

# NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Dynaciate Group Berhad (formerly known as Tatt Giap Group Berhad) ("DGB" or the "Company") will be held at Albatross Room, Tanjung Puteri Golf Resort, Jalan Tanjung Puteri 1, Taman Tanjung Puteri Resort, 81700 Pasir Gudang, Johor Darul Takzim on Tuesday, 21 January 2020 at 11.00 am or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions, with or without modification:

## ORDINARY RESOLUTION 1

### PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

"THAT subject to the provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with specified classes of related parties ("**Recurrent Related Party Transactions**") which are necessary for the day to day operations and are in the ordinary course of business and are carried out at arms' length basis on normal commercial terms of the Group on terms not more favourable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to minority shareholders of the Company and that such approval shall continue to be in force until:

- the conclusion of the next annual general meeting ("**AGM**") of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- the expiration of the period within which the next AGM after the date it is required 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
- revoked or varied by resolution passed by 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 do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Shareholders' Mandate."

## ORDINARY RESOLUTION 2

### PROPOSED DISPOSAL BY DYNACIATE SPI SDN BHD ("DSPI"), A WHOLLY-OWNED SUBSIDIARY OF DGB, OF 2 PARCELS OF CONTIGUOUS FREEHOLD LAND TOGETHER WITH ALL BUILDINGS ERRECTED THEREON (COLLECTIVELY REFERRED TO AS "PROPERTY") TO MGUDANG SDN BHD FOR A TOTAL CASH CONSIDERATION OF RM41.00 MILLION ("DISPOSAL CONSIDERATION") ("PROPOSED DISPOSAL")

"THAT subject to the approvals being obtained from all relevant parties and/or authorities (if required) and the relevant conditions precedent as stipulated in the conditional sale and purchase agreement dated 18 October 2019 ("**SPA**") entered into between DSPI and Mgdang Sdn Bhd (a wholly-owned subsidiary of MMAG Holdings Berhad) ("**Purchaser**") for the Proposed Disposal being met or waived (as the case may be), approval be and is hereby granted to DSPI to dispose the Property to the Purchaser for the Disposal Consideration, in accordance with the terms and conditions of the SPA including any modifications, variations, amendments and/or additions thereto.

AND THAT the Board of Directors of the Company ("**Board**") be and are hereby authorised to do all acts, deeds and things as are necessary to give full effect to and to complete the Proposed Disposal with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to and to complete the Proposed Disposal."

### By order of the Board

Tai Yit Chan (MAICSA 7009143)

Ong Tze-En (MAICSA 7026537)

Joint Company Secretaries

Pulau Pinang, 06 January 2020

### Notes:

- A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting, and that a proxy may but need not be a member. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- 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. Where an exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under its Common Seal, or under the hand of an officer or attorney duly authorised. A proxy must be of full age. An instrument appointing a proxy to vote shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointer. Members not resident in Malaysia may appoint and revoke proxies by cable.
- For the proxy to be valid, the Form of Proxy duly completed must be deposited at the Company's Registered Office at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 14 January 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.

### Explanatory Notes:

#### Ordinary Resolution 1 – Proposed Shareholders' Mandate

The proposed Ordinary Resolution 1, if passed, will empower the Directors from the date of the EGM, to deal with the related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations. These recurrent related party transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company and subject always to provision (ii) of the resolution.