



DAYANG ENTERPRISE HOLDINGS BHD

(Company No. 712243-U)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 8th Annual General Meeting of the Company will be held at Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak on Thursday 12th June 2014 at 11.30 a.m. to transact the following purposes:-

AGENDA

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive the Audited Financial Statements for the financial year ended 31st December 2013 together with the Reports of the Directors and the Auditors thereon. **Ordinary Resolution 1**

2. Approval of Directors' Fees

To approve the payment of Directors' Fees. **Ordinary Resolution 2**

3. Re-Election of Directors

To re-elect the following directors who retire in accordance with Article 86(a) of the Company's Articles of Association:-

Datuk Hasmi Bin Hasnan **Ordinary Resolution 3**

Tengku Dato' Yusof Bin Tengku Ahmad Shahrudin **Ordinary Resolution 4**

Tuan Haji Abdul Aziz Bin Ishak **Ordinary Resolution 5**

To re-elect the following directors who retire in accordance with Article 93 of the Company's Articles of Association :-

Wong Ping Eng **Ordinary Resolution 6**

Azlan Shah Bin Jaffril **Ordinary Resolution 7**

Koh Ek Chong **Ordinary Resolution 8**

Ali Bin Adai **Ordinary Resolution 9**

4. Appointment of Auditors

To re-appoint Messrs KPMG as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. **Ordinary Resolution 10**

AS SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following Ordinary Resolutions:

Ordinary Resolutions

A. Ordinary Resolution - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions (RRPT) of a Revenue or Trading Nature

"THAT pursuant to Paragraph 10.09(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and/or its subsidiaries to enter into RRPT of a Revenue or Trading Nature as set out in Section 2.4 of the Circular to Shareholders dated 21 May 2014 with the specific related parties mentioned therein which are necessary for the Group's day to day operations, subject to the following:

(a) That the RRPT of a revenue or trading nature entered into are in the ordinary course of business, they are at arm's length basis and on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and

(b) That the proposals are subject to annual renewal and that such approval shall continue to be in force until:-

1. the conclusion of the next Annual General Meeting ("AGM") of the Company;

2. the expiration of the period within the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Companies Act 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or

3. revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier;

(c) AND THAT the Directors of the Company be authorized to complete and do all such acts and things as they may consider expedient or necessary to give effect to the RRPTs-contemplated and/or authorized by this Ordinary Resolution." **Ordinary Resolution 11**

B. Ordinary Resolution - Proposed Renewal of Authority To Purchase Own Shares

"THAT, subject to the compliance with Section 67A of the Companies Act 1965, and all applicable laws, guidelines, rules and regulations, the Directors of the Company be and are hereby authorized to purchase such amount of ordinary shares of RM0.50 each in the Company as determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interests of the Company provided THAT :-

(1) The aggregate number of shares to be purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company;

(2) The amount of fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits and share premium account of the Company at the time of purchase of Dayang shares,

(3) The Directors of the Company may decide in their discretion to retain the shares purchased as treasury shares and/or distribute them as dividends and/or resell them on the market of Bursa Securities and/or subsequently cancel all or part of them.

AND THAT authority be and is hereby given to the Directors of the Company to act and to take all such steps as are necessary or expedient to implement and finalize and give full effect to the Proposed Share Buy-Back.

AND THAT such authority conferred by this resolution shall commence immediately and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company following the passing of this ordinary resolution unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting." **Ordinary Resolution 12**

C. Ordinary Resolution - Authority to Issue Shares pursuant to Section 132D of the Companies Act 1965

"THAT pursuant to Section 132D of the Companies Act 1965 ("the Act") and subject always to the approval of the relevant authorities, 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 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 ten percent (10%) of the issued share capital of the Company for the time being AND THAT the Directors be and are hereby 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 continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 13**

6. To transact any other ordinary business that may be transacted at an Annual General Meeting, of which due notice shall have been given.

BY ORDER OF THE BOARD

BONG SIU LIAN (MAICSA 7002221)

BAILEY KHO CHUNG SIANG (LS0000578)

Company Secretaries

Miri, Sarawak

Dated this 21 May 2014

Notes:-

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
2. To be valid, the Proxy form, duly completed must be deposited at the Registered Office of the Company at Sublot 5-10, Lot 46, Block 10, Jalan Taman Raja, 98000 Miri, Sarawak not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Act are complied with.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointer is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorized.
6. 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.
7. Only members registered in the Record of Depositors as at 6 June 2014 shall be eligible to attend the meeting or appoint proxy to attend and vote on his/her behalf.
8. Please take note that interested directors, interested major shareholders or interested persons connected with a director or major shareholder, and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote in respect of their direct and/or indirect shareholdings on the resolution approving the Proposed Shareholders' Mandate.

Explanatory Notes on Special Businesses

(a) Ordinary resolution 11 – Proposed Renewal of Shareholders' Mandate for RRPT of a Revenue or Trading Nature

The proposal, if passed, will empower the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the mandated related parties for a period from this Annual General Meeting till the next Annual General Meeting.

Please refer to the Circular to Shareholders dated 21 May 2014 for further information.

(b) Ordinary resolution 12 – Proposed Renewal of Authority to Purchase Own Shares

This proposed ordinary resolution, if passed, will empower the Directors of the Company to purchase up to ten percent (10%) of the total issued and paid-up share capital of the Company from the date of this Annual General Meeting. This authority unless revoked or varied by the Company at a General Meeting will expire at the next Annual General Meeting.

Please refer to the Statement on Share Buy-Back dated 21 May 2014 for further information.

(c) Ordinary resolution 13 – Authority to Issue Shares pursuant to Section 132D of the Companies Act 1965

This ordinary resolution, if passed, will empower the Directors of the Company from the date of this Annual General Meeting, authority to issue and allot Ordinary Shares from the unissued capital of the Company up to an aggregate of ten percent (10%) of the issued and paid-up share capital of the Company for the time being, for such purposes as the Directors consider in their absolute discretion to be in the interest of the Company. This authority will, unless revoked or varied by the Company in a General Meeting, expire at the next Annual General Meeting of the Company.

The general mandate sought for issue of shares is a renewal of the mandate that was approved by shareholders on 13 June 2013. The purpose of the renewal of the general mandate is to provide flexibility to the Company for any possible fund-raising exercises, including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

At this juncture, there is no decision to issue any new shares. Should there be a decision to issue new shares after the general mandate has been obtained, the Company will make an announcement in respect of the purpose and/or utilisation proceeds arising from such issue.

Statement accompanying Notice of Annual General Meeting

The Directors standing for re-election at the 8th Annual General Meeting of the Company in accordance to Article 86(a) and Article 93 of the Company's Articles of Association are as follows:

- a) Article 86(a) – Retirement by Rotation
 - Datuk Hasmi Bin Hasnan
 - Tengku Dato' Yusof Bin Tengku Ahmad Shahrudin
 - Tuan Haji Abdul Aziz Bin Ishak
- b) Article 93 – Retirement after appointment to fill casual vacancy or to add Directors
 - Wong Ping Eng
 - Koh Ek Chong
 - Azlan Shah Bin Jaffril
 - Ali Bin Adai

The respective profiles of the above Directors are set out in the Profile of Directors on pages 9 to 15 of the Annual Report.

The details of interest in securities of the Company held by the Directors are stated on page 88 of the Annual Report.