



# DOMINANT ENTERPRISE BERHAD

Registration No. 199101010894 (221206-D)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Eighth (28<sup>th</sup>) 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, 28 September 2020 at 10.00 a.m. for the following purposes :-

### ORDINARY BUSINESS

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|  | <b>Resolution on Proxy Form</b>                   |
| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 and the Reports of the Directors and Auditors thereon.   | <b>(Explanatory Note 1)</b>                       |
| 2. To approve the payment of a Single Tier Final Dividend of 0.5 sen per share in respect of the financial year ended 31 March 2020.   | <b>Ordinary Resolution 1</b>                      |
| 3. To approve the payment of Directors' fees of RM260,000 in respect of the financial year ended 31 March 2020.  | <b>Ordinary Resolution 2</b>                      |
| 4. To approve the payment of Directors' Benefits payable up to an amount of RM30,000 from the close of 28 <sup>th</sup> Annual General Meeting until conclusion of the 29 <sup>th</sup> Annual General Meeting in year 2021. | <b>Ordinary Resolution 3 (Explanatory Note 2)</b> |
| 5. To re-elect the following Directors who retire pursuant to Clause 76(3) of the Constitution of the Company :-   |   |
| (a) Teo Yu Chin  | <b>Ordinary Resolution 4</b>                      |
| (b) Chai Soon Too  | <b>Ordinary Resolution 5</b>                      |
| (c) Puan Noor Hazelin Binti Hashim   | <b>Ordinary Resolution 6</b>                      |
| 6. To re-appoint Messrs. BDO PLT as Auditors of the Company for the financial year ending 31 March 2021 and to authorise the Board of Directors to fix their remuneration.   | <b>Ordinary Resolution 7</b>                      |

### SPECIAL BUSINESS

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

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| 7. <b>CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – MR. JOHNSON KANDASAMY A/L DAVID NAGAPPAN</b>   | <b>Ordinary Resolution 8 (Explanatory Note 3)</b> |
| "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 29 <sup>th</sup> Annual General Meeting of the Company."  |   |
| 8. <b>AUTHORITY TO DIRECTORS TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016</b>   | <b>Ordinary Resolution 9 (Explanatory Note 4)</b> |
| "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." |   |
| 9. 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 0.5 sen per share in respect of the financial year ended 31 March 2020, if approved, will be paid on 22 October 2020 to shareholders whose names appear in the Record of Depositors on 12 October 2020.

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

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 12 October 2020 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) (LS 0000295)  
(SSM Practising Certificate No. 202008000285)

WONG CHEE YIN (f) (MAICSA 7023530)  
(SSM Practising Certificate No. 202008001953)

Company Secretaries  
Johor Bahru  
27 August 2020

### NOTES:

- For the purpose of determining who shall be entitled to attend this Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 21 September 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this Annual General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at an Annual General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the Annual General Meeting.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, 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 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 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.

7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or adjourned Annual General Meeting at which the person named in the appointment proposes to vote:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited at the registered office of the Company situated at Suite 1301, 13<sup>th</sup> Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor.

(ii) By electronic means via facsimile

In the case of an appointment made by facsimile transmission, the proxy form must be received via facsimile at facsimile no. 07-3328096.

(iii) By electronic means via email

In the case of an appointment made via email transmission, the proxy form must be received via email at chloe.soon@my.tricorglobal.com.

For options (ii) and (iii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.

9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Suite 1301, 13<sup>th</sup> Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or adjourned Annual General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

10. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

11. Last date and time for lodging the proxy form is Saturday, 26 September 2020 at 10.00 a.m.

12. Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:

- Identity card (NRIC) (Malaysian), or
- Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
- Passport (Foreigner).

13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the ORIGINAL certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's registered office earlier.

### EXPLANATORY NOTES :

#### 1. 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.

#### 2. 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 the close of the 28<sup>th</sup> Annual General Meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting in 2021.

#### 3. 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 diligence; brought independent thought and experience and provided objectivity in decision making;
- His long tenure with the Company has neither impaired nor compromised his independent judgement as he is 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.

#### 4. 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 29<sup>th</sup> 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 27<sup>th</sup> Annual General Meeting of the Company held on 26 August 2019, and accordingly no proceeds were raised.