



D.B.E. GURNEY RESOURCES BERHAD
(Company No. 535763-A)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of D.B.E. Gurney Resources Berhad (“DBE” or “Company”) will be held at **Intan 1, The Orient Star Resort Lumut, Lot 203 & 366 Jalan Iskandar Shah, 32200 Lumut, Perak**, on Thursday, 29 December 2016 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 1

PROPOSED BONUS ISSUE OF UP TO 2,344,081,972 FREE WARRANTS IN DBE (“WARRANTS”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.01 EACH IN DBE (“DBE SHARES” OR “SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

“**THAT**, subject to all approvals being obtained from the relevant authorities, approval be and is hereby given to the Board of Directors of DBE (“**Board**”) to provisionally allot up to 2,344,081,972 Warrants to the shareholders of the Company whose names appear on the Record of Depositors at the close of business on a date to be determined and announced by the Board on the basis of one (1) Warrant for every two (2) existing DBE Shares held;

THAT approval be and is hereby given to the Board to create and issue the Warrants based on the indicative principal terms of the Warrants as set out in the circular to the shareholders of the Company dated 9 December 2016 and the terms and conditions of a deed poll to be executed by the Company (“**Deed Poll**”);

THAT the Board be and is hereby entitled to deal with all or any of the fractional entitlement of the Warrants arising from the Proposed Bonus Issue of Warrants, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner as the Board may in their discretion deem fit and expedient;

THAT approval be and is hereby given to the Board to issue and allot such number of new DBE Shares credited as fully paid-up arising from the exercise of the Warrants during the exercise period of the Warrants in accordance with the terms and conditions of the Deed Poll;

THAT such further new DBE Shares to be issued arising from the exercise of the Warrants shall upon issuance and allotment, rank *pari passu* in all respects with the then existing issued and fully paid-up ordinary shares of RM0.01 each in the Company except that they shall not be entitled to any dividends, rights, allotments and/ or other forms of distributions for which the relevant entitlement date precedes the date of allotment and issuance of the said new shares and that the Board is hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation of the new DBE Shares to be issued;

THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company including fixing the exercise price of the Warrants with full powers to assent to any condition, modification, variation and/ or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignments and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants;

AND THAT the Board be and is hereby authorised to enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll.”

By Order of the Board

JESSLYN ONG BEE FANG (MAICSA 7020672)

ERIC TOH CHEE SEONG (MAICSA 7016178)

Company Secretaries

Penang

9 December 2016

Notes:

1. Only members whose names appear on the Record of Depositors as at 22 December 2016 shall be entitled to attend, speak and vote at the EGM.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
3. A member shall be entitled to appoint not more than two proxies to attend and vote at the EGM. Where a member appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportions of his/her holdings to be represented by each proxy.
4. 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. An exempt authorised nominee refers to an authorised nominee defined under Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company at No.54-4-8, Wisma Sri Mata, Jalan Van Praagh, 11600 Penang not less than 48 hours before the time set for holding the EGM or any adjournment thereof.