



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 Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 27 January 2016 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 465,146,809 NEW ORDINARY SHARES OF RM0.20 EACH IN DNeX ("SHARE(S)" OR "DNeX SHARE(S)") ("RIGHTS SHARE(S)") TOGETHER WITH 465,146,809 NEW FREE DETACHABLE WARRANTS ("WARRANT(S)") AT AN ISSUE PRICE OF RM0.21 PER RIGHTS SHARE ON THE BASIS OF THREE (3) RIGHTS SHARES TOGETHER WITH THREE (3) WARRANTS FOR EVERY FIVE (5) EXISTING DNeX SHARES HELD AS AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED RIGHTS ISSUE")

"THAT subject to the passing of Ordinary Resolutions 2 and 3 as well as all approvals and/or consents being obtained from the relevant authorities and/or other parties (where required), approval be and is hereby given to the Board of Directors of DNeX ("Board") to allot and issue by way of a renounceable rights issue of 465,146,809 Rights Shares together with 465,146,809 Warrants at an issue price of RM0.21 per Rights Share on the basis of three (3) Rights Shares together with three (3) Warrants for every five (5) existing DNeX Shares held by the shareholders of DNeX ("Shareholders") whose names appear in the Company's Record of Depositors at the close of business on the Entitlement Date to be announced by the Board;

THAT approval be and is hereby given to the Board to allot and issue such further Warrants ("Additional Warrants") as may be required or permitted to be issued pursuant to any adjustments under the terms and provisions of the deed poll constituting the Warrants to be executed by DNeX ("Deed Poll");

THAT approval be and is hereby given to the Board to allot and issue such number of new Shares credited as fully paid-up to be issued pursuant to the exercise of the Warrants and Additional Warrants (if any);

THAT upon allotment and issuance, the Rights Shares shall rank *pari passu* in all respects with the then existing DNeX Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment of the Rights Shares;

THAT upon allotment and issuance, the new Shares to be issued pursuant to the exercise of the Warrants and Additional Warrants (if any) shall rank *pari passu* in all respects with the then existing DNeX Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment of the new Shares to be issued pursuant to the exercise of the Warrants and Additional Warrants (if any);

THAT any Rights Shares which are not taken up or validly taken up shall be made available for excess Rights Shares applications AND the Board be and is hereby authorised to allocate any such excess Rights Shares in a fair and equitable manner on a basis to be determined later;

THAT any fractional entitlements that may arise from the Proposed Rights Issue will be disregarded AND the Board be and is hereby authorised to deal with any such fractional entitlements in such manner as the Board in its absolute discretion may deem fit and in the best interest of the Company;

THAT authority be and is hereby given to the Board to utilise the proceeds to be raised from the Proposed Rights Issue for the purposes as set out in Section 6.1 of the Circular to the Shareholders dated 12 January 2016 ("Circular") AND the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary, expedient and/or appropriate and in the best interest of the Company, subject to the receipt of approvals from the relevant authorities (if required);

AND THAT the Board be and is hereby authorised to do all things and acts and/or sign and execute all documents including without limitation, the Deed Poll as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effect to the Proposed Rights Issue with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and/or parties, as a consequence of any such requirements and/or as the Board may deem fit, necessary, expedient and/or appropriate and in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED SPECIAL ISSUE OF 130,000,000 SHARES ("SPECIAL ISSUE SHARE(S)") TOGETHER WITH 65,000,000 WARRANTS ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) SPECIAL ISSUE SHARES AT AN ISSUE PRICE OF RM0.22 PER SPECIAL ISSUE SHARE ("PROPOSED SPECIAL ISSUE")

"THAT subject to the passing of Ordinary Resolutions 1 and 3 as well as all approvals and/or consents being obtained from the relevant authorities and/or other parties (where required), including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation for the Special Issue Shares on the Main Market of Bursa Securities, approval be and is hereby given to the Board to allot and issue 130,000,000 new Shares at an issue price of RM0.22 for each Special Issue Share;

THAT upon allotment and issuance, the Special Issue Shares shall rank *pari passu* in all respects with the then existing DNeX Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment of the Special Issue Shares;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as it may deem fit, necessary, expedient and/or appropriate in order to implement the Proposed Special Issue with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be required, at its discretion and/or imposed or required by the relevant authorities and/or parties and to execute, sign and to take all steps to enter into all such agreements, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Special Issue."

ORDINARY RESOLUTION 3

PROPOSED ACQUISITIONS OF OGPC SDN BHD ("OGPC") AND OGPC O&G SDN BHD ("OGPCOG") (COLLECTIVELY, OGPC AND OGPCOG ARE REFERRED TO AS "OGPC GROUP") FOR A TOTAL PURCHASE CONSIDERATION OF RM170 MILLION TO BE SATISFIED VIA PARTIAL CASH CONSIDERATION OF RM63 MILLION AND THE REMAINING RM87 MILLION VIA ISSUANCE OF 362,500,000 NEW DNeX SHARES ("CONSIDERATION SHARE(S)") WITH 181,250,000 WARRANTS AT AN ISSUE PRICE OF RM0.24 PER CONSIDERATION SHARE ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) CONSIDERATION SHARES ISSUED ("PROPOSED ACQUISITIONS")

"THAT subject to the passing of Ordinary Resolutions 1 and 2 as well as all approvals and/or consents being obtained from the relevant authorities and/or other parties (where required), approval be and is hereby given for the Company to acquire 500,000 ordinary shares of RM1.00 each in OGPC, representing the entire issued and paid-up share capital of OGPC and 520,000 ordinary shares of RM1.00 each in OGPCOG, representing the 52.0% of the issued and paid-up share capital of OGPCOG from Azman bin Karim, Abdul Manaf bin Shariff, and Khoo Kok Seng (collectively, referred to as the "Vendors") for a total purchase consideration of RM170 million ("Purchase Consideration") to be satisfied via partial cash consideration of RM63 million and the remaining RM87 million via issuance of 362,500,000 Consideration Shares with 181,250,000 Warrants at an issue price of RM0.24 for each Consideration Share, subject to the terms and conditions stipulated in the conditional share sale agreement dated 18 June 2014 and supplemental share sale agreement dated 5 March 2015 between DNeX and the Vendors in relation to the Proposed Acquisitions;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as it may deem fit, necessary, expedient and/or appropriate in order to implement the Proposed Acquisitions with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be required, at its discretion and/or imposed or required by the relevant authorities and/or parties and to execute, sign and deliver all such documents and/or agreements with any party or parties and to take all such steps for and on behalf of the Company as it deem fit, necessary, expedient and/or appropriate in order to implement, finalise, complete and give full effect to the Proposed Acquisitions, including the issuance of the Consideration Shares as partial satisfaction of the Purchase Consideration."

ORDINARY RESOLUTION 4

PROPOSED ESTABLISHMENT OF AN EMPLOYEE'S SHARE OPTION SCHEME ("ESOS") OF UP TO FIVE PERCENT (5%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF DNeX ("PROPOSED ESOS")

"THAT, subject to the passing of Ordinary Resolutions 1, 2 and 3 as well as all approvals and/or consents being obtained from the relevant authorities and/or other parties (where required), approval be and is hereby given to the Board to:-

- (a) establish, implement and administer the Proposed ESOS for the benefit of Executive Directors and employees of the Company and its subsidiaries which are not dormant ("DNeX Group" or the "Group"), who meet the eligibility criteria to participate in the Proposed ESOS ("Eligible Persons"), to subscribe for new Shares at a predetermined price (hereinafter referred to as the "ESOS Option(s)"), in accordance with the draft by-laws governing the Proposed ESOS ("By-Laws"), as set out in Appendix VIII of the Circular;
- (b) add, modify, alter, delete and amend the Proposed ESOS, the By-Laws and/or all rules, regulations and administration relating to the Proposed ESOS and/or the administration thereof, from time to time as may be required or permitted or deemed necessary by the authorities or the Board or the committee appointed and authorised by the Board to administer the Proposed ESOS, provided that such additions, modifications, alterations, deletions and/or amendments are effected and permitted in accordance with the provisions of the By-Laws;
- (c) offer and grant ESOS Options under the Proposed ESOS and to allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the ESOS Options (including such additional ESOS Options issued pursuant to the By-Laws), provided that the total number of new Shares to be allotted and issued under the Proposed ESOS shall not exceed five percent (5%) of the issued and paid-up share capital (excluding treasury shares, if any) of the Company at any point of time throughout the duration of the Proposed ESOS and that such new Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of which the new Shares are credited into the central depository system accounts of the Eligible Persons who have accepted the offers of ESOS Options in accordance with the By-Laws; and
- (d) to do all things necessary and make the necessary application at the appropriate time or times to Bursa Securities for the listing of and quotation for the new Shares which may from time to time be allotted and issued pursuant to the Proposed ESOS;

THAT the Board be and is hereby authorised to do all things and acts and/or sign and execute all documents as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give full effect to the Proposed ESOS with full powers to assent to any terms, conditions, modifications, variations and/or amendments 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 THAT the proposed By-Laws be and is hereby approved."

ORDINARY RESOLUTION 5

PROPOSED GRANT OF ESOS OPTIONS TO DATUK SAMSUL BIN HUSIN, THE EXECUTIVE DEPUTY CHAIRMAN OF THE COMPANY

"THAT subject to and conditional upon the passing of Ordinary Resolution 4 taking effect as well as approvals and/or consents being obtained from the relevant authorities and/or parties (where required), approval be and is hereby given to the Board to offer and grant to Datuk Samsul bin Husin, being the Executive Deputy Chairman of the Company, options to subscribe for such number of ESOS Options to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed ESOS, provided that the allocation to any Eligible Persons who, either singly or collectively through Persons Connected (as defined in the Main Market Listing Requirements of Bursa Securities) with him/her, holds twenty percent (20%) or more in the issued and paid-up share capital (excluding treasury shares, if any) of the Company, does not exceed ten percent (10%) of the total number of DNeX Shares to be issued under the Proposed ESOS, and subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws;

AND THAT approval be and is hereby given to the Board to allot and issue from time to time such number of ESOS Options credited as fully paid-up to Datuk Samsul bin Husin pursuant to the exercise of such options."

ORDINARY RESOLUTION 6

PROPOSED GRANT OF ESOS OPTIONS TO ZAINAL 'ABIDIN BIN ABD JAILL, THE GROUP MANAGING DIRECTOR OF THE COMPANY

"THAT subject to and conditional upon the passing of Ordinary Resolution 4 taking effect as well as approvals and/or consents being obtained from the relevant authorities and/or parties (where required), approval be and is hereby given to the Board to offer and grant to Zainal 'Abidin bin Abd Jaill, being the Group Managing Director of the Company, options to subscribe for such number of ESOS Options to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed ESOS, provided that the allocation to any Eligible Persons who, either singly or collectively through Persons Connected with him/her, holds twenty percent (20%) or more in the issued and paid-up share capital (excluding treasury shares, if any) of the Company, does not exceed ten percent (10%) of the total number of DNeX Shares to be issued under the Proposed ESOS, and subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws;

AND THAT approval be and is hereby given to the Board to allot and issue from time to time such number of ESOS Options credited as fully paid-up to Zainal 'Abidin bin Abd Jaill pursuant to the exercise of such options."

ORDINARY RESOLUTION 7

PROPOSED GRANT OF ESOS OPTIONS TO DATO' WONG KAM YIN, AN EXECUTIVE DIRECTOR OF THE COMPANY

"THAT subject to and conditional upon the passing of Ordinary Resolution 4 taking effect as well as approvals and/or consents being obtained from the relevant authorities and/or parties (where required), approval be and is hereby given to the Board to offer and grant to Dato' Wong Kam Yin, being an Executive Director of the Company, options to subscribe for such number of ESOS Options to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed ESOS, provided that the allocation to any Eligible Persons who, either singly or collectively through Persons Connected with him/her, holds twenty percent (20%) or more in the issued and paid-up share capital (excluding treasury shares, if any) of the Company, does not exceed ten percent (10%) of the total number of DNeX Shares to be issued under the Proposed ESOS, and subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws;

AND THAT approval be and is hereby given to the Board to allot and issue from time to time such number of ESOS Options credited as fully paid-up to Dato' Wong Kam Yin pursuant to the exercise of such options."

By Order of the Board

KEH CHING TYNG (MAICSA 7050134)
Company Secretary

Kuala Lumpur
12 January 2016

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 20 January 2016. Only a depositor whose name appears on the Record of Depositors as at 20 January 2016 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 (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 appointed for holding the meeting or at any adjournment thereof.