



## 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 Dayang Enterprise Holdings Bhd ("**Dayang**" or "**Company**") will be convened at Danum 1, Level 5, Imperial Hotel, Lot 827, Jalan Pos, 98000 Miri, Sarawak on Thursday, 2 July 2015 at 11.30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing, with or without modifications, the following resolution:-

#### ORDINARY RESOLUTION

**PROPOSED ACQUISITION OF 42,965,100 ORDINARY SHARES OF RM0.50 EACH IN PERDANA PETROLEUM BERHAD ("PPB") ("PPB SHARES"), REPRESENTING APPROXIMATELY 5.74% EQUITY INTEREST IN PPB FROM AFFIN HWANG ASSET MANAGEMENT BERHAD (FORMERLY KNOWN AS HWANG INVESTMENT MANAGEMENT BERHAD) ("AHAM") FOR A TOTAL CASH CONSIDERATION OF RM66,595,905 OR RM1.55 PER PPB SHARE ("PROPOSED ACQUISITION") AND THE RESULTANT PROPOSED MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING PPB SHARES NOT ALREADY OWNED BY DAYANG AFTER THE PROPOSED ACQUISITION AND SUCH NUMBER OF NEW PPB SHARES THAT MAY BE ISSUED PURSUANT TO THE EXERCISE OF ANY OUTSTANDING 5-YEAR WARRANTS 2010/2015 ISSUED BY PPB ("PPB WARRANTS") PRIOR TO THE CLOSE OF THE PROPOSED MANDATORY TAKE-OVER OFFER FOR A CASH CONSIDERATION OF RM1.55 PER PPB SHARE AND ALL THE REMAINING PPB WARRANTS NOT ALREADY OWNED BY DAYANG FOR A CASH CONSIDERATION OF RM0.84 PER PPB WARRANT ("PROPOSED OFFER")**

**(PROPOSED ACQUISITION AND PROPOSED OFFER ARE COLLECTIVELY REFERRED TO AS "PROPOSALS")**

**"THAT**, subject to all relevant approvals being obtained, including but not limited to approvals of the relevant authority, approval be and is hereby given to the Company:

- to acquire 42,965,100 PPB Shares, representing approximately 5.74% equity interest in PPB from AHAM for a total cash consideration of RM66,595,905 or RM1.55 per PPB Share in accordance with the terms and conditions of the share sale agreement dated 14 May 2015;
- to acquire all the remaining PPB Shares not already owned by Dayang after the Proposed Acquisition and such number of new PPB Shares that may be issued pursuant to the exercise of any PPB Warrants prior to the close of the proposed mandatory take-over offer for a cash consideration of RM1.55 per PPB Share and all the remaining PPB Warrants not already owned by Dayang for a cash consideration of RM0.84 per PPB Warrant pursuant to a mandatory take-over offer in accordance with Section 218(2) of the Capital Markets & Services Act, 2007 and Section 9(1), Part III of the Malaysian Code on Take-Overs and Mergers, 2010; and
- to acquire any PPB Shares and PPB Warrants from the open market and/or private treaty (via direct business transactions) at not more than RM1.55 per PPB Share and RM0.84 per PPB Warrant respectively, subject to the same terms of the Proposed Offer

**AND THAT** the Board of Directors be and is hereby authorised to give effect to the Proposals with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required, and to deal with all matters relating thereto and to enter into all such agreements, arrangements, undertakings, indemnities, transfer and assignments with any party or parties and to take all steps and to do all acts and things in any manner as the Board of Directors may deem necessary and expedient to implement, finalise, give full effect to and complete the Proposals."

By Order of the Board,

**DAYANG ENTERPRISE HOLDINGS BHD**

**BAILEY KHO CHUNG SIANG (LS0000578)**

**BONG SIU LIAN (MAISCA 7002221)**

Company Secretaries

Miri, Sarawak

18 June 2015

#### Notes:-

- A proxy may but not need to be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- 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, MCLD, 98000 Miri, Sarawak not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- A member shall be entitled to appoint more than one proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Act are complied with.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 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.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- Only members registered in the Record of Depositors as at 26 June 2015 shall be eligible to attend the meeting or appoint proxy to attend and vote on his/her behalf.