



NOTICE IS HEREBY GIVEN THAT the 46th Annual General Meeting of DAIMAN DEVELOPMENT BERHAD (“Daiman” or the “Company”) will be held at Junior Ballroom 1, Level 11, Double Tree by Hilton Johor Bahru, No. 12, Jalan Ngee Heng, 80000 Johor Bahru, Johor Darul Takzim, Malaysia on Friday, 21 December 2018 at 11.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS:

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| 1. To receive the Audited Financial Statements for the Financial Year Ended 30 June 2018 together with the Reports of the Directors and Auditors thereon. | (See Explanatory Note 1) |
| 2. To approve the payment of a first and final single-tier dividend of 5 sen per share in respect of the financial year ended 30 June 2018. | ORDINARY RESOLUTION 1 |
| 3. To approve the payment of Directors’ fees of RM565,700 for the financial year ended 30 June 2018. | ORDINARY RESOLUTION 2 |
| 4. To approve the payment of Directors’ Benefits amounting to RM340,000 for the period commencing after the date of this Annual General Meeting to the date of the next Annual General Meeting. | ORDINARY RESOLUTION 3
(See Explanatory Note 2) |
| 5. To re-elect the following Directors retiring by rotation pursuant to Article 77 of the Company’s Constitution:-
5.1 Dato’ Ahmad Johari Bin Tun Abdul Razak
5.2 Mr Ho Sing | ORDINARY RESOLUTION 4
ORDINARY RESOLUTION 5
ORDINARY RESOLUTION 6
ORDINARY RESOLUTION 7 |
| 6. To re-elect Mr Tay Hui Fong, retiring pursuant to Article 83 of the Company’s Constitution. | |
| 7. To appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending 30 June 2019 and to authorise the Directors to fix their remuneration. | |

AS SPECIAL BUSINESS:

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

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| 8. ORDINARY RESOLUTION
RETENTION OF INDEPENDENT DIRECTORS OF THE COMPANY
8.1 “THAT contingent upon the passing of Ordinary Resolution 4 above, Dato’ Ahmad Johari Bin Tun Abdul Razak who has served as an Independent Non-executive Director of the Company for a cumulative term of more than nine (9) years be retained as an Independent Non-executive Director of the Company.” | ORDINARY RESOLUTION 8 |
| 8.2 “THAT Mr Ong Seng Pheow who has served as an Independent Non-executive Director of the Company for a cumulative term of more than nine (9) years be retained as an Independent Non-executive Director of the Company.” | ORDINARY RESOLUTION 9 |
| 8.3 “THAT Mr Eddie Chan Yean Hoe who has served as an Independent Non-executive Director of the Company for a cumulative term of more than nine (9) years be retained as an Independent Non-executive Director of the Company.” | ORDINARY RESOLUTION 10 |
| 9. ORDINARY RESOLUTION
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016
“THAT pursuant to Section 75 and 76 of the Companies Act 2016 (“the Act”), the Directors be and are hereby empowered to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company at any point of time and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad (“Bursa Securities”) and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.” | ORDINARY RESOLUTION 11 |

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| 10. ORDINARY RESOLUTION
PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR PROPOSED SHARE BUY-BACK BY THE COMPANY | ORDINARY RESOLUTION 12 |
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“THAT subject always to the compliance of the Companies Act 2016 (“the Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution and the Main Market Listing Requirements of Bursa Securities and any other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of such number of issued shares of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- the maximum number of shares which may be purchased and/or held by the Company shall be equivalent to ten per centum (10%) of the total number of issued shares of the Company (“Shares”) for the time being;
- the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the retained earnings of the Company. As at 30 June 2018, the audited retained earnings of the Company was RM689,999,000; and
- the authority conferred by the resolution as set out in paragraphs (a) and (b) above will commence immediately upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting of the Company, unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next Annual General Meeting after that date is required by law to be held, whichever occurs first and, in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities or any other relevant authority;

THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares;
AND the Directors of the Company be and are hereby authorised to deal with any Shares so purchased and any existing treasury shares (“the Said Shares”) in the following manner:

- cancel the Said Shares;
- retain the Said Shares as treasury shares;
- retain part of the Said Shares as treasury shares and cancel the remainder;
- distribute all or part of the Said Shares as dividends to shareholders, and/or resell on Bursa Securities and/or cancel all or part of them.

or in any other manner as may be prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Main Market Listing Requirements of Bursa Securities and any other relevant authority for the time being in force AND THAT the authority to deal with the Said Shares shall continue to be valid until all the Said Shares have been dealt with by the Directors of the Company.”

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| 11. To transact any other business of which due notice shall have been given. | |
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NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN THAT the first and final single-tier dividend of 5 sen per share in respect of the financial year ended 30 June 2018, if approved by the shareholders at the 46th Annual General Meeting, will be payable on 18 January 2019 to shareholders whose names appear in the Record of Depositors on 31 December 2018. A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred into the Depositor’s securities account before 4.00 p.m. on 31 December 2018 in respect of transfer; and
- Shares 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
DAIMAN DEVELOPMENT BERHAD
LEE WEE HEE (MAICSA 0773340)
JOY LIM XIE RU YI (MAICSA 7065780)
Company Secretaries
Johor Bahru
30 October 2018

- NOTES:**
- A member entitled to attend and vote at this 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, he shall specify the proportion of his shareholdings to be represented by each proxy.
 - Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of such Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. The appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
 - Where a member of the Company is an exempt authorised nominee, as defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25(1) of the Central Depositories Act, of 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. The appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
 - The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
 - To be valid, the Form of Proxy must be deposited at the registered office of the Company at Suite 5.11 & 5.12, 5th Floor, Menara TJB, No. 9 Jalan Syed Mohd. Multi, 80000 Johor Bahru, Johor Darul Takzim, Malaysia not less than 48 hours before the time for holding the meeting or any adjournment thereof.
 - In respect of deposited securities, only members whose names appear on the Record of Depositors on 14 December 2018, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

EXPLANATORY NOTES:

- Ordinary Business:-
- Item 1 of the Agenda – Audited Financial Statements for the year ended 30 June 2018**
This agenda item is meant for discussion only and do not require a formal approval of the shareholders and hence, is not put forward for voting.
 - Ordinary Resolution 3 – Directors’ Benefits**
The Ordinary Resolution 3 in Agenda 4, if passed, will authorise and approve of the payment of Directors’ Benefits comprise wholly of meeting allowances which was calculated based on the number of scheduled Board and Committees’ meetings for the period commencing after the date of this Annual General Meeting to the date of the next Annual General Meeting.

Special Business:-

- Ordinary Resolution 8, 9 and 10 – Retention of Independent Directors of the Company**
The Ordinary Resolution 8, 9 and 10 proposed in Agenda 8, if passed, will allow Dato’ Ahmad Johari Bin Tun Abdul Razak, Mr Ong Seng Pheow and Mr Eddie Chan Yean Hoe to be retained and continue acting as Independent Directors to fulfil the requirements of Paragraph 3.04 of the Main Market Listing Requirement of Bursa Securities and in line with the recommendation of Practice 4.2 of the Malaysian Code of Corporate Governance. The full details of the Board’s justification and recommendations for the retention of Dato’ Ahmad Johari Bin Tun Abdul Razak, Mr Ong Seng Pheow and Mr Eddie Chan Yean Hoe as Independent Directors of the Company are set out on pages 9 and 10 of the Annual Report.
- Ordinary Resolution 11 – Authority to Allot and Issue Shares Pursuant to Section 75 And 76 of the Companies Act 2016**
The Ordinary Resolution 11 proposed in Agenda 9 is to seek a renewal of the general mandate to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders’ approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. As at the date of this Notice, the Company has not issued any new shares under this general mandate.
- Ordinary Resolution 12 – Proposed Renewal of Shareholders’ Mandate for Proposed Share Buy-Back by the Company**
The Ordinary Resolution 12 in Agenda 10, if passed, will renew the Shareholders’ Mandate to allow the Company to buy-back its own shares. The mandate shall continue to be in force until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution passes by shareholders in a general meeting and is subject to annual renewal. Further information on this resolution is set out in the Statement to Shareholders dated 30 October 2018 that have been sent out together with the Annual Report for the financial year ended 30 June 2018.

Voting by Poll

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, all the Resolutions set out in the notice is to be voted by poll.