

DOLOMITE CORPORATION BERHAD

(290455-W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting of the Company will be held at Maple Room, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 27 November 2018 at 2.30 p.m. to transact the following businesses:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial period ended 30 June 2018 together with the Directors' and Auditors' Reports thereon. **(Note 8)**
- To approve the payment of fees to the Directors in respect of the financial period ended 30 June 2018. **Ordinary Resolution 1**
- To re-elect the following directors who are retiring pursuant to Article 69 of the Articles of Association of the Company:-
 - Tan Sri Dato' Seri Mohd Jamil Bin Johari **Ordinary Resolution 2**
 - Mr Huang Jen Soong **Ordinary Resolution 3**
- To re-elect the following directors who are retiring pursuant to Article 76 of the Articles of Association of the Company:-
 - Mr Ooi Say Teik **Ordinary Resolution 4**
 - Dato Mangsor Bin Ismail **Ordinary Resolution 5**
 - Puan Aidawati Binti Dahari **Ordinary Resolution 6**
- To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

As Special Business

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

6. Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares

"That pursuant to Section 76 of the Companies Act 2016, 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 held; or
- At the expiry of the period within which the next Annual General Meeting is required to be held,

whichever is the earlier 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 total number of issued shares 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 8
(Note 9)**

7. Ordinary Resolution Retention of Independent Non-Executive Director Pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance

"That pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, Tan Sri Dato' Seri Mohd Jamil Bin Johari be and is hereby retained as Independent Non-Executive Director of the Company and he shall continue to act as Independent Non-Executive Director notwithstanding that he has been on the Board of Directors of the Company for a cumulative term of more than thirteen (13) years since 25 July 2005."

**Ordinary Resolution 9
(Note 10)**

BY ORDER OF THE BOARD

Wong Youn Kim (MAICSA 7018778)
Lo Sze Min (MIA 3439)
Company Secretaries

Date: 29 October 2018

Notes:

- 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. 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.
- A proxy may but need not be a member of the Company.
- 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.
- 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.
- 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 Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the notice of the meeting will be put to vote by way of poll.
- 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 19 November 2018 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.
- The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required pursuant to Section 340 (1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by shareholders of the Company.

Explanatory Notes on Special Business:

9. Ordinary Resolution 8 – Authority under Section 76 of the Companies Act 2016 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 the then Section 132D of the Companies Act, 1965 at the Twenty-Third Annual General Meeting held on 23 May 2017. The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 8 is a renewal of the general mandate for the issuance of shares by the Company pursuant to Section 76 of the Companies Act 2016. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue shares 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.

10. Ordinary Resolution 9 - Retention of Independent Non-Executive Director Pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance

The proposed Ordinary Resolution 9 is to seek shareholders' approval to retain Tan Sri Dato' Seri Mohd Jamil Bin Johari as Independent Non-Executive Director of the Company. He has served the Company as Independent Non-Executive Director for 13 years since 25 July 2005 and has expressed his intention to seek re-appointment as Independent Non-Executive Director of the Company. If the Board continues to retain independent director after 12 years pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, the Board should provide justification and seek annual shareholders' approval through a two-tier voting process. The Nomination Committee had assessed the independence of Tan Sri Dato' Seri Mohd Jamil Bin Johari and recommended to the Board that he be retained as Independent Non-Executive Director of the Company based on his ability to maintain independent judgement and to express unbiased views without any influence. He is familiar with the Group's business operations and had devoted time and commitment and have exercised due care in discharging his duties and responsibilities as Independent Non-Executive Director. He has fulfilled the criteria under the definition of Independent Director as defined in the Listing Requirements of Bursa Malaysia Securities Berhad.