



DOMINANT ENTERPRISE BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Seventh (27th) Annual General Meeting of DOMINANT ENTERPRISE BERHAD will be held at Holiday Villa Hotel, Ruby 5, Level 8, No. 260, Jalan Dato' Sulaiman, Taman Abad, 80250 Johor Bahru on Monday, 26 August 2019 at 10.00 a.m. for the following purposes :-

ORDINARY BUSINESS

- | | Resolution on
Proxy Form |
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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2019 and the Reports of the Directors and Auditors thereon. | <i>(Explanatory Note 1)</i> |
| 2. To approve the payment of a Single Tier Final Dividend of 1.50 sen per share in respect of the financial year ended 31 March 2019. | <i>Ordinary Resolution 1</i> |
| 3. To approve the payment of Directors' fees of RM270,000 in respect of the financial year ended 31 March 2019. | <i>Ordinary Resolution 2</i> |
| 4. To approve the payment of Directors' Benefits payable up to an amount of RM30,000 from the 27 th Annual General Meeting until conclusion of the 28 th Annual General Meeting. | <i>Ordinary Resolution 3
(Explanatory Note 2)</i> |
| 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 :-

(a) Mr. Cha Aku Wai @ Sia Ah Kow
(b) Mr. Teo Ah Bah @ Teo Chuang Kwee
(c) Mr. Waldersee Chan Chung Ching | <i>Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6</i> |
| 6. To re-appoint Messrs. BDO PLT as Auditors of the Company for the financial year ending 31 March 2020 and to authorise the Board of Directors to fix their remuneration. | <i>Ordinary Resolution 7</i> |

SPECIAL BUSINESS

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

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| 7. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – MR. JOHNSON KANDASAMY A/L DAVID NAGAPPAN

"THAT approval 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 and hold the office until the next 28 th Annual General Meeting of the Company." | <i>Ordinary Resolution 8
(Explanatory Note 3)</i> |
| 8. AUTHORITY TO DIRECTORS TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"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." | <i>Ordinary Resolution 9
(Explanatory Note 4)</i> |
| 9. SPECIAL RESOLUTION
PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION BY REPLACING WITH A NEW CONSTITUTION ("PROPOSED ALTERATION")

"THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution attached hereto as "Annexure I" with effect from the date of passing this special resolution.

AND THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities." | <i>Special Resolution 1
(Explanatory Note 5)</i> |
| 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 1.50 sen per share in respect of the financial year ended 31 March 2019, if approved, will be paid on 20 September 2019 to shareholders whose names appear in the Record of Depositors on 10 September 2019.

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

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 10 September 2019 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)
(LS0000295)

CHIANG CHOON WEI (f)
(MIA 32062)

Company Secretaries
Johor Bahru
26 July 2019

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 19 August 2019 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 from 27th Annual General Meeting until the conclusion of the 28th Annual General Meeting.

- EXPLANATORY NOTES ON SPECIAL BUSINESS:
Item 7 of the Agenda
Resolution 8 – Continuing in Office as Independent Non-Executive Director – Mr. Johnson Kandasamy A/L David Nagappan**

Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine (9) years.

Mr. Johnson Kandasamy A/L David Nagappan was appointed as Independent Non-Executive Director of the Company in November 2004 and has therefore served as the Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years.

The Board has via the Nominating Committee assessed the independence of Mr. Johnson Kandasamy A/L David Nagappan, considered him to be independent and recommended that he continues to act as Independent Non-Executive Director of the Company based on the following justifications:-

- He has fulfilled the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- He actively participated in Board deliberations, judged in an independent and unfettered manner, discharged his duties with reasonable care, skill and diligent; brought independent thought and experience and provided objectivity in decision making;
- The length of his services did not interfere with his ability and exercise of independent judgement as he was always independent in character, independent of management and free from any relationships or circumstances which would likely affect or could appear to affect his judgment; and
- He exercised due care in all undertakings of the Company and had carried out his fiduciary duties in the interest of the Company and of the minority shareholders

The Ordinary Resolution 8 proposed under item 7 if passed, will enable Mr. Johnson Kandasamy A/L David Nagappan to continue serving as an Independent Non-Executive Director of the Company.

- Item 8 of the Agenda
Resolution 9 – Authority to Directors to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

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 conclusion of the next 28th 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 26th Annual General Meeting of the Company held on 27 August 2018, and accordingly no proceeds were raised.

- EXPLANATORY NOTES ON SPECIAL RESOLUTION:
Item 9 of the Agenda
Special Resolution 1 : Proposed Alteration of the Existing Memorandum and Articles of Association by replacing with a new Constitution**

This proposed Special Resolution 1, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Companies Act 2016, relevant amendments of Chapter 7 and other Chapters of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other provisions of laws and regulations that are applicable to the Company.

For further information on the Proposed Alteration, please refer to the "Annexure I" attached to the Company's 2019 Annual Report.