



**D.B.E. GURNEY RESOURCES BERHAD**  
(Company No. 535763-A)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Seventeenth (17<sup>th</sup>) Annual General Meeting of D.B.E. Gurney Resources Berhad will be held at Intan 1, The Orient Star Resort Lumut, Lot 203 & 366 Jalan Iskandar Shah, 32200 Lumut, Perak Darul Ridzuan on Monday, 28 May 2018 at 11.00 a.m. for the following purposes:-

**AGENDA**  
**ORDINARY BUSINESS**

- 1 To receive the Audited Financial Statements for the year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. (Refer to Explanatory Note A)
- 2 To approve the payment of Directors' fees of RM90,000 to Non-Executive Directors for the financial year ended 31 December 2017. **(Ordinary Resolution 1)**
- 3 To approve the payment of Directors' fees of RM90,000 to Non-Executive Directors for the financial year ending 31 December 2018, to be made payable monthly. **(Ordinary Resolution 2)**
- 4 To approve the payment of Directors' benefits (other than Directors' fees) of up to RM65,000 to Directors for the period from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company. **(Ordinary Resolution 3)**
- 5 To re-elect Dato' Ding Seng Huat who retires by rotation pursuant to Article 84 of the Articles of Association (Constitution) of the Company. **(Ordinary Resolution 4)**
- 6 To re-elect the following Directors who were appointed during the year and retire pursuant to Article 91 of the Articles of Association (Constitution) of the Company:
  - (a) Dato' Doh Jee Ming **(Ordinary Resolution 5)**
  - (b) Dato' Doh Tee Leong **(Ordinary Resolution 6)**
  - (c) YM Raja Azlan Shah bin Raja Azwa **(Ordinary Resolution 7)**
  - (d) Sandeep Singh A/L Gurbachan Singh **(Ordinary Resolution 8)**
- 7 To re-appoint AFRIZAN TARMILI KHAIRUL AZHAR (known as AFTAAS) 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 9)**

**SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions:-

- 8 **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 10)**

"THAT, subject always to the Sections 75 and 76 of the Companies Act 2016 ("the Act"), the Articles of Association (Constitution) of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this Resolution does not exceed ten percent (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 the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;  
AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- 9 To transact any other ordinary business of which due notice has been given.

**BY ORDER OF THE BOARD**

**JESSLYN ONG BEE FANG** (MAICSA 7020672)  
**ERIC TOH CHEE SEONG** (MAICSA 7016178)  
Company Secretaries

Penang  
30 April 2018

**NOTES :**

1. Only members whose names appear on the Record of Depositors as at 21 May 2018 shall be entitled to attend, speak and vote at the Annual General Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
3. A member shall be entitled to appoint not more than two proxies to attend and vote at the Annual General Meeting. Where a member appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportions of his/her holdings to be represented by each proxy.
4. 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. An exempt authorised nominee refers to an authorised nominee defined under Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company at No.54-4-8, Wisma Sri Mata, Jalan Van Praagh, 11600 Penang not less than 48 hours before the time set for holding the Annual General Meeting or any adjournment thereof.
7. Explanatory Note on Special Business:  
**Ordinary Resolution 10 - Authority to Issue Shares Pursuant To Sections 75 and 76 of the Companies Act 2016**  
The existing general mandate for the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 was approved by the shareholders of the Company at the 16th Annual General Meeting held on 26 May 2017. The Company did not issue any new shares pursuant to this general mandate as at the date of this notice.  
The Company is continually looking for opportunities to broaden the operating base and earnings potential of the Company. This may require the issue of new shares not exceeding ten percent (10%) of the issued and paid-up share capital of the Company for the time being.  
The proposed Ordinary Resolution 10 would enable the Directors to avoid delay and cost of convening further general meetings to approve the issue of such shares for such purposes. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. The renewal of this mandate will provide flexibility to the Company for any potential fund raising activities, including but not limited to placement of shares, for purpose of funding future investments, working capital and/or any acquisition.
8. Explanatory Note on Ordinary Business:

**Note A**

This Agenda 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 Item is not put forward for voting.