adjustments in accordance with the provisions of the Deed Poll;
- allot and issue new DTB Shares pursuant to the exercise of the Warrants, from time to time, during the tenure of the Warrants (including further Warrants arising from any adjustments under the provisions of the Deed Poll); and
- enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll.

**THAT** the Placement Shares and the new DTB Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the DTB Shares, save and except that the Placement Shares and new DTB Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares and the new DTB Shares arising from the exercise of the Warrants respectively;

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts and things as they may deem necessary and/or expedient in the best interests of the Company and to take such steps, execute such documents, and enter into any arrangements, agreements and/or undertakings with any party or parties that the Board may deem fit, necessary and expedient or appropriate in order to implement, finalise and/or give full effects to the Proposed Private Placement with Warrants with full power to assent to any terms, conditions, variations, modifications and/or amendments as may be agreed to/required by any relevant authorities or as a consequence of any such requirement."

#### ORDINARY RESOLUTION 4

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO FIFTEEN PERCENT (15%) OF THE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL OF DTB FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF DTB AND ITS SUBSIDIARIES ("DTB GROUP") ("PROPOSED ESOS")**

"**THAT** subject to the approval of any other relevant authorities or parties including but not limited to, the approval of Bursa Securities for the listing of the new ordinary shares of the Company to be allotted and issued hereunder pursuant to the exercise of options granted under the Proposed ESOS being obtained, the terms of which are set out in the Circular, approval be and is hereby given for the Board to:

- establish and administer the Proposed ESOS, which involves the granting of ESOS Options to all eligible employees and directors of the DTB Group, save for subsidiary companies which are dormant, who meet the eligibility criteria for participation in the Proposed ESOS ("**Eligible Person(s)**") as set out in the By-Laws governing the Proposed ESOS, a draft of which is set out in Appendix III of the Circular to the shareholders of DTB dated 11 June 2015 ("**By-Laws**");
- allot and issue such number of new DTB Shares to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed ESOS while this approval is in force provided that the aggregate number of DTB Shares to be allotted and issued shall not exceed fifteen percent (15%) of the issued and paid-up share capital of the Company (excluding treasury shares) at any one time throughout the duration of the Proposed ESOS, subject always that not more than ten percent (10%) of the total number of new DTB Shares to be issued under the Proposed ESOS would be allocated to any one Eligible Person who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of DTB (excluding treasury shares);
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Securities for the listing of and quotation for the new DTB Shares which may from time to time be allotted and issued pursuant to the Proposed ESOS. Such new DTB Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing DTB Shares, save and except that the new DTB Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions which may be declared, made or paid, the entitlement date of which precedes the date of issuance of such new DTB Shares;
- modify and/or amend the Proposed ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS; and
- extend the duration of the Proposed ESOS for up to an additional five (5) years (the duration of the Proposed ESOS would then be for a total period of ten (10) years from the effective date of the Proposed ESOS), if the Board deems fit.

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts and things as they may deem necessary and/or expedient in the best interests of the Company and to take such steps, execute such documents, and enter into any arrangements, agreements and/or undertakings with any party or parties that the Board may deem fit, necessary and expedient or appropriate in order to implement, finalise and/or give full effects to the Proposed ESOS with full power to assent to any terms, conditions, variations, modifications and/or amendments as may be agreed to/required by any relevant authorities or as a consequence of any such requirement."

#### ORDINARY RESOLUTION 5

**PROPOSED SHARE BUY-BACK OF ITS ORDINARY SHARES OF RM0.25 EACH BY DTB OF UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL ("PROPOSED SHARE BUY-BACK")**

"**THAT** subject to the passing of Special Resolutions 1 and 2, the Act, the provisions of the M&A of the Company, the Main Market Listing Requirements of Bursa Securities ("**MMLR**"), the Company be and is hereby authorised to purchase such amount of DTB Shares as may be determined by the Board from time to time through Bursa Securities upon such terms and conditions as the Board may deem fit and expedient in the interest of the Company provided that:

- the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum fund to be allocated by the Company for the purpose of purchasing the DTB Shares shall not exceed the aggregate of the retained profits and share premium account of the Company based on the latest audited financial statement and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- the Board may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividend.

**THAT** the authority conferred by this resolution will commence immediately and will, subject to renewal thereof, and shall continue to be in force until:

- at the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting at which such resolution was passed at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next Annual General Meeting after the date is required by law to be held; or
- revoked or varied by a resolution of the shareholders of the Company in a general meeting; whichever occurs first.

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts and things as they may deem necessary and/or expedient in the best interests of the Company and to take such steps, including but not limited to the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, execute such documents, and enter into any arrangements, agreements and guarantee with any party or parties that the Board may deem fit, necessary and expedient or appropriate in order to implement, finalise and/or give full effects to the Proposed Share Buy-Back with full power to assent to any terms, conditions, variations, modifications and/or amendments as may be agreed to/required by any relevant authorities or as a consequence of any such requirement."

#### ORDINARY RESOLUTION 6

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF DTB FROM RM100,000,000 COMPRISING 100,000,000 ORDINARY SHARES OF RM1.00 EACH TO RM200,000,000 COMPRISING 800,000,000 ORDINARY SHARES OF RM0.25 EACH ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")**

"**THAT** subject to the passing of Special Resolutions 1, 2 and approvals of any other relevant authorities or parties being obtained, the authorised share capital of the Company be increased from RM100,000,000 comprising 100,000,000 ordinary shares of RM1.00 each to RM200,000,000 comprising 800,000,000 ordinary shares of RM0.25 each;

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts and things as they may deem necessary and/or expedient in the best interests of the Company and to take such steps that are necessary to give full effects to the Proposed Increase in Authorised Share Capital."

#### ORDINARY RESOLUTION 7

**PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' AHMAD IBNIHAJAR**

"**THAT** subject to the passing of Ordinary Resolution 4 and approvals of any other relevant authorities or parties being obtained, the Board be and is hereby empowered and authorised at any time, and from time to time, to specifically grant to Dato' Ahmad Ibinhajar, being the Independent Non-Executive Chairman of the Company, the options to subscribe for such number of DTB Shares under the Proposed ESOS provided that not more than ten percent (10%) of the new DTB Shares available under the Proposed ESOS shall be allocated to any Eligible Person, who either singly or collectively through persons connected with the Eligible Person (as defined in the MMLR), holds twenty percent (20%) or more of the issued and paid-up share capital of the Company;

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS **AND THAT** the Board be and is hereby empowered and authorised to issue and allot from time to time such number of DTB Shares to him pursuant to the exercise of such options."

#### ORDINARY RESOLUTION 8

**PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' LEE KAH CHOON**

"**THAT** subject to the passing of Ordinary Resolution 4 and approvals of any other relevant authorities or parties being obtained, at any time, and from time to time, to specifically grant to Dato' Lee Kah Choon, being the Independent Non-Executive Director of the Company, the options to subscribe for such number of DTB Shares under the Proposed ESOS provided that not more than ten percent (10%) of the new DTB Shares available under the Proposed ESOS shall be allocated to any Eligible Person, who either singly or collectively through persons connected with the Eligible Person (as defined in the MMLR), holds twenty percent (20%) or more of the issued and paid-up share capital of the Company;

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS **AND THAT** the Board be and is hereby empowered and authorised to issue and allot from time to time such number of DTB Shares to him pursuant to the exercise of such options."

#### ORDINARY RESOLUTION 9

**PROPOSED ALLOCATION OF ESOS OPTIONS TO WONG THAI SUN**

"**THAT** subject to the passing of Ordinary Resolution 4 and approvals of any other relevant authorities or parties being obtained, the Board be and is hereby empowered and authorised at any time, and from time to time, to specifically grant to Wong Thai Sun, being the Independent Non-Executive Director of the Company, the options to subscribe for such number of DTB Shares under the Proposed ESOS provided that not more than ten percent (10%) of the new DTB Shares available under the Proposed ESOS shall be allocated to any Eligible Person, who either singly or collectively through persons connected with the Eligible Person (as defined in the MMLR), holds twenty percent (20%) or more of the issued and paid-up share capital of the Company;

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS **AND THAT** the Board be and is hereby empowered and authorised to issue and allot from time to time such number of DTB Shares to him pursuant to the exercise of such options."

#### ORDINARY RESOLUTION 10

**PROPOSED ALLOCATION OF ESOS OPTIONS TO LENA LEONG OY LIN**

"**THAT** subject to the passing of Ordinary Resolution 4 and approvals of any other relevant authorities or parties being obtained, the Board be and is hereby empowered and authorised at any time, and from time to time, to specifically grant to Lena Leong Oy Lin, being the Non-Independent Non-Executive Director of the Company, the options to subscribe for such number of DTB Shares under the Proposed ESOS provided that not more than ten percent (10%) of the new DTB Shares available under the Proposed ESOS shall be allocated to any Eligible Person, who either singly or collectively through persons connected with the Eligible Person (as defined in the MMLR), holds twenty percent (20%) or more of the issued and paid-up share capital of the Company;

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS **AND THAT** the Board be and is hereby empowered and authorised to issue and allot from time to time such number of DTB Shares to her pursuant to the exercise of such options."

#### ORDINARY RESOLUTION 11

**PROPOSED ALLOCATION OF ESOS OPTIONS TO LAW KIM CHOON**

"**THAT** subject to the passing of Ordinary Resolution 4 and approvals of any other relevant authorities or parties being obtained, the Board be and is hereby empowered and authorised at any time, and from time to time, to specifically grant to Law Kim Choon, being Chief Executive Officer/Group Managing Director of the Company, the options to subscribe for such number of DTB Shares under the Proposed ESOS provided that not more than ten percent (10%) of the new DTB Shares available under the Proposed ESOS shall be allocated to any Eligible Person, who either singly or collectively through persons connected with the Eligible Person (as defined in the MMLR), holds twenty percent (20%) or more of the issued and paid-up share capital of the Company;

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS **AND THAT** the Board be and is hereby empowered and authorised to issue and allot from time to time such number of DTB Shares to him pursuant to the exercise of such options."

#### ORDINARY RESOLUTION 12

**PROPOSED ALLOCATION OF ESOS OPTIONS TO ROSLANT BIN ABU**

"**THAT** subject to the passing of Ordinary Resolution 4 and approvals of any other relevant authorities or parties being obtained, the Board be and is hereby empowered and authorised at any time, and from time to time, to specifically grant to Roslant bin Abu, being Executive Director of the Company, the options to subscribe for such number of DTB Shares under the Proposed ESOS provided that not more than ten percent (10%) of the new DTB Shares available under the Proposed ESOS shall be allocated to any Eligible Person, who either singly or collectively through persons connected with the Eligible Person (as defined in the MMLR), holds twenty percent (20%) or more of the issued and paid-up share capital of the Company;

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS **AND THAT** the Board be and is hereby empowered and authorised to issue and allot from time to time such number of DTB Shares to him pursuant to the exercise of such options."

#### By Order of the Board

GUNN CHIT GEOK (MAICSA 0673097)

CHEW SIEW CHENG (MAICSA 1019191)

Company Secretaries

Penang

11 June 2015

Notes:-

- A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint at least one proxy but not more than two (who need not be members of the Company) to attend and vote on his behalf.*
- Where a member appoints two proxies, the appointments shall be invalid unless the percentage of the holding to be represented by each proxy is specified.*
- 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.*
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.*
- The instrument appointing a proxy or proxies must be deposited at the Company's registered office at Suite 12-02, 12th Floor Menara Zurich, 170 Jalan Argyll, 10050 Penang, Malaysia not less than 48 hours before the time set for the meeting.*
- A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting in accordance with Section 147 of the Companies Act, 1965.*
- Only members registered in the Record of Depositors as at 22 June 2015 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his behalf.*