



DANCOMECH HOLDINGS BERHAD

(Company No. 1050285-U)

(Incorporated in Malaysia and registered under the Companies Act 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Dancomech Holdings Berhad ("DHB" or 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 11.00 a.m. or immediately after the conclusion or adjournment of the Fourth (4th) Annual General Meeting of the Company, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING SUBDIVISION OF EVERY 1 ORDINARY SHARE IN DHB ("EXISTING SHARES") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE"), INTO 2 NEW ORDINARY SHARES IN DHB ("SUBDIVIDED SHARES" OR "DHB SHARES") ("PROPOSED SHARE SPLIT")

"**THAT** subject to the approvals of all the relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Board to subdivide each of the Existing Shares held by the entitled shareholders of the Company, whose names appear in the Record of Depositors on the Entitlement Date, into 2 Subdivided Shares.

THAT such Subdivided Shares will, upon allotment and issuance, rank *pari passu* in all respects with each other, save and except that the Subdivided Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the Subdivided Shares.

AND 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 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, assignment 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 Share Split."

ORDINARY RESOLUTION 2

PROPOSED ISSUE OF 149,000,000 FREE WARRANTS ("WARRANTS") ON THE BASIS OF 1 WARRANT FOR EVERY 2 SUBDIVIDED SHARES HELD ON THE ENTITLEMENT DATE AFTER THE PROPOSED SHARE SPLIT ("PROPOSED FREE WARRANTS ISSUE")

"**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Board to issue of 149,000,000 Warrants on the basis of 1 Warrant for every 2 Subdivided Shares held by the entitled shareholders of the Company after the Proposed Share Split and whose names appear in the Record of Depositors on the Entitlement Date.

THAT approval be and is hereby given to the Board to create and issue the Warrants and such additional Warrants as may be required or permitted to be issued as a consequence of the adjustments based on the indicative salient terms of the Warrants as set out in the circular to the shareholders of the Company dated 10 April 2017 and the terms and conditions of a deed poll to be executed by the Company ("Deed Poll").

THAT approval be and is hereby given to the Board to allot and issue such number of DHB 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 of the Deed Poll.

THAT fractional entitlements arising from the Proposed Free Warrants Issue, if any, shall be dealt with by the Board in such manner at its absolute discretion as it may deem fit and/or expedient and/or in the best interest of the Company.

THAT such new DHB Shares arising from the exercise of the Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing DHB Shares, save and except that the new DHB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the new DHB Shares arising from the exercise of the Warrants.

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.

AND 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 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, assignment 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 Free Warrants Issue."

By Order of the Board

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

Kuala Lumpur
Date: 10 April 2017

Notes:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.