



## **DAYANG ENTERPRISE HOLDINGS BHD**

(Company No: 712243-U)

(Incorporated in Malaysia under the Companies Act, 1965)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Dayang Enterprise Holdings Bhd ("DEHB" or the "Company") will be held at Parkcity Everly Hotel Miri, Jalan Temenggong Datuk Oyong Lawai, 98000 Miri, Sarawak on Wednesday, 9 December 2009 at 11.30 a.m. or any adjournment thereof, to consider and if thought fit, to pass the following resolution with or without modifications: -

#### **ORDINARY RESOLUTION**

**PROPOSED ACQUISITION OF 40% EQUITY INTEREST IN SYARIKAT BORCOS SHIPPING SDN BHD ("SBSSB") FROM AWH EQUITY HOLDINGS SDN BHD ("AWH") FOR A CASH CONSIDERATION OF RM132,080,000 ("PROPOSED ACQUISITION")**

"**THAT**, subject to the approvals of the relevant authorities being obtained (if any), approval be and is hereby given to the Company to acquire 1,800,000 ordinary shares of RM1.00 each in SBSSB representing 40% of its issued and paid-up share capital from AWH for a cash consideration of RM132,080,000, subject to the terms and conditions of the sale and purchase agreement for ordinary shares in SBSSB, the profit guaranteed agreement and the share clawback agreement dated 9 September 2009 entered into between DEHB and AWH and the shareholders' agreement dated 20 November 2009 entered into between DEHB, SBSSB and the shareholders of SBSSB (details of the said agreements are set out in Section 2.7 of the Company's circular to shareholders dated 24 November 2009).

**AND THAT** the Directors be and are hereby authorised to act and to take all steps and do all things as they may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed Acquisition and with all preparatory steps taken and things done to date by the Directors (if any) in respect of the Proposed Acquisition to be hereby duly ratified, with full powers to give effect or assent to any conditions, modifications, variations and/or amendments whether required by the relevant authorities or otherwise deemed to be in the best interests of the Company."

#### **By Order of the Board of Directors**

**Bailey Kho Chung Siang** (LS 000578)

**Bong Siu Lian** (MAICSA 702221)

Company Secretaries

Miri, Sarawak

Dated : 24 November 2009

#### **Notes:**

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. To be valid this form duly completed must be deposited at the Registered Office of the Company at Sublot 5 - 10, Lot 46, Block 10, Jalan Taman Raja, Miri Concession Land District 98000 Miri, Sarawak not less than forty-eight (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 Companies Act, 1965 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 authorised.