



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-Fourth 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, 22 August 2016 at 10.00 a.m. for the following purposes :-

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2016 and the Reports of the Directors and Auditors thereon. | Resolution on Proxy Form |
| 2. To approve a Single Tier Final Dividend of 1 sen per share in respect of the financial year ended 31 March 2016. | Please refer to Explanatory Note 1 |
| 3. To approve the payment of Directors' fees of RM220,000 in respect of the financial year ended 31 March 2016. | Resolution 1 |
| 4. To re-elect the following Directors who retire pursuant to Article 84 of the Company's Articles of Association :- | Resolution 2 |
| (a) Mr. Cha Aku Wai @ Sia Ah Kow | Resolution 3 |
| (b) Mr. Chai Soon Too | Resolution 4 |
| (c) Mr. Waldersee Chan Chung Ching | Resolution 5 |
| 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 resolutions, with or without modifications:

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| 6. ORDINARY RESOLUTION 1 :
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – MR. TAN MENG POO
"THAT 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." | Resolution 7 |
| 7. ORDINARY RESOLUTION 2 :
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - MR. JOHNSON KANDASAMY A/L DAVID NAGAPPAN
"THAT 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." | Resolution 8 |
| 8. ORDINARY RESOLUTION 3 :
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 9 |
| 9. 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 contained in "Appendix I" attached to the Annual Report be 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." | Resolution 10 |
| 10. 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 2016, if approved, will be paid on 22 September 2016 to depositors registered in the Record of Depositors at the close of business on 7 September 2016.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 7 September 2016 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

YONG MAY LI (f)
(LS0000295)

CHIANG CHOON WEI (f)
(MIA 32062)

Company Secretaries
Johor Bahru
28 July 2016

NOTES :

- 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.
- 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.
- 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.
- 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.
- 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 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 15 August 2016 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 and 7 of the Agenda**
Mr. Tan Meng Poo and Mr. Johnson Kandasamy A/L David Nagappan who have served as Independent Non-Executive Directors ("IDs") of the Company for a cumulative term of more than nine (9) years, to continue to serve as IDs based on the following justification :
 - The IDs have fulfilled the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
 - The IDs have actively participate in Board deliberations, judge in an independent and unfettered manner, discharge their duties with reasonable care, skill and diligent; bring independent thought and experience and provided objectivity in decision making;
 - The length of their services did not interfere with their ability and exercise of independent judgement as they were always independent in character, independent of management and free from any relationships or circumstances which would likely affect or could appear to affect their judgment;
 - They exercised due care in all undertakings of the Company and had carried out their fiduciary duties in the interest of the Company and minority shareholders.
- Item 8 of the Agenda**
Resolution 9 proposed under item 8 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 pursuant to the mandate obtained at the 23rd Annual General Meeting of the Company held on 24 August 2015, and accordingly no proceeds were raised.
- Item 9 of the Agenda**
Special Resolution
Proposed Amendment to Articles of Association of the Company
The Proposed Amendments are to streamline the Article 139 of the Company's Articles of Association to be aligned with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.