



DANCOMECH HOLDINGS BERHAD
(1050285-U)
Incorporated in Malaysia

NOTICE OF SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixth (6th) Annual General Meeting of Dancomech Holdings Berhad ("the Company") will be held at Classics 2, Holiday Villa Hotel & Conference Centre Subang, 9, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Wednesday, 29 May 2019 at 8.30 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon. Please refer to Explanatory Note a
- To approve the payment of final single-tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 December 2018. Resolution 1
- To re-elect the following Directors who retire pursuant to Article 97 of the Company's Articles of Association:
(a) Mr. Aik Cwo Shing Resolution 2
(b) Encik Marzuki Bin Abdul Rahman Resolution 3
(c) Ms. Sharon Lee Ching Yee Resolution 4
- To approve the payment of Directors' fees of up to RM200,000 and benefits of up to RM20,000 to the Non-Executive Directors with effect from 30 May 2019 until the next Annual General Meeting of the Company. Resolution 5
Please refer to Explanatory Note b
- To re-appoint Messrs. Grant Thornton Malaysia as Auditors of the Company and to authorise the Directors to determine their remuneration. Resolution 6

SPECIAL BUSINESS:

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

- Ordinary Resolution - Authority To Issue and Allot Shares** Resolution 7
"THAT, subject to Section 75 and Section 76 of the Companies Act 2016, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, 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 the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate of number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." Please refer to Explanatory Note c
- Special Resolution - Proposed Adoption of the New Constitution of the Company** Resolution 8
"THAT approval be given to revoke the existing Constitution (previously referred to as the Memorandum and Articles of Association) of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in the Circular to Shareholders dated 29 April 2019, be adopted as the Constitution of the Company; AND THAT the Directors of the Company be authorised 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 may be considered necessary to give full effect to the foregoing." Please refer to Explanatory Note d
- To transact any other business for which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the shareholders' approval for the payment of final single-tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 December 2018 ("Dividend") under Resolution 1 at the Sixth (6th) Annual General Meeting of the Company, the Dividend will be paid to the shareholders on 24 June 2019. The entitlement date for the Dividend shall be 10 June 2019.

Shareholders of the Company will only be entitled to the Dividend in respect of:

- securities transferred into their securities account before 4.00 p.m. on 10 June 2019 for transfers; and
- securities 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

NG HENG HOOI (MAICSA 7048492)
WONG MEE KIAT (MAICSA 7058813)
Company Secretaries

Petaling Jaya

Dated: 29 April 2019

Notes:

- Only members whose names appear in the Record of Depositors as at 21 May 2019 will be entitled to attend and vote at the Meeting.
- A member of the Company who entitled to attend and vote at the 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, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act, 1991 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 EAN may appoint in respect of each Omnibus Account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
- The instrument appointing a proxy shall be deposited at the Office of the Share Registrar of the Company situated at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.

Explanatory Notes:

- Resolution 1 – Audited Financial Statements for the financial year ended 31 December 2018**
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 and hence, Agenda 1 is meant for discussion only and will not be put for voting.
- Resolution 5 - Payment of Directors' fees and benefits**
Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Remuneration to Non-Executive Directors for the period commencing 30 May 2019 up till the next annual general meeting of the Company in 2020. The Remuneration comprises fees and meeting allowances payable to Non-Executive Directors.
- Resolution 7 - Authority to Issue and Allot Shares**
The proposed resolution, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investments projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without having to convene a general meeting. This authority, unless evoked or varied by the Company in a general meeting will expire at the conclusion of next Annual General Meeting of the Company.
The Company is seeking the approval from shareholders on the renewal of the above mandate. The Company did not exercise the mandate given by the shareholders at the Fifth AGM held on 25 April 2018, hence no proposals were raised.
- Resolution 8 - Proposed Adoption of the New Constitution of the Company**
The proposed Resolution 8, if passed, will bring the new Company's Constitution in line with the enforcement of Companies Act 2016 and the amended Listing Requirements of Bursa Securities, which will enhance the Company's administrative efficiency. The proposed new Constitution is set out in the Circular to Shareholders dated 29 April 2019.