



DGB ASIA BERHAD

(721605-K)
(Incorporated in Malaysia)

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of DGB Asia Berhad ("DGB" or "the Company") will be held at Intan Room, The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 27 February 2019 at 3:30 p.m. to transact the following businesses:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial period ended 30 September 2018 together with the Reports of the Directors and Auditors thereon. *Please refer to Note (a)*
- To approve the payment of Directors' fees and benefits of RM484,000 for the financial period ended 30 September 2018 (i.e. from 1 April 2017 to 30 September 2018). *(Ordinary Resolution 1)*
- To approve the payment of Directors' fees and benefits of up to RM370,000 for the financial year ending 30 September 2019. *(Ordinary Resolution 2)*
- To re-elect Mr. Ong Tee Kein as a Director who retires by rotation pursuant to Clause 104 of the Company's Constitution. *(Ordinary Resolution 3)*
- To re-elect the following Directors who retire pursuant to Clause 110 of the Company's Constitution:-
 - Mr. Ho Jien Shiung *(Ordinary Resolution 4)*
 - Mr. Nicholas Wong Yew Khid *(Ordinary Resolution 5)*
 - Mr. Tan Sik Eek *(Ordinary Resolution 6)*
- To re-appoint Messrs. Jamal, Amin & Partners as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 7)*

As Special Business

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

- GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *(Ordinary Resolution 8)*
 "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** *Special Resolution*
 "THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in "Appendix A" with immediate effect AND THAT the Directors and/or the Secretary of the Company be authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
- To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACS 01324)
Company Secretary

Petaling Jaya, Selangor Darul Ehsan
29 January 2019

Notes:

- The Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the audited financial statements. Hence, this Agenda is not put forward for voting.
- A member of the Company who is entitled to attend, participate, speak and vote at the Twelfth Annual General Meeting ("Meeting" or "Twelfth AGM") is entitled to appoint up to two (2) proxies to attend, participate, speak and vote at the Meeting in his stead. Where a member appoints up to two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. If the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee 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 exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- The instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 65(3) of the Company's Constitution to issue a General Meeting Record of Depositors as at 21 February 2019. Only members whose names appear in the General Meeting Record of Depositors as at 21 February 2019 shall be entitled to attend, participate, speak and vote at the Meeting.
- All the resolutions set out in this Notice of Meeting will be put to vote by poll.

EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS

1. Item 3 of the Agenda - Directors' Fees and Benefits

The estimated Directors' fees and benefits proposed for the financial year ending 30 September 2019 were calculated based on the current Board size and number of scheduled Board and Board Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and benefits for the current financial year. In the event the proposed amount is insufficient due to more meetings held or enlarged Board size, approval will be sought at the next Annual General Meeting ("AGM") for the shortfall.

2. Item 7 of the Agenda - General Authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 8 proposed under item 7 of the Agenda is a renewal of the general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Companies Act 2016. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, 48,900,000 new ordinary shares were issued by the Company via a private placement exercise at an issue price of RM0.0376 per share pursuant to the general mandate granted to the Directors at the Eleventh AGM held on 29 August 2017. The gross proceeds of approximately RM1.84 million raised from the private placement exercises has been fully utilised by the Company.

3. Item 8 of the Agenda - Proposed Amendments to the Constitution of the Company

The Special Resolution proposed under item 8 of the Agenda in relation to the proposed amendments to the existing Constitution of the Company are made mainly for the following purposes:-

- To ensure compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad; and
- To provide clarity and consistency with the amendments that arise from the Companies Act 2016 and other relevant regulatory provisions.

This Special Resolution if passed, will allow the Company to alter or amend the whole of the existing Constitution by the replacement with the proposed new Constitution as per "Appendix A" in accordance with Section 36(1) of the Companies Act 2016. The "Appendix A" on the proposed new Constitution of the Company, which is circulated together with the Notice of Twelfth AGM dated 29 January 2019, shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Twelfth AGM.