

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 Wednesday, 26 December 2018 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED SHARES OF DTB ("PROPOSED PRIVATE PLACEMENT")

"THAT subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to DTB to allot and issue up to 63,021,820 ordinary shares in DTB ("**DTB Shares**") ("**Placement Shares**"), representing up to 20% of the issued shares of DTB to third party investor(s) to be identified later.

THAT the Board of Directors of DTB ("**Board**") be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the issue price of the Placement Shares provided that the issue price is at a discount of not more than 20% to the five (5)-day volume weighted average market price of DTB Shares immediately preceding the price fixing date.

THAT the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing DTB Shares, save and except that the Placement Shares will not be entitled to any distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Placement Shares.

THAT the proceeds of the Proposed Private Placement be utilised for the purpose as set out in the circular to shareholders dated 11 December 2018 ("**Circular**"), and the Board be and is hereby authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board deem fit, necessary and/or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities. Pursuant to Paragraph 9.19(32) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**") ("**Bursa Securities**"), the Company will make an immediate announcement to Bursa Securities should there be any deviation by 5% or more from the original utilisation of proceeds as set out in **Section 2.6** of the Circular. Further, pursuant to Paragraph 8.22 of the Listing Requirements, in the event that the deviation from the original utilisation of proceeds is deemed as a material variation, the Company will seek its shareholders' approval for the variation at an extraordinary general meeting to be convened.

THAT the Placement Shares shall be listed on the Main Market of Bursa Malaysia Securities Berhad.

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 Private Placement 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 matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and 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 Private Placement."

By Order of the Board

Tan Tong Lang (MAICSA 7045482)
Vimalraj A/L Shanmugam (MAICSA 7068140)
Company Secretaries

Kuala Lumpur
11 December 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 Office at 51-14-B & C, Menara BHL, Jalan Sultan Ahmad Shah, 10050 Penang, Malaysia 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 18 December 2018 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his behalf.