

D & O

D & O VENTURES BERHAD

(645371-V)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting of D & O Ventures Berhad ("Company") will be held at Berjaya Hall, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 28 May 2008 at 3.00 p.m. for the following purposes:

AGENDA

- To receive and adopt the audited Financial Statements for the financial year ended 31 December 2007 together with the Report of the Directors and Auditors thereon. **Ordinary Resolution 1**
- To approve the payment of a first and final tax-exempt dividend of 5 percent per share in respect of the financial year ended 31 December 2007. **Ordinary Resolution 2**
- To re-elect the following Directors who are retiring in accordance with Article 129 of the Articles of Association of the Company:
 - Lim Thian Soo **Ordinary Resolution 3**
 - Lim Chong Puang **Ordinary Resolution 4**
 - Cheam Dau Peng **Ordinary Resolution 5**
- To approve the Directors' fee of RM91,000.00 in respect of the financial year ended 31 December 2007. **Ordinary Resolution 6**
- To re-appoint Messrs. Horwath as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**
- *Special Business**
To consider and if thought fit, to pass with or without modification, the following as ordinary resolutions:

Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

Ordinary Resolution 8

"THAT, subject always to the Companies Act, 1965 and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered and authorised, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person/persons or party/parties whomsoever the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10 percent of the issued share capital of the Company for the time being, AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares to issue on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next annual general meeting."

Authority to Allot Shares Pursuant to the Employees' Share Option Scheme

Ordinary Resolution 9

"THAT, pursuant to the Employees' Share Option Scheme of the Company ("Scheme"), the Directors of the Company be and are hereby empowered and authorised, in accordance with Section 132D of the Companies Act, 1965, to allot and issue shares in the Company from time to time in accordance with the Scheme."

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 10

"THAT, approval be and is hereby given to the Company and its subsidiaries to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature as stated in Section 2.3 of the Circular to Shareholders dated 28 April 2008 which is necessary for the Group's day-to-day operations subject further to the following:

- the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and is not to the detriment of the minority shareholders and that such transactions are made on an arm's length basis and on normal commercial terms; and
- disclosure is made in the Annual Report of the aggregate value of transactions concluded pursuant to the shareholders' mandate during the financial year; and
- that such approval shall continue in force until:
 - the conclusion of the next annual general meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Companies Act, 1965); or
 - revoked or varied by resolution passed by the shareholders in a general meeting.
Whichever is the earlier;

AND THAT the Directors of the Company and/or anyone of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

Notes:

- A proxy may but need not be a member of the Company. A member shall be entitled to appoint a person, whether a member or not, as his proxy to attend and vote at a meeting of the Company. If the proxy is not a member, he needs not be an advocate, an approved company auditor or a person approved by the Registrar of Companies/Companies Commission of Malaysia.
- A member may appoint up to two (2) proxies to attend and vote at the same meeting and if a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Registered Office of the Company at No.15, Bukit Ledang, Off Jalan Duta, 50480 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding the meeting or any adjourned meeting as the case may be.
- *Explanatory notes on the Special Business

Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 8, if passed, will empower the Directors from the date of the Fourth Annual General Meeting, to allot and issue up to a maximum of 10 percent of the issued share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company without having to convene a separate general meeting. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.

Authority to Allot Shares Pursuant to the Employees' Share Option Scheme

The proposed Ordinary Resolution 9, if passed, will give authority to Directors of the Company from the date of the Fourth Annual General Meeting, to issue and allot ordinary shares in the Company to those employees who have exercised their options under the Employees' Share Option Scheme. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Proposed Ordinary Resolution 10, if passed, will provide a new mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are as set out in section 2.3 of the Circular to Shareholders of the Company dated 28 April 2008 despatched together with the Annual Report. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the Fourth Annual General Meeting, a first and final tax-exempt dividend of 5 percent per ordinary share for the financial year ended 31 December 2007 will be paid on 30 June 2008 to the holders of ordinary shares registered in the Record of Depositors at the close of business on 16 June 2008.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account on or before 4.00 p.m. on 16 June 2008, in respect of transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.