



**DANCOMECH HOLDINGS BERHAD**  
(1050285-U)  
Incorporated in Malaysia

**Notice of Fourth Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the Fourth Annual General Meeting of Dancomech Holdings Berhad ("the Company") will be held at Mauna Lani A, Holiday Inn, 1 Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan on Tuesday, 2 May 2017 at 9.30 a.m. for the following purposes:

**AGENDA**

**ORDINARY BUSINESS:**

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note a**
- To approve the payment of final dividend of 1.5 sen per share under the single-tier system in respect of the financial year ended 31 December 2016. **Resolution 1**
- To re-elect the following Directors who retire pursuant to Article 97 of the Company's Articles of Association:  
(a) Mr. Gong Wooi Teik **Resolution 2**  
(b) Mr. Lee Chen Yow **Resolution 3**
- To approve the payment of Directors' fees amounting to RM65,000 for the financial year ended 31 December 2016. **Resolution 4**
- To approve the payment of Directors' fees of up to RM240,000 and benefits of up to RM30,000 to the Non-Executive Directors with effect from 1 January 2017 until the next Annual General Meeting of the Company. **Resolution 5**
- To re-appoint Messrs SJ Grant Thornton as Auditors of the Company and to authorise the Directors to determine their remuneration. **Resolution 6**

**SPECIAL BUSINESS:**

To consider and if thought fit, to pass the following resolution:

- Ordinary Resolution - Authority To Issue and Allot Shares** **Resolution 7**  
"THAT, subject to Section 75 and Section 76 of the Companies Act, 2016, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered to issue shares in the Company, from time to time and upon such terms and conditions and for such purposes the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate of number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."  
8. To transact any other business for which due notice shall have been given.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN THAT subject to the shareholders' approval for the payment of final dividend of 1.5 sen per share under the single-tier system in respect of the financial year ended 31 December 2016 ("Dividend") under Resolution 1 at the 4th AGM of the Company, the Dividend will be paid to the shareholders on 18 May 2017. The entitlement date for the Dividend shall be 5 May 2017.

Shareholders of the Company will only be entitled to the Dividend in respect of:

- securities transferred into their securities account before 4.00 p.m. on 5 May 2017 for transfers; and
- securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

**LIM LUNG LIK** (MIA 30452)  
**NG HENG HOOI** (MAICSA 7048492)  
**WONG MEE KIAT** (MAICSA 7058813)  
Company Secretaries

Petaling Jaya  
Dated: 10 April 2017

**Notes:**

- Only members whose names appear in the Record of Depositors as at 25 April 2017 will be entitled to attend and vote at the Meeting.
- A member of the Company who entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies or more, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- Where a member of the Company 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 (1) 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
- The instrument appointing a proxy shall be deposited at the Office of the Share Registrar of the Company situated at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.

**Explanatory Notes:**

- Resolution 1 – Audited Financial Statements for the financial year ended 31 December 2016  
The provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements and hence, Agenda 1 is meant for discussion only and will not be put for voting.
- Resolution 5 - Payment of Directors' fees and benefits  
Pursuant to Section 230(1) of the Companies Act 2016 which came into force on 31 January 2017, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Remuneration to Non-Executive Directors for the period commencing 1 January 2017 up till the next Annual General Meeting of the Company in 2018. The Remuneration comprises fees and meeting allowances payable to Non-Executive Directors.
- Resolution 7 - Authority To Issue and Allot Shares  
The proposed resolution, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investments projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of next Annual General Meeting of the Company.