

DOLOMITE CORPORATION BERHAD

(Company No. 290455-W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting of the Company will be held at Cypress & Maple Room, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 24 May 2016 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 2015 together with the Directors' and Auditors' Reports thereon.
(Note 7)
2. To approve the Directors' Fees for the financial year ended 31 December 2015.
Ordinary Resolution 1
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 2
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 3
5. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:

"THAT Mr Lim Beng Keat, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting."
Ordinary Resolution 4
6. To appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company in place of the retiring Auditors, Messrs Crowe Horwath and to authorise the Directors to fix their remuneration.

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is annexed and marked as "Appendix I" in the Annual Report 2015) has been received by the Company for the nomination of Messrs Baker Tilly Monteiro Heng who have given their consent to act, for appointment as Auditors in place of the retiring Auditors, Messrs Crowe Horwath and of the intention to propose the following ordinary resolution:-

"That Messrs Baker Tilly Monteiro Heng having consent to act, be and are hereby appointed as Auditors of the Company for the financial year ending 31 December 2016 in place of the retiring Auditors, Messrs Crowe Horwath and to hold office until

the conclusion of the next Annual General Meeting of the Company and that the Directors be authorised to fix their remuneration.”

Ordinary Resolution 5

As Special Business

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

7. 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

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: 29 April 2016

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 forty-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 16 May 2016 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
7. The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by shareholders of the Company.

Explanatory Notes on Special Business:

8. ***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 Twenty-First Annual General Meeting held on 23 June 2015. 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.