



DESTINI BERHAD

[Registration No. 200301030845 (633265-K)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Destini Berhad ("**Destini**" or "**Company**") will be held at Mauna Lani A, 1st Floor, Holiday Inn Kuala Lumpur Glenmarie, 1 Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan on Monday, 11 November 2019, at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 231,046,059 NEW ORDINARY SHARES IN DESTINI, REPRESENTING UP TO 20% OF THE TOTAL NUMBER OF ISSUED SHARES IN DESTINI TO THIRD PARTY INVESTOR(S) TO BE IDENTIFIED AT A LATER DATE AND AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")

"THAT subject to the approval of all relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board of Directors of Destini ("**Board**") to allot and issue up to 231,046,059 new ordinary shares in Destini ("**Destini Share(s)**") ("**Placement Share(s)**"), representing up to 20% of the total number of issued shares in Destini.

THAT approval be and is hereby given to the Board to determine the issue price for each tranche of the Placement Shares at a price of not more than 10% discount to the 5-day volume weighted average market price of Destini Shares immediately preceding the price-fixing date.

THAT the Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Destini Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid by the Company for which the entitlement date precedes the date of allotment and issuance of the Placement Shares.

THAT the Board be and is hereby authorised to utilise the proceeds from the Proposed Private Placement for the purposes set out in the circular to the shareholders dated 25 October 2019 ("**Circular**"), and the Board be authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of the Company, subject to the approvals of relevant authorities (where required) being obtained.

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangement as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, and give full effect and to complete the Proposed Private Placement."

BY ORDER OF THE BOARD

Tan Tong Lang (MAICSA 7045482)
Thien Lee Mee (LS0009760)
Company Secretaries
Kuala Lumpur
25 October 2019

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/ her stead. A proxy may but need not be a member of the Company.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/ she specifies the proportions of his/ her shareholdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/ her attorney duly authorised in writing, or if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
5. 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, must be deposited at the Company's Registrar's office at 149, Jalan Aminuddin Baki, Taman Tun Dr. Ismail, 60000 Kuala Lumpur not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting, as the case may be.
6. For the purpose of determining a member who shall be entitled to attend the Extraordinary General Meeting of the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 5 November 2019. Only members whose name appears on the Record of Depositors as at 5 November 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.