

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting of D'nonce Technology Bhd. ("the Company") will be held at Hall 3, Level 3, Northam All Suite Penang, 55 Jalan Sultan Ahmad Shah, 10050 Penang on Monday, 29 February 2016 at 11.30 a.m.

## AGENDA

### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 August 2015 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A**
- (i) To re-elect Mr Wong Thai Sun who retires in accordance with Article 95(1) of the Company's Articles of Association. **Resolution 1**
- (ii) To re-elect Encik Roslant bin Abu who retires in accordance with Article 102 of the Company's Articles of Association. **Resolution 2**
- (iii) To re-elect Ms Lena Leong Oy Lin who retires in accordance with Article 102 of the Company's Articles of Association. **Resolution 3**

- To appoint auditors and to authorise the Directors to fix their remuneration. **Resolution 4**

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is annexed and marked as "Annexure I" in the Annual Report 2015) has been received by the Company for the nomination of Messrs BDO who have given their consent to act, for appointment as Auditors and of the intention to propose the following ordinary resolution:-

"THAT Messrs BDO who have been nominated by the substantial shareholder be appointed as the new auditors of the Company in place of the existing auditors Messrs Ernst & Young to hold office until the conclusion of the next annual general meeting of the Company at a fee to be determined by the Directors of the Company."

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following Resolutions:-

#### Ordinary Resolutions

- To approve the payment of Directors' fees of RM290,500.00 for the financial year ended 31 August 2015. **Resolution 5**
- Continuing in office as Independent Non-Executive Directors**
  - "THAT authority be and is hereby given to Dato' Ahmad Ibinhajar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting." **Resolution 6**
  - THAT subject to the passing of Ordinary Resolution 1, authority be and is hereby given to Mr Wong Thai Sun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting." **Resolution 7**

- Approval for issuance of new ordinary shares pursuant to Section 132D of the Companies Act, 1965** **Resolution 8**

"THAT, subject to the Companies Act 1965, the Articles of Association of the Company and the approvals from the relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes 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 AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad."

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Resolution 9**

"THAT subject always to the provisions of the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company, Bursa Malaysia Securities Berhad Main Market Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions with the related parties as set out in Section 2.4 of the Circular to Shareholders dated 29 January 2016 ("the Circular"), which are necessary for the day to day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders as set out in the Circular ("Mandate").

THAT the Directors be empowered to do all such acts and things considered necessary or expedient to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be imposed by the relevant authorities.

THAT such Mandate shall commence upon passing this ordinary resolution and to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse unless the authority is renewed by a resolution passed at the meeting;
  - the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - revoked or varied by resolution of the shareholders of the Company in a general meeting;
- whichever is earlier.

And THAT the Directors of the Company be and are hereby authorised to complete and to 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 transactions contemplated and/or authorised by this ordinary resolution."

- Proposed amendments to the Articles of Association** **Special Resolution**

"THAT the proposed amendments to the Articles of Association of the Company as contained in the Annexure II attached to the Annual Report 2015 be hereby approved."
- To transact any other business of which due notice shall have been received.

By Order of the Board

**GUNN CHIT GEOK (MAICSA 0673097)**  
**CHEW SIEW CHENG (MAICSA 7019191)**  
Company Secretaries

Penang  
29 January 2016

#### Note A

This Agenda Item 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 and hence is not put forward for voting.

#### NOTES:

- A member entitled to attend and vote at the Annual 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 appointer 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 19 February 2016 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his behalf.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

- Resolution 5 – To approve the payment of Directors' fees of RM290,500 for the financial year ended 31 August 2015**

The Ordinary Resolution proposed under item 4 of the agenda, if passed, will authorise the payment of the Directors' fees for the financial year ended 31 August 2015 amounting to RM290,500.

- Resolutions 6 and 7 – Continuing in office as Independent Non-Executive Directors**

The Nomination Committee had assessed the independence of Dato' Ahmad Ibinhajar who has served on the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Nomination Committee had also assessed the independence of Mr Wong Thai Sun who has served on the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board has recommended that the approval of the shareholders be sought to re-appoint Dato' Ahmad and Mr Wong as Independent Non-Executive Directors as both of them possess the following aptitudes necessary in discharging their roles and functions as Independent Non-Executive Directors of the Company:-

- Have vast experience in the various industries the Group is involved in and as such could provide the Board with a diverse set of experience, expertise and independent judgment;
- Consistently challenge management in an effective and constructive manner;
- Have good and thorough understanding of the main drivers of the business in a detailed manner;
- Actively participate in board deliberations and decision making in an objective manner; and
- Exercise due care in all undertakings of the Group and carry out their fiduciary duties in the interest of the Company and minority shareholders.

- Resolution 8 – Approval for issuance of new ordinary shares pursuant to Section 132D of the Companies Act, 1965**

This general mandate for issuance of shares ("the Mandate") was sought for in the preceding year and the Board did not carry out the Mandate since the last Annual General Meeting ("AGM") of the Company until the latest practicable date before the printing of this Annual Report. As the Mandate will expire on 29 February 2016, the Board is desirous of seeking a fresh general mandate at the forthcoming AGM.

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

The Ordinary Resolution proposed under item 6 of the agenda, if passed, will from the date of the above meeting give the Directors of the Company authority to allot and issue ordinary shares from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.

- Resolution 9 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The Ordinary Resolution proposed under item 7 of the agenda, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature. This authority, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company. Please refer to the Circular to Shareholders dated 29 January 2016 for more information.

- Special Resolution – Proposed Amendments to the Articles of Association**

The Special Resolution, if passed, will give authority to amend its Articles of Association to be aligned with the amendments to the Main Market Listing Requirement of Bursa Securities.