

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of D'nonce Technology Bhd ("**DTB**" or the "**Company**") will be held at Hall 2, Level 3, Northam All Suite Penang, 55 Jalan Sultan Ahmad Shah, 10050 Penang on Monday, 29 October 2018 at 9.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF DTB AND ITS SUBSIDIARIES TO INCLUDE PROPERTY DEVELOPMENT AND CONSTRUCTION BUSINESSES ("PROPOSED DIVERSIFICATION")

"**THAT**, subject to the passing of Ordinary Resolution 2 and conditional upon the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Company and its subsidiary companies to diversify its existing core business to include property development and construction businesses;

AND THAT the Board be and is 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 power to assent to any conditions, variations, modifications, and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matter relating thereto and to take all such steps to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

ORDINARY RESOLUTION 2

PROPOSED VARIATION TO UTILISATION OF PROCEEDS RAISED FROM THE RIGHTS ISSUE OF WARRANTS WHICH WAS COMPLETED ON 30 NOVEMBER 2015 ("PROPOSED VARIATION")

"**THAT**, subject to the passing of Ordinary Resolution 1 and conditional upon the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Company to vary the utilisation of the unutilised balance of proceeds of RM10,953,731 raised from the Company's rights issue exercise which was completed on 30 November 2015 with the listing of 90,202,000 Rights Shares together with 90,202,000 Warrants on the Main Market of Bursa Malaysia Securities Berhad, in the manner and to the extent as set out in Section 2.2 of the Circular to Shareholders dated 3 October 2018;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Variation with full power to assent to any conditions, variations, modifications, and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matter relating thereto and to take all such steps to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Variation."

By Order of the Board

Chew Siew Cheng (MAICSA 7019191)

Lim Choo Tan (LS 0008888)

Company Secretaries

Pulau Pinang

3 October 2018

Notes:-

1. *A member entitled to attend and vote at the 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, participate, speak and vote on his behalf.*
2. *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.*
3. *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.*
4. *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.*
5. *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.*
6. *The instrument appointing a proxy or proxies must be deposited at the Company's Registered Office at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than 48 hours before the time set for the meeting.*
7. *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 333 of the Companies Act 2016.*
8. *Only members registered in the Record of Depositors as at 22 October 2018 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his behalf.*