

# DPS RESOURCES BERHAD

(Company No. 630878-X)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of the Company will be held at the Conference Room, Lot 76 & 77, Kawasan Perindustrian Bukit Rambai, Bukit Rambai, 75250 Melaka on Monday, 28 September 2015 at 10.00 a.m. for the following purposes:

### AGENDA

#### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2015 together with the Reports of the Directors and the Auditors thereon. (Please refer to explanatory Note 1)
2. To approve the payment of Directors' fees of RM33,390 for the financial year ended 31 March 2015 (2014: RM37,800) (Resolution 1)
3. To re-elect the following Directors who retire by rotation in accordance with Article 83 of the Company's Articles of Association:
  - (a) Datuk Dr. Sow Chin Chuan (Resolution 2)
  - (b) Datuk Wira Haji Jaafar Bin Haji Lajis (Resolution 3)
4. To re-elect the following Directors who retire in accordance with Article 90 of the Company's Articles of Association:
  - (a) Encik Abd Halim Bin Husin (Resolution 4)
  - (b) Mr. Edward Sow Yuen Seng (Resolution 5)
5. To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

#### AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without any modification, the following Resolutions:

#### ORDINARY RESOLUTIONS

6. **Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012**

"That authority be and is hereby given to Datuk Wira Haji Jaafar Bin Haji Lajis who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."

(Resolution 7)

7. **Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965**

"That pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue new shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 authorities being obtained for such allotment and issue."

(Resolution 8)

**8. Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

“That, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (“the Group”) to enter into recurrent related party transactions of a revenue or trading nature with the related parties, as set out in Sections 2.4 and 2.5 of the Circular to Shareholders dated 27 August 2015, which are necessary for the Group’s day to day operations provided that:

- i) the transactions are carried out in the ordinary course of business, on arms length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders; and
- ii) disclosure of the aggregate value of transactions pursuant to the Proposed Shareholders’ Mandate conducted during a financial year will be made in the annual report for the said financial year.

That such approval shall continue to be in force until the earlier of :

- i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next Annual General Meeting; or
- ii) the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 143(1) of the Companies Act 1965 (“the Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- iii) is revoked or varied by resolution passed by shareholders in a general meeting before the next Annual General Meeting.

And that the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders’ Mandate.”

(Resolution 9)

9. To transact any other business of which due notice shall have been given.

By Order of the Board,

Lim Li Fang (MAICSA 7012923)  
Company Secretary

Melaka,

Date: 27 August 2015

**Notes:**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or 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.
2. Where a member appoints two or more proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.

3. Where a Member of the Company is an authorized 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.
4. Where a Member of the Company is an exempt authorized nominee 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 exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the registered office of the Company at 50-1, 52-1 & 54-1, Jalan BPM 2, Taman Bukit Piatu Mutiara, 75150 Melaka not less than 48 hours before the time for holding the meeting or any adjournment thereof.
7. Depositors who appear in the Record of Depositors as at 15 September 2015 shall be regarded as Member of the Company entitled to attend the Twelfth Annual General Meeting or appoint a proxy to attend and vote on his behalf.

#### **Explanatory Notes:**

Audited Financial Statements for the financial year ended 31 March 2015.

Item 1 of the Agenda 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 will not be put forward for voting.

#### **Resolutions 7**

Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012

In line with the Malaysian Code on Corporate Governance 2012, the Nomination Committee has assessed the independence of Datuk Wira Haji Jaafar Bin Haji Lajis who served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years, and have recommended that he continues to act as Independent Non-Executive Directors based on the following justifications:

- (a) He understands the main drivers of the business and provide a check and balance and bring an element of objectivity to the Board of Directors.
- (b) He continues to be scrupulously independent in his thinking and in his effectiveness as constructive challenger of the Managing Director and Executive Directors
- (c) He actively participated in board discussion and provided an independent voice on the Board.

#### **Resolution 8**

Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Resolution 8 which is an Ordinary Resolution, if passed, will grant a renewed general mandate (Renewed Mandate) and give the Directors of the Company authority to issue shares of the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

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

On 16 January 2015, the Company had issued 323,769,580 new ordinary shares of RM0.10 each in the capital of the Company at an issue price of RM0.10 per rights share by way of Rights Issue of Shares with Warrants pursuant to the mandate granted to the Directors at the Eleventh Annual General Meeting held on 24 September 2014 and which will lapse at the conclusion of the Twelfth Annual General Meeting to be held on 28 September 2015.

The proceeds of RM32,376,958 raised from the Rights Issue of Shares with Warrants was fully utilised as follows:

Details of utilization of proceeds	RM
1. Repayment of bank borrowings	16,098,135
2. DPSR's entitlement pursuant to the JVs	3,974,292
3. Property development cost pursuant to the JVs	3,257,000
4. Working capital	7,698,785
5. Defraying expenses in relation to the Corporate Exercises	1,348,746
	<u>32,376,958</u>

#### Resolution 9

#### Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Resolution 9 which is an Ordinary Resolution, if passed, will allow the Company and/or its subsidiaries to enter into recurrent transactions of a revenue or trading nature with those related parties as specified in Sections 2.4 and 2.5 of the Circular to Shareholders dated 27 August 2015, which is sent out together with the Company's Annual Report 2015. The mandates shall continue to be in force until the date of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the Company in a general meeting and is subject to annual renewal.