



DAYANG ENTERPRISE HOLDINGS BHD

(Company No. 712243-U) (Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak on Wednesday, 24 September 2008 at 11.00 am for the purpose of considering, and if thought fit, pass the following as ordinary resolutions:-

ORDINARY RESOLUTION 1 PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT the Recurrent Related Party Transactions of a revenue or trading nature entered into from the listing date i.e. 24 April 2008 to 30 August 2008 by the Company and its subsidiary companies with specified classes of Related Parties as detailed in Section 2.4 of the Circular dated 9 September 2008, which are in the ordinary course of business and at terms not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company, be and are here by approved and ratified ("Proposed Shareholders' Ratification").

THAT the Company and its subsidiaries be and are hereby authorized to enter into and give effect to the Recurrent Related Party Transactions of a revenue or trading nature with specified classes of Related Parties as detailed in Section 2.4 of the Circular dated 9 September 2008, which are in the ordinary course of business and at terms not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company ("Proposed Shareholders' Mandate").

THAT the Proposed Shareholders' Mandate is subject to annual renewal, and that such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company;
- (ii) the expiration of the period within which 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
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier;

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 Proposed Shareholders' Ratification and the Proposed Shareholders' Mandate."

ORDINARY RESOLUTION 2 PROPOSED PURCHASE OF OWN SHARES OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ("PROPOSED SHARE BUY-BACK")

"THAT subject always to the Companies Act 1965 ("the Act") rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Bursa Malaysia Securities Berhad ("Bursa Malaysia") Listing Requirements and any other relevant authority, the Directors of the Company be and are hereby unconditionally and generally authorized to make purchases of ordinary shares through Bursa Malaysia subject further to the following:-

- (i) the aggregate number of shares to be purchased shall not exceed ten per centum

(10%) of the issued and paid-up ordinary share capital of the Company provided that the Company continues to maintain a shareholding spread that is in compliance with the requirements of the Listing Requirements after the share purchase;

- (ii) the maximum funds to be allocated by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the share premium account and/or retained profits of the Company for the time being;
- (iii) the Directors of the Company may decide in their discretion to retain the shares purchased as treasury shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends;

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

AND THAT such authority conferred by this resolution will 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."

By Order of the Board

Bong Siu Lian (MAICSA 7002221)
Bailey Kho Chung Siang (LS000578)
Company Secretaries

Miri, Sarawak

Dated this 9 September 2008

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, this form, duly completed must be deposited at the Office of the Company 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. 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' Ratification and Proposed Shareholders' Mandate.

**Resolution 1 & 2

Please refer to the Circular to Shareholders dated 9 September 2008 for further information.