



DOMINANT ENTERPRISE BERHAD

(Company No. 221206-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth (25th) 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 on Monday, 28 August 2017 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 2017 and the Reports of the Directors and Auditors thereon. | Resolution on Proxy Form |
| 2. To approve the payment of a Single Tier Final Dividend of 1 sen per share in respect of the financial year ended 31 March 2017. | Please refer to Explanatory Note 1 |
| 3. To approve the payment of Directors' fees of RM210,000 in respect of the financial year ended 31 March 2017. | Resolution 1 |
| 4. To approve the payment of Directors' Benefits payable up to an amount of RM30,000 from 1 April 2017 until conclusion of the 26 th Annual General Meeting. | Resolution 2 |
| 5. To re-elect the following Directors who retire pursuant to Article 84 of the Company's Articles of Association, constituting part of the Constitution of the Company :- | Resolution 3 |
| (a) Mr. Teo Ah Bah @ Teo Chuang Kwee | Resolution 4 |
| (b) Mr. Teo Yu Chin | Resolution 5 |
| (c) Mr. Tan Meng Poo | Resolution 6 |
| 6. To re-elect Puan Noor Hazelin Binti Hashim who retires pursuant to Article 91 of the Company's Articles of Association, constituting part of the Constitution of the Company. | Resolution 7 |
| 7. To re-appoint Messrs. BDO as Auditors of the Company for the financial year ending 31 March 2018 and to authorise the Board of Directors to fix their remuneration. | Resolution 8 |

SPECIAL BUSINESS

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

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| 8. ORDINARY RESOLUTION 1 :
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – MR. TAN MENG POO | Resolution 9 |
| "THAT subject to passing of resolution 6, 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." | |
| 9. ORDINARY RESOLUTION 2 :
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - MR. JOHNSON KANDASAMY A/L DAVID NAGAPPAN | Resolution 10 |
| "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." | |
| 10. ORDINARY RESOLUTION 3 :
AUTHORITY TO DIRECTORS TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 | Resolution 11 |
| "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised to allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be allotted during the preceding 12 months does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by a resolution of the Company at a general meeting." | |
| 11. 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 2017, if approved, will be paid on 20 September 2017 to shareholders whose names appear in the Record of Depositors on 5 September 2017.

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

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 5 September 2017 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)
(LS000295)

CHIANG CHOON WEI (f)
(MIA 32062)

Company Secretaries
Johor Bahru
31 July 2017

NOTES :

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company and there shall be no restriction as to the qualification of the 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 not less than 48 hours before the time appointed for holding the meeting.
- 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 to the Company a Record of Depositors as at 21 August 2017 and only a Depositor whose name appears 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 an approval from shareholders for the Audited Financial Statements is not required pursuant to the provisions of Sections 248(2) and 340(1) of the Companies Act 2016. Hence, this Agenda item is not put forward for voting by shareholders of the Company.
- Item 4 of the Agenda**
Resolution 3
Directors' Benefits
The total estimate of Directors' Benefits payable comprised of Directors' training expenses for all Directors and meetings allowances for Non-Executive Directors for the period 1 April 2017 until conclusion of the 26th Annual General Meeting.
- Item 8 and 9 of the Agenda**
Resolution 9 & 10
Continuing In Office As Independent Non-Executive Directors
The Board of Directors has recommended 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 an IDs. Please refer to page 16 as stated in the Statement on Corporate Governance of the Company's Annual Report for detailed information and justification.
- Item 10 of the Agenda**
Resolution 11
Authority to Directors to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016
Resolution 11 proposed under item 10 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 24th Annual General Meeting of the Company held on 22 August 2016, and accordingly no proceeds were raised.