

DOLOMITE CORPORATION BERHAD
(290455-W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth 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 Thursday, 28 November 2019 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 30 June 2019 together with the Directors' and Auditors' Reports thereon. **(Note 8)**
2. To approve the payment of fees to the Directors in respect of the financial year ended 30 June 2019. **Resolution 1**
3. To re-elect the following Directors who are retiring pursuant to Article 69 of the Articles of Association of the Company:-
 - a. Mr Lew Choong Keong **Resolution 2**
 - b. Mr Lim Beng Keat **Resolution 3**
4. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**

As Special Business

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

5. **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:-

- i. The conclusion of the next Annual General Meeting held; or
- ii. 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."

**Resolution 5
(Note 9)**

6. **Proposed Adoption of a New Constitution of the Company ("Proposed Adoption")**

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new constitution of the Company be and is hereby adopted as the Constitution of the Company.

AND THAT the Board of Directors of the Company be and is hereby authorised to do such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

**Special
Resolution 1**

BY ORDER OF THE BOARD

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

Date: 31 October 2019

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. 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.
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 notorially 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.
6. 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.
7. 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 21 November 2019 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitles to appoint proxy or proxies.
8. 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. **Resolution 5 – 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 76 of the Companies Act 2016 at the Twenty-Fourth Annual General Meeting held on 27 November 2018. The Company did not issue any shares pursuant to this mandate obtained.

The Resolution 5 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 in the Company up to an amount not exceeding in total 10% of the total number of issued 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. **Special Resolution 1 – Proposed Adoption of a New Constitution of the Company ("Proposed Adoption")**

The Proposed Adoption is undertaken primarily to streamline the existing Constitution of the Company with the Companies Act 2016, which was effective on and from 31 January 2017. The Proposed Adoption is also to align the existing Constitution with the amendments of the Main Market Listing Requirements that came into effect from 2 January 2018, to provide clarity to certain provisions thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.