

# NOTICE OF 19TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Nineteenth Annual General Meeting of the Company will be held at 9.00a.m. on 17 June 2019 at Emerald 2, Level 1, Crown Garden Hotel, PT 302 & 303 Jalan Kebun Sultan, 15300 Kota Bharu, Kelantan for the transaction of the following businesses:

## AGENDA

### A. Ordinary Business

1. To receive the Audited Financial Statements for the financial period ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.

2. To re-elect the following Directors who retire in accordance with Article 102 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-

a) YM Tengku Ahmad Badli Shah Bin Raja Hussin, JP

**Ordinary Resolution 1**

b) Lim Teck Seng

**Ordinary Resolution 2**

c) Dato' Yeo Boon Leong, JP

**Ordinary Resolution 3**

d) Ng Kok Wah

**Ordinary Resolution 4**

3. To approve the payment of Directors' fees of totaling RM998,000 to the Directors of the Company for the period from 1 September 2017 up to the conclusion of the 20th Annual General Meeting ("AGM") to be held in 2020;

**Ordinary Resolution 5**

4. To approve the payment of Directors' benefits of up to RM254,560 for the period from the 19th AGM to 20th AGM to be held in 2020;

**Ordinary Resolution 6**

5. To re-appoint Messrs BDO as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 7**

### B. Special Business

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

6. Authority to allot and issue shares in general 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/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of 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 10% of the total number of issued shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company".

7. Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature. ("Proposed Renewal of Mandate for RRPT")

**Ordinary Resolution 9**

THAT subject always to the provisions of the Companies Act 2016 ("the Act"), the Memorandum and Articles of Association of the Company, Bursa Malaysia Securities Berhad Main Market Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions with the related parties as set out in Sections 2.4.1 and 2.4.2 of the Circular to Shareholders dated 30 April 2019 ("the Circular"), which are necessary for the day to day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders as set out in the Circular ("Mandate").

THAT the Directors be empowered to do all such acts and things considered necessary or expedient to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be imposed by the relevant authorities.

THAT such Mandate shall commence upon passing this ordinary resolution and to be in force until:-

(a) the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless the authority is renewed by a resolution passed at the meeting;

(b) the expiration of the period within which the next AGM after that date it is required by law to be held; or

(c) revoked or varied by resolution of the shareholders of the Company in a general meeting;

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.

8. Proposed renewal of the authority for the purchase of the Company's own ordinary shares of up to ten per centum (10%) of the Company's total number of issued shares ("Proposed Renewal of Share Buy-Back")

**Ordinary Resolution 10**

THAT, subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Directors of the Company be and are hereby unconditionally and generally authorised to make purchases of ordinary shares in the Company's issued share capital through Bursa Securities at any time and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, subject further to the following:-

(i) the maximum number of ordinary shares which may be purchased and/or held by the Company shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company at the point of purchase ("D'nonce Shares");

(ii) the maximum fund to be allocated by the Company for the purpose of purchasing the D'nonce Shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s);

(iii) the authority conferred by this resolution shall commence upon the passing of this ordinary resolution and will continue to be in force until the conclusion of the next Annual General Meeting of the Company (at which time it shall lapse unless by ordinary resolution passed at that meeting the authority is renewed, either unconditionally or subject to conditions), or unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or the expiration of the period within which the next AGM is required by law to be held, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company made before the aforesaid expiry date and, in any event, in accordance with the MMLR of Bursa Securities or any other relevant authority; and

(iv) upon completion of the purchase(s) of the D'nonce Shares by the Company, the Directors of the Company be hereby authorised to deal with the D'nonce Shares in the following manner: -

(a) cancel the D'nonce Shares so purchased; or

(b) retain the D'nonce Shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resale on the market of Bursa Securities and/or for cancellation subsequently; or

(c) retain part of the D'nonce Shares so purchased as treasury shares and cancel the remainder;

and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient and to enter into any agreements, arrangements and guarantees with any party or parties to implement or to effect the purchase(s) of the D'nonce Shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required by the relevant authorities

9. Proposed Adoption of the New Constitution of the Company

**Special Resolution 1**

THAT approval be and is hereby given for the Company to revoke the existing 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 30 April 2019 accompanying the Company's Annual Report 2018 for the financial period 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 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.

10. Proposed Change of Name of the Company from "D'nonce Technology Bhd" to "D'nonce Group Berhad" ("Proposed Change of Name")

**Special Resolution 2**

"THAT the name of the Company be changed from "D'nonce Technology Bhd" to "D'nonce Group Berhad" with effect from the date of the Notice of Registration of New Name issued by the Companies Commission of Malaysia and the Constitution of the Company be hereby amended accordingly, wherever the name of the Company appears."

AND THAT the Board of Directors of the Company be and is hereby authorised to carry out all the necessary steps and formalities in affecting the Proposed Change of Name."

11. To transact any other business of which due notice shall have been given.

## BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482)  
VIMALRAJ A/L SHANMUGAM (MAICSA 7068140)  
Company Secretaries

Kuala Lumpur  
Date: 30 April 2019

Proxy :-

(a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his (her) behalf. A proxy may but need not be a member of the Company.

(b) Where a member appoints two (2) proxies or more proxies, the appointment shall be invalid unless the proportions of shareholdings to be represented by each proxy are specified.

(c) The Form of Proxy shall be signed by the appointor or his (her) attorney duly authorised in writing or, if the member is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

(d) The instrument appointing a proxy must be deposited at the Share Registrar's office at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for the meeting or any adjournment thereof.

(e) 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 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 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.

(f) For the purpose of determining a member who shall be entitled to attend the Nineteenth AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 10 June 2019. Only a depositor whose name appears on the Record of the Depositor as at 10 June 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

## EXPLANATORY NOTES

### 1. Audited Financial Statements for the Financial Period Ended 31 December 2018

The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Therefore, this Agenda item is not put forward for voting.

### 2. Resolutions 5 to 6: To Approve the Payment of Directors' Fees and Benefits

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the directors shall be approved at a general meeting.

The Directors' benefits of up to RM254,560 comprises meeting allowances which calculated based on the current Board size and the number of scheduled Board and Board Committee meetings for the period from the 19th AGM to 20th AGM to be held in 2020.

In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.

### 3. Resolution 8: Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 8 is the renewal of the mandate obtained from the members at the last Annual General Meeting held on 30 January 2018 ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised. 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 revoked or varied by the Company in a general meeting will expire at the conclusion of next Annual General Meeting of the Company.

### 4. Ordinary Resolution 9: Proposed Renewal of Mandate for RRPT

The Ordinary Resolution 9, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company.

### 5. Ordinary Resolution 10: Proposed Renewal of Share Buy-Back

The proposed Ordinary Resolution 10 is the renewal of the mandate obtained from the members at the last Annual General Meeting held on 30 January 2018 ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised. 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 revoked or varied by the Company in a general meeting will expire at the conclusion of next Annual General Meeting of the Company.

The proposed Ordinary Resolution 10 if passed, will provide a mandate for the Company to purchase its own shares up to ten per cent (10%) of the total number of issued share of the Company and shall lapse at the conclusion of the next AGM unless authority for the renewal is obtained from the shareholders of the Company at a general meeting. Please refer to the Share Buy-Back Statement which is dispatched together with the Company's Annual Report 2018.

### 6. Special Resolution 1: Proposed Adoption of New Constitution

The proposed Special Resolution 1, if passed, will ensure the Company's Constitution be consistent with the new Companies Act 2016. The proposed new Constitution is set out in the Circular to Shareholders dated 30 April 2019.

### 7. Special Resolution 2: Proposed Change of Name

The proposed Change of Name is to reflect current business activity of the Company. The proposed name is subject to approval of the Companies Commission of Malaysia. This Special Resolution 2, if passed, will allow the Company to change its name from "D'nonce Technology Bhd" to "D'nonce Group Berhad", with effect from the date of the issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia.