



DOMINANT ENTERPRISE BERHAD

(Company No. 221206-D)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting of DOMINANT ENTERPRISE BERHAD will be held at Grand Paragon Hotel, Sapphire 3 Hall, Level 4, No. 18, Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor Darul Takzim on Monday, 23 September 2013 at 10.00 a.m. for the following purposes :-

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2013 and the Reports of the Directors and Auditors thereon. **Resolution on Proxy Form
Please refer to Explanatory Note 1
Resolution 1**
- To approve a Single Tier Final Dividend of 1 sen per share in respect of the financial year ended 31 March 2013. **Resolution 2**
- To approve the payment of Directors' fees of RM196,000 in respect of the financial year ended 31 March 2013. **Resolution 3**
- To re-elect the following Directors who retire pursuant to Article 84 of the Company's Articles of Association :-
a. Mr. Cha Aku Wai @ Sia Ah Kow **Resolution 4**
b. Mr. Tan Meng Poo **Resolution 4**
c. Mr. Johnson Kandasamy A/L David Nagappan **Resolution 5**
- To re-appoint Messrs. BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution, with or without modifications:

- ORDINARY RESOLUTION 1 :
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**
a. MR. TAN MENG POO **Resolution 7**
"THAT subject to passing of the resolution 4, authority be and is hereby given to Mr. Tan Meng Poo who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company."
b. MR. JOHNSON KANDASAMY A/L DAVID NAGAPPAN **Resolution 8**
"THAT subject to passing of the resolution 5, authority be and is hereby given to Mr. Johnson Kandasamy A/L David Nagappan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company."
c. TUAN HJ MOHD KHALID BIN IDRIS **Resolution 9**
"THAT authority be and is hereby given to Tuan Hj Mohd Khalid Bin Idris who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company."
Resolution 10
- ORDINARY RESOLUTION 2 :
AUTHORITY TO DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**
"THAT subject always to the Companies Act, 1965 ("Act"), Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental / regulatory bodies, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Act to issue not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof AND THAT authority be and is hereby given to the Directors to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities."
Resolution 11
- SPECIAL RESOLUTION :
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**
"THAT the proposed amendments to the Articles of Association of the Company as set out in "Annexure A" attached to the Annual Report be and are hereby approved and adopted.
AND THAT the Directors and Secretary of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Company's Articles of Association."
9. To transact any other business of which due notice shall have been given.

NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT the proposed Single Tier Final Dividend of 1 sen per share in respect of the financial year ended 31 March 2013, if approved, will be paid on 10 October 2013 to depositors registered in the Record of Depositors at the close of business on 1 October 2013. A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 1 October 2013 in respect of ordinary 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.

BY ORDER OF THE BOARD
DOMINANT ENTERPRISE BERHAD

YONG MAY LI (f)
(LS0000295)
Company Secretary

Johor Bahru,
30 August 2013

NOTES :

- A member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies (but not more than two) to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.
- A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 is allowed to appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 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 (1) 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.
- The instrument appointing a proxy, in the case of an individual shall be signed by the appointor or his/her attorney duly authorised in writing and in the case of a corporation, either under seal or under the hand of an officer duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor Darul Takzim not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 54(2) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 13 September 2013 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

EXPLANATORY NOTES :

- Item 1 of the Agenda**
This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Item 6 of the Agenda**
Mr. Tan Meng Poo, Mr. Johnson Kandasamy A/L David Nagappan and Tuan Hj Mohd Khalid Bin Idris who have served as Independent Non-Executive Directors ("INEDs") of the Company for a cumulative term of more than nine (9) years, to continue to serve as INEDs based on the following justification :
 - The INEDs have fulfilled the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
 - The INEDs have actively participate in Board deliberations, provided objectivity in decision making and an independent voice to the Board and contributed to the Board preventing the Board dominating any one party;
 - The INEDs have developed deep insight into the Group's businesses and operations and therefore will be able to provide invaluable contributions to the Group; and
 - The ability of a director to serve effectively as an Independent Director is very much dependent on his caliber, qualification, experience and personal qualities and has no real connection to his tenure as an Independent Director.
- Item 7 of the Agenda**
Resolution 10 proposed under item 7 of the Agenda is for the purpose of granting a renewal of the general mandate and if passed, will provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. This authority will commence from the date of this Annual General Meeting and unless earlier revoked or varied by the shareholders of the Company at a subsequent general meeting, shall expire at the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares have been issued (Other than shares for Employee's Shares Option Scheme ("ESOS") exercised) pursuant to the mandate obtained at the 20th Annual General Meeting of the Company held on 18 September 2012, and accordingly no proceeds were raised (Except for ESOS exercised).