

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **D'nonce Technology Bhd.** ("**D'nonce**" or the "**Company**") will be held at Hall 3, Level 3, Northam All Suite Penang, 55 Jalan Sultan Ahmad Shah, 10050 Penang on Wednesday, 30 November 2016 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:-

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF ALL THAT PIECE OF LEASEHOLD LAND MEASURING APPROXIMATELY 8627.90 SQUARE METERS HELD UNDER H.S.(D) 14901, PT 2942, MUKIM 11, DAERAH SEBERANG PERAI TENGAH, PULAU PINANG TOGETHER WITH A TWO (2) STOREY DETACHED FACTORY CUM OFFICE BEARING ASSESSMENT NO. PMT 1483 (FORMERLY KNOWN AS PLOT 36), LORONG PERUSAHAAN MAJU 7, KAWASAN PERUSAHAAN PERAI, 13600 PERAI, PENANG ("THE PROPERTY") BY ATTRACTIVE VENTURE SDN. BHD. ("AVSB"), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY TO FAGERDALA MALAYSIA SDN. BHD. ("FMSB") FOR A TOTAL CONSIDERATION OF RINGGIT MALAYSIA FIFTEEN MILLION AND FOUR HUNDRED THOUSAND (RM15,400,000) ONLY ("THE PROPOSED DISPOSAL")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained and/or relevant requirements for the completion to be met, approval be and is hereby given to AVSB to dispose of the Property to FMSB for a total consideration of Ringgit Malaysia Fifteen Million and Four Hundred Thousand (RM15,400,000) only;

THAT the proceeds arising from the Proposed Disposal be utilised for the purposes as set out in Section 2.8 of the Circular to shareholders dated 4 November 2016, and the Board of Directors of the Company ("the Board") be 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 and/or expedient in the best interest of the Company;

AND THAT the Board be and is hereby empowered and authorised to take all steps and to enter into and execute all other agreements, undertakings, indemnities, transfers, assignments and/or guarantees with any parties as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Disposal with full power to assent to any condition, revaluation, modification, variation and/or amendment as may be required by any relevant authorities and to do all such acts and things as they may consider necessary or expedient in the best interest of the Company."

By Order of the Board

GUNN CHIT GEOK (MAICSA 0673097)
CHEW SIEW CHENG (MAICSA 7019191)

Company Secretaries

Penang
4 November 2016

NOTES:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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 24 hours before the time set for the meeting.
6. 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.
7. Only members registered in the Record of Depositors as at 22 November 2016 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his behalf.