



DOMINANT ENTERPRISE BERHAD

(Company No. 221206-D)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Dominant Enterprise Berhad (“DEB” or “the Company”) will be held at Grand Paragon Hotel, Saphire 3 Hall, Level 4, No. 18, Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor Darul Takzim on Monday, 24 August 2015 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Twenty-Third Annual General Meeting of the Company which will be held on the same date at the same venue, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 27,506,680 NEW ORDINARY SHARES OF RM0.50 EACH IN DEB (“DEB SHARE(S)”) (“BONUS SHARE(S)”) TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FIVE (5) EXISTING DEB SHARES HELD BY SHAREHOLDERS OF DEB (“DEB SHAREHOLDERS”) ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF SHARES”)

“THAT, subject to the passing of Ordinary Resolution 2, Ordinary Resolution 3 and Special Resolution, the approvals of all relevant authorities or parties, including but not limited to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for all Bonus Shares to be issued under the Proposed Bonus Issue of Shares being obtained, approval be and is hereby given to the Board of Directors of the Company (“Board”) to issue at par value of up to 27,506,680 Bonus Shares to be credited as fully paid-up and such Bonus Shares be allotted to all DEB Shareholders whose names appear in the Record of Depositors as at the close of business on the Entitlement Date, on the basis of one (1) Bonus Share for every five (5) existing DEB Shares held in the Company;

AND THAT the Board be and is hereby authorised to capitalise the sum of up to RM13,753,340 from the Company’s retained earnings for the purpose of the Proposed Bonus Issue of Shares;

AND THAT such Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing DEB Shares, save and except that they would not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the DEB Shareholders, the entitlement date of which is prior to the date of allotment of the Bonus Shares;

AND THAT any fractional entitlement that may arise under the Proposed Bonus Issue of Shares shall be disregarded and dealt with in such manner as the Board shall in their absolute discretion deem fit, expedient and in the best interest of the Company;

AND FURTHER THAT the Board be and is hereby authorised to do all such acts and things and enter, sign, execute and deliver all documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Bonus Issue of Shares with full power to assent to any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 45,844,467 WARRANTS ON THE BASIS OF ONE (1) WARRANT FOR EVERY THREE (3) EXISTING DEB SHARES HELD BY DEB SHAREHOLDERS ON THE ENTITLEMENT DATE (“PROPOSED BONUS ISSUE OF WARRANTS”)

“THAT, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 3 and Special Resolution, approvals of all relevant authorities, including but not limited to the approval of Bursa Securities for the admission of up to 45,844,467 warrants (“Warrant(s)”) to the Official List of Bursa Securities as well as for the listing of and quotation for the Warrants and the new DEB Shares arising from the exercise of the Warrants on the Main Market of Bursa Securities, authority be hereby given to the Board to allot and distribute the Warrants to all DEB Shareholders whose names appear in the Record of Depositors as at the close of business on the Entitlement Date, on the basis of one (1) Warrant for every three (3) existing DEB Shares held then by such DEB Shareholders in accordance with the provisions in the deed poll constituting the Warrants to be executed (“Deed Poll”);

AND THAT the Board be authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll;

AND THAT the Board be hereby authorised to allot and issue such appropriate number of additional Warrants (“Additional Warrants”) in accordance with the provisions of the Deed Poll, including any Additional Warrants as may be required or permitted to be issued as a consequence of any adjustment in accordance with the provisions of the Deed Poll and to adjust from time to time the exercise price and/or number of the Warrants to which the holders of the Warrants are entitled to be issued as a result of an adjustment in accordance with the provisions of the Deed Poll;

AND THAT any fractional entitlement that may arise from the Proposed Bonus Issue of Warrants shall be disregarded and dealt in such a manner as the Board shall in their absolute discretion deem fit and in the best interest of the Company;

AND THAT the Board be hereby authorised to allot and issue such appropriate number of new DEB Shares arising from any exercise by the holders of the Warrants and/or Additional Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the existing DEB Shares, save and except that they shall not be entitled to any dividends, rights, allotment and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of such new DEB Shares;

AND FURTHER THAT the Board be and is hereby authorised to do all such acts and things and enter, sign, execute and deliver all documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Bonus Issue of Warrants with full power to assent to any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments.”

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF DEB FROM RM100,000,000 COMPRISING 200,000,000 DEB SHARES TO RM500,000,000 COMPRISING 1,000,000,000 DEB SHARES (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)

“THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Special Resolution, approval be and is hereby given for the authorised share capital of the Company to be increased from RM100,000,000 comprising 200,000,000 DEB Shares to RM500,000,000 comprising 1,000,000,000 DEB Shares by the creation of an additional 800,000,000 DEB Shares;

AND FURTHER THAT the Board be and is hereby authorised to do all such acts and things and enter, sign, execute and deliver all documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Increase in Authorised Share Capital with full power to assent to any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments.”

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF DEB (“PROPOSED AMENDMENT”)

“THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 and the approvals of relevant authorities/parties (where required) being obtained, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum of Association of DEB as set out in Section 2.3 of the main body of the Circular;

AND FURTHER THAT the Board be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take steps as may be considered necessary to give full effect to the Proposed Amendment.”

By Order of the Board

YONG MAY LI (f) (LS0000295)
CHIANG CHOON WEI (f) (MIA 32062)
COMPANY SECRETARIES
30 JULY 2015

Notes:

1. A Member of the Company who is entitled to attend and vote at the meeting, may appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a Member of the Company and there shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. If a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
2. Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
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 (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.
4. Where the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which the appointment shall be invalid.
5. 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.
6. 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.
7. 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 60 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 17 August 2015 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.