

DOLOMITE CORPORATION BERHAD

(Company No. 290455-W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of the Company will be held at the Maple Room, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 26 June 2013 at 2.30 p.m. to transact the following businesses:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Directors' and Auditors' Reports thereon.
Ordinary Resolution 1
2. To approve the Directors' Fees for the financial year ended 31 December 2012.
Ordinary Resolution 2
3. To re-elect Mr Lew Choong Keong who is retiring pursuant to Article 69 of the Articles of Association of the Company.
Ordinary Resolution 3
4. To re-elect Mr Dominic Aw Kian-Wee who is retiring pursuant to Article 69 of the Articles of Association of the Company.
Ordinary Resolution 4
5. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 5

As Special Business

To consider and, if thought fit, to pass the following ordinary resolutions:-

6. **Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**

“That pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue.”

Ordinary Resolution 6

7. Approval for Mr Jeffrey Gerard Gomez a/l Cyril Gomez to continue in office as Independent Non-Executive Director

“THAT approval be and is hereby given to Mr Jeffrey Gerard Gomez a/l Cyril Gomez, who has served as an Independent Non-Executive Director of the Company since 17 July 2003 and has attained 9 years on 16 July 2012, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012”.

Ordinary Resolution 7

BY ORDER OF THE BOARD

Tai Yit Chan (MAICSA 7009143)
Chan Su San (MAICSA 6000622)
Lo Sze Min (MIA 3439)
Company Secretaries

Selangor Darul Ehsan
Date: 4 June 2013

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint more than two (2) proxies to attend at the same meeting but only one (1) proxy shall be entitled to vote on a show of hands. Where a member appoints two (2) or more proxies, the member shall specify in each proxy form the proportion of the member's shareholdings to be represented by each proxy.
2. A proxy may but need not be a member of the Company and need not be any of the person prescribed by Section 149(1)(b) of the Companies Act, 1965.
3. Where a member of the Company is an exempt authorised nominee 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.

An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

4. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its 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 authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at the registered office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than forth-eight (48) hours before the time for holding the meeting or adjourned meeting.
6. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 19 June 2013 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting and entitled to appoint proxy or proxies.

Explanatory Notes on Special Business

7. *Ordinary Resolution No. 6 - Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares*

The Company had obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act") at the Eighteenth Annual General Meeting held on 29 June 2012. The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 6 is a renewal of the general mandate for the issuance of shares by the Company pursuant to Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for purpose of funding the working capital or future investments of the Group. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

8. *Ordinary Resolutions No. 7 - Authority for Mr Jeffrey Gerard Gomez a/l Cyril Gomez (Mr Gomez) to continue in office as Independent Non-Executive Director*

The Board of Directors ("Board") had via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Gomez and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

Mr Gomez was appointed as an Independent Non-Executive Director on 17 July 2003. Mr Gomez has attained more than 9 years at the date of the notice of the Nineteenth Annual General Meeting.

Mr Gomez met the definition of independent director as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board therefore recommends Mr Gomez to continue as an Independent Non-Executive Director.