



DAYANG ENTERPRISE HOLDINGS BHD
(Company No. 712243-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 13th Annual General Meeting of the Company will be held at Danum II, Level 5, Imperial Hotel, Lot 827, Jalan Pos, 98000 Miri, Sarawak on Wednesday 22nd May 2019 at 11.00 a.m. to transact the following purposes:-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31st December 2018 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Explanatory Note A)**
- To re-elect the following directors who retire in accordance with Article 86 of the Company's Constitution and being eligible, have offered themselves for re-election:-
Tengku Dato' Yusof Bin Tengku Ahmad Shahrudin **Ordinary Resolution 1**
Wong Ping Eng **Ordinary Resolution 2**
Koh Ek Chong **Ordinary Resolution 3**
- To re-elect the following director who retires in accordance with Article 93 of the Company's Constitution:-
Datuk Hasmi Bin Hasnan **Ordinary Resolution 4**
- To approve the payment of Directors' Fees of RM1,609,395.00 for the financial year ended 31 December 2018. **Ordinary Resolution 5**
- To approve the payment of Meeting Allowance of RM500.00 per meeting to Non-Executive Directors from the conclusion of this meeting up to the conclusion of the next Annual General Meeting of the Company to be held in 2020. **Ordinary Resolution 6**
- To re-appoint Messrs. KPMG PLT as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. **Ordinary Resolution 7**

AS SPECIAL BUSINESS

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

- Proposed Renewal of Existing and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**
"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions ("RRPT") of a Revenue or Trading Nature which is necessary for the day to day operations with the related parties as set out in Section 2.5(i) of the Circular to Shareholders dated 23 April 2019, be and is hereby renewed, AND THAT mandate be and is hereby granted by the shareholders of the Company to apply to the new RRPTs as set out in Section 2.5(ii) of Part A of the Circular with the related party mentioned therein, provided that:
i. such transactions are undertaken in the ordinary course of business, on arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.
AND THAT such approval shall continue to be in force until:-
i. the conclusion of the next Annual General Meeting ("AGM") at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
ii. the expiration of the period within the next AGM of the Company to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
iii. revoked or varied by resolution passed by the shareholders in a general meeting;
whichever is the earlier;
AND THAT the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required) as may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate." **Ordinary Resolution 8**
- Proposed Renewal of Authority To Purchase Its Own Shares**
"THAT, subject always to the Companies Act 2016, the provisions of the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and are hereby authorized to purchase such amount of ordinary shares in the Company as may be determined by the Directors 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 interests of the Company provided THAT :-
(1) the aggregate number of shares to be purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
(2) the amount of fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest Audited Financial Statements of the Company at the time of the purchase; and
(3) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends;
THAT the authority conferred by this resolution shall commence immediately and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company following the passing of this ordinary resolution, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting but not so as to prejudice the completion of a purchase by the Company before the aforesaid expiry date and, in any event in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authority;
AND THAT authority be and is hereby given to the Directors of the Company to act and take all such steps and do all things as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase." **Ordinary Resolution 9**
- Authority to Issue Shares**
"THAT pursuant to Section 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to 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 ten percent (10%) of the issued share capital of the Company for the time being and that the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 10**
- Proposed Adoption of a New Constitution of the Company**
"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix B of the Circular and Statement to Shareholders dated 23 April 2019 accompanying the Company's Annual Report 2018 for the financial year ended 31 December 2018 be and is hereby adopted as the Constitution of the Company
AND THAT the Directors of the Company be and are hereby authorized to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as maybe considered necessary to give full effect to the foregoing." **Special Resolution**
- To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD
BAILEY KHO CHUNG SIANG (LS0000578)
BONG SIU LIAN (MAICSA 7002221)
Company Secretaries

Miri, Sarawak
Dated this 23 April 2019

Notes:-

- Only members registered in the Record of Depositors as at 15 May 2019 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his/her behalf.
- A member entitled to attend and vote at this meeting is entitled to appoint one (1) or more proxies to attend and vote in his stead. 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 the Meeting shall have the same rights as the member to speak at the meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorized.
- 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.
- To be valid, the Proxy form, duly completed must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- Please take note that interested directors, interested major shareholders or interested persons connected with a director or major shareholder, and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote in respect of their direct and/or indirect shareholdings on the resolution approving the Proposed Shareholders' Mandate.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.

EXPLANATORY NOTES

- Agenda 1**
The Audited Financial Statements is meant for discussion only as an approval from the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, this Agenda is not put forward for voting.
- Ordinary Resolution 1 - 4**
Tengku Dato' Yusof Bin Tengku Ahmad Shahrudin, Wong Ping Eng, Koh Ek Chong and Datuk Hasmi Bin Hasnan are standing for re-election as Directors of the Company. The Joint Remuneration & Nomination Committee and the Board of Directors ("the Board") have considered the assessment of the four Directors and collectively agree that they meet the criteria of character, experience, integrity, competence and time to effectively discharge their respective roles as Directors as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The profiles of the four Directors are set out on pages 9 to 11 of the Company's Annual Report for financial year ended 31 December 2018.
- Ordinary Resolution 7**
The Audit Committee and the Board have considered the re-appointment of KPMG PLT as Auditors of the Company and collectively agree that KPMG PLT meets the criteria of the adequacy of experience and resources of the firm and the audit team assigned to the audit as prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Ordinary Resolution 8 - Proposed Shareholders' Mandate**
The proposed Resolution 8, if passed, will empower the Company and its subsidiaries to enter into recurrent related party transactions involving the interest of Related Parties which are of a revenue or trading in nature and necessary for the Company's day to day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. The authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.
Please refer to the Circular to Shareholders dated 23 April 2019 for further information.
- Ordinary Resolution 9- Proposed Renewal of Authority to Purchase Own Shares**
This proposed ordinary resolution, if passed, will empower the Directors of the Company to purchase up to ten percent (10%) of the total number of issued shares of the Company from the date of this Annual General Meeting. This authority unless revoked or varied by the Company at a General Meeting will expire at the next Annual General Meeting.
Please refer to the Statement on Share Buy-Back dated 23 April 2019 for further information.
- Ordinary Resolution 10 - Authority to Issue Shares**
This ordinary resolution, if passed, will empower the Directors of the Company from the date of this Annual General Meeting, authority to issue and allot Ordinary Shares from the unissued capital of the Company up to an aggregate of ten percent (10%) of the issued and paid-up share capital of the Company for the time being, for such purposes as the Directors consider in their absolute discretion to be in the interest of the Company. This authority will, unless revoked or varied by the Company in a General Meeting, expire at the next Annual General Meeting of the Company.
The general mandate sought for issue of shares is a renewal of the mandate that was approved by shareholders on 24 May 2018. The purpose of the renewal of the general mandate is to provide flexibility to the Company for any possible fund-raising exercises, including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.
- Special Resolution - Proposed Adoption of a New Constitution of the Company**
This resolution, if passed, will bring the Company's Constitution in line with the Companies Act 2016, Malaysian Code of Corporate Governance, Main Market Listing Requirements of Bursa Securities, and all other relevant statutory and regulatory requirements. The proposed new Constitution is set out in the Circular and Statement to Shareholders dated 23 April 2019.