



D.B.E. GURNEY RESOURCES BERHAD

(Registration No: 200101000008 (535763-A))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of D.B.E. Gurney Resources Berhad ("DBE" or the "Company") will be held at Intan 1, The Orient Star Resort Lumut, Lot 203 & 366, Jalan Iskandar Shah, 32200 Lumut, Perak Darul Ridzuan on Monday, 25 November 2019 at 10:30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF 51% EQUITY INTEREST IN D.B.E. POULTRY SDN. BHD., D.B.E. BREEDING SDN. BHD., D.B.E. HATCHERY SDN. BHD., D.B.E. MARKETING SDN. BHD., D.B.E. FOOD PROCESSING INDUSTRIES SDN. BHD., AND D.B.E. GURNEY CHICKEN SDN. BHD. TO DATO' DING SENG HUAT FOR A TOTAL CASH CONSIDERATION OF RM32,583,608 ("PROPOSED DISPOSAL")

THAT approval be and is hereby given to the Company to dispose of 51% equity interest in D.B.E. Poultry Sdn. Bhd., D.B.E. Breeding Sdn. Bhd., D.B.E. Hatchery Sdn. Bhd., D.B.E. Marketing Sdn. Bhd., D.B.E. Food Processing Industries Sdn. Bhd., and D.B.E. Gurney Chicken Sdn. Bhd. (collectively, the "Disposal Companies") to Dato' Ding Seng Huat ("DDSH") for a total cash consideration of RM32,583,608 in accordance with the terms and conditions contained in the conditional share sale agreement dated 2 October 2019 entered into between the Company and DDSH ("SSA"), as well as the terms and conditions in respect of the call option and the put option (as detailed under Section 2.4 of this circular) in accordance to the SSA;

THAT the Board of Directors of DBE ("Board") be and is hereby authorised to use the proceeds from the Proposed Disposal as set out in Section 2.8 of the circular to shareholders dated 6 November 2019 and the Board be and is hereby authorised to revise the use of proceeds from the Proposed Disposal in the manner as it deems fit and in the best interests of the Company;

AND THAT the Board be and is hereby authorised and empowered to take all such steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as it may deem fit, necessary, expedient and/or appropriate and in the best interests of the Company in order to implement, finalise, complete and give full effect to the Proposed Disposal and the terms and conditions of the SSA with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities as the Board deems fit, appropriate and in the best interests of the Company."

BY ORDER OF THE BOARD

JESSLYN ONG BEE FANG (MAICSA 7020672)

ERIC TOH CHEE SEONG (MAICSA 7016178)

Company Secretaries

Penang

Dated this 6 November 2019

Notes:-

1. Only members whose names appear on the Record of Depositors as at 18 November 2019 shall be entitled to attend, speak and vote at the Extraordinary General Meeting ("EGM").
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 EGM. 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 appointer or his/her 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 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 of that power or authority, or where the Member is a body corporate, the copy of the power or authority may also be certified by an authorised officer of that Member, 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 EGM or any adjournment thereof.