



## DAGANG NeXCHANGE BERHAD

(Company No. 10039-P)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Dagang NeXchange Berhad ("**DNeX**" or the "**Company**") will be held at the MATRADE Hall, MATRADE Exhibition and Convention Centre (MECC), Level 3, East Wing, Menara MATRADE, Jalan Sultan Haji Ahmad Shah, 50480 Kuala Lumpur on Thursday, 6 August 2015 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:-

#### ORDINARY RESOLUTION

#### **PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF DAGANG NET TECHNOLOGIES SDN BHD ("DAGANG NET"), A 71.25% SUBSIDIARY OF DNeX, PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("PROPOSED SCR")**

**"THAT**, subject to all the relevant approvals and/or consents being obtained from all relevant authorities and/or other parties (where required) and the confirmation by order of the High Court of Malaya being granted in relation to the Proposed SCR, approval be and is hereby given to the Company to exercise its rights as a shareholder of Dagang Net to approve, consent to or authorise Dagang Net to undertake and effect the Proposed SCR;

**AND THAT** the Board of Directors of DNeX ("**Board**") be and is hereby authorised to do all things and acts and/or sign and execute all documents including without limitation, as the Board may deem fit, necessary, expedient and/or appropriate in order for Dagang Net to implement, finalise and/or give effect to the Proposed SCR, with full powers to the Board to assent to any term, condition, modification, variation and/or amendment as may be required or permitted by any relevant authorities and/or parties, as a consequence of any such requirement and/or as the Board may deem fit, necessary, expedient and/or appropriate and in the best interest of the Company and Dagang Net."

By Order of the Board  
KEH CHING TYNG (MAICSA 7050134)  
Company Secretary

Kuala Lumpur  
9 July 2015

#### Notes:-

- 1. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 55(b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 31 July 2015. Only a depositor whose name appears on the Record of Depositors as at 31 July 2015 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.*
- 2. A member entitled to attend and vote at the meeting is entitled to appoint proxy/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.*
- 3. In the case of corporate member, the instrument appointing a proxy ("Form of Proxy") shall be either (a) under its Common Seal or (b) under the hand of duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.*
- 4. A member of the Company holding 1,000 shares or less in the Company shall be entitled to appoint one (1) proxy to attend and vote at the same meeting. A member holding more than 1,000 shares in the Company shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting and such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.*
- 5. Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- 6. Where a member is an exempt authorised nominee (EAN) as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds. EAN is advised to list down the name of proxies and the particulars of their NRIC No. (both new and old) and attach it to the Form of Proxy.*
- 7. Any alteration to the Form of Proxy must be initialised. The Form of Proxy duly completed must be deposited at the office of the Share Registrar, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, not less than twenty-four (24) hours before the time fixed for holding the meeting or any adjournment thereof.*