



D.B.E. GURNEY RESOURCES BERHAD

(Company No. 535763-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of D.B.E. Gurney Resources Berhad ("**DBE**" or the "**Company**") will be held at Intan 1, The Orient Star Resort Lumut, Lot 203 & 366, Jalan Iskandar Shah, 32200 Lumut, Perak Darul Ridzuan on Monday, 16 April 2018 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED JOINT DEVELOPMENT BETWEEN DBE DEVELOPMENT SDN BHD ("DDSB**") A WHOLLY-OWNED SUBSIDIARY OF DBE AND MISI JUTARI SDN BHD ("**MJSB**") ("**PROPOSED JOINT DEVELOPMENT**")**

"THAT subject to the passing of Ordinary Resolutions 2 and 3, and the approvals of the relevant authorities/parties, where relevant/required, being obtained for the Proposed Joint Development, approval be and is hereby given to DDSB to undertake a joint development with MJSB, subject to the terms and conditions of the joint development agreement dated 5 February 2018;

AND THAT the Board of Directors of DBE ("**Board**") be and is hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as it deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Joint Development with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Joint Development and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Joint Development as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit and to do all such things as it may consider necessary, desirable, appropriate or expedient in the best interests of the Company."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE BUSINESS OF DBE AND ITS SUBSIDIARIES ("GROUP**") INTO PROPERTY DEVELOPMENT AND CONSTRUCTION**

"THAT subject to the passing of Ordinary Resolutions 1 and 3, and the approvals of the relevant authorities/parties, where relevant/required, being obtained, approval be and is hereby given to the Group to diversify its existing principal activities into property development and construction ("**Proposed Diversification**");

AND THAT the Directors of DBE be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Diversification with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

ORDINARY RESOLUTION 3

PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS RAISED FROM THE COMPANY'S REDEEMABLE CONVERTIBLE NOTES EXERCISE ("PROPOSED VARIATION**")**

"THAT subject to the passing of Ordinary Resolutions 1 and 2, and the approvals of the relevant authorities/parties, where relevant/required, being obtained, approval be and is hereby granted to DBE to vary the utilisation of the remaining proceeds raised from the Company's redeemable convertible notes exercise, the details of which are set out in Section 2.3 of the Circular to shareholders dated 30 March 2018;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effects to the Proposed Variation with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Variation."

BY ORDER OF THE BOARD

JESSLYN ONG BEE FANG (MAICSA 7020672)

ERIC TOH CHEE SEONG (MAICSA 7016178)

Company Secretaries

Penang

30 March 2018

Notes:-

1. Only members whose names appear on the Record of Depositors as at 9 April 2018 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.