



DOMINANT ENTERPRISE BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty Second Annual General Meeting ("32nd AGM") 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 2024 at 10.00 a.m. and at any adjournment thereof**, for the following purposes :-

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2024 and the Reports of the Directors and Auditors thereon.
- To approve the payment of a Single Tier Final Dividend of 1.0 sen per share in respect of the financial year ended 31 March 2024.
- To approve the Directors' fee of RM100,000 payable to Waldersee Chan Chung Ching, the Non-Executive Chairman for the financial year ended 31 March 2024.
- To approve the Directors' fee of RM45,000 payable to Johnson Kandasamy A/L David Nagappan, the Non-Independent Non-Executive Director for the financial year ended 31 March 2024.
- To approve the Directors' fee of RM45,000 payable to Han Hing Siew, the Independent Non-Executive Director for the financial year ended 31 March 2024.
- To approve the Directors' fee of RM45,000 payable to Noor Hazelin Binti Hashim, the Independent Non-Executive Director for the financial year ended 31 March 2024.
- To approve the Directors' fee of RM45,000 payable to Tan Yin Beng, the Independent Non-Executive Director for the financial year ended 31 March 2024.
- To approve the payment of Directors' Benefits payable up to an amount of RM30,000 from the close of 32nd Annual General Meeting until conclusion of the 33rd Annual General Meeting in year 2025.
- To re-elect the following Directors who retire by rotation pursuant to Clause 76(3) of the Constitution of the Company :-
 - Waldersee Chan Chung Ching
 - Cha Shi Jui
 - Tan Yin Beng
- To re-appoint Messrs. BDO PLT as Auditors of the Company for the financial year ending 31 March 2025 and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

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

11. AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT pursuant to Sections 75 and 76 of the Act, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate").

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company held after the approval was given;
 - the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
 - revoked or varied by resolution passed by the shareholders of the Company in a general meeting,
- whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

- To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the 32nd Annual General Meeting of the Company a Single Tier Final Dividend of 1.0 sen per share in respect of the financial year ended 31 March 2024, if approved, will be payable on 25 September 2024 to shareholders whose names appear in the Record of Depositors on 6 September 2024.

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

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 6 September 2024 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

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

Company Secretary
Johor Bahru
26 July 2024

Resolution on Proxy Form

(Explanatory Note 1)
Ordinary Resolution 1
(Explanatory Note 2)

Ordinary Resolution 2
(Explanatory Note 3)

Ordinary Resolution 3
(Explanatory Note 3)

Ordinary Resolution 4
(Explanatory Note 3)

Ordinary Resolution 5
(Explanatory Note 3)

Ordinary Resolution 6
(Explanatory Note 3)

Ordinary Resolution 7
(Explanatory Note 3)

Ordinary Resolution 8
(Explanatory Note 4)

Ordinary Resolution 9
(Explanatory Note 4)

Ordinary Resolution 10
(Explanatory Note 4)

Ordinary Resolution 11
(Explanatory Note 5)

Ordinary Resolution 12
(Explanatory Note 6)

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 19 August 2024. 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.
- 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.
- 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:
 - 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, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor.
 - 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.
For option (ii), 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.
 - By electronic means via TIH Online
In the case of an appointment made via TIH Online, this Proxy Form must be deposited via TIH Online at <https://tih.online>. Kindly refer to the Administrative Details on the procedure for electronic lodgement of Proxy Form via TIH Online.
- 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, 13th 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.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is Saturday, 24 August 2024 at 10.00 a.m.
- 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).
- 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 - AUDITED FINANCIAL STATEMENTS

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 2 OF THE AGENDA

ORDINARY RESOLUTION 1: SINGLE TIER FINAL DIVIDEND

The Board has considered a Single Tier Final Dividend of 1.0 sen per share recommended for the shareholders' approval and the Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within 12 months immediately after the distributions are made on 25 September 2024 in accordance with the requirements under Section 132(2) and (3) of the Companies Act 2016.

3. ITEMS 3 TO 8 OF THE AGENDA RESPECTIVELY

ORDINARY RESOLUTIONS 2 TO 6: PAYMENT OF DIRECTORS' FEES

ORDINARY RESOLUTION 7: PAYMENT OF DIRECTORS' BENEFITS

In compliance with Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Ordinary Resolutions 2 to 6 are proposed to seek shareholders' approval for the payment of Directors' fees for the financial year ended 31 March 2024.

The total estimate of Directors' Benefits payable under Ordinary Resolution 7 comprised of Directors' training expenses and meetings allowances for all Directors for the period from the close of the 32nd Annual General Meeting until the conclusion of the 33rd Annual General Meeting in year 2025. In the event the proposed amount is insufficient, approval will be sought at the next AGM for the shortfall.

4. ITEMS 9 OF THE AGENDA

ORDINARY RESOLUTIONS 8 TO 10: RE-ELECTION OF DIRECTORS

Please refer to the Statement Accompanying the Notice of AGM for information.

5. ITEM 10 OF THE AGENDA

ORDINARY RESOLUTION 11: RE-APPOINTMENT OF AUDITORS

The Board has through the Audit Committee, considered the re-appointment of BDO PLT as the Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the 32nd Annual General Meeting are disclosed in the Audit Committee Report of the 2024 Annual Report.

EXPLANATORY NOTE ON SPECIAL BUSINESS:

6. ITEM 11 OF THE AGENDA

ORDINARY RESOLUTION 12: AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

Ordinary Resolution 12 proposed under item 11 of the Agenda is for the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate") and if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of the issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company ("Proposed General Mandate").

As at the date of this Notice, no new shares have been issued pursuant to the mandate obtained at the 31st Annual General Meeting of the Company held on 28 August 2023, and accordingly no proceeds were raised.



DOMINANT ENTERPRISE BERHAD

Registration No. 199101010894 (221206-D)

ADMINISTRATIVE GUIDE FOR THE THIRTY SECOND ANNUAL GENERAL MEETING (“32nd AGM”)

Date and Time : 26th August 2024 at 10.00 a.m.

Venue : Holiday Villa Hotel, Ruby 5, Level 8, No. 260, Jalan Dato’ Sulaiman, Taman Abad, 80250 Johor Bahru.

Dear Shareholders of Dominant Enterprise Berhad (“DEB” or the “Company”)

REGISTRATION ON THE DAY OF 32nd AGM

1. Registration will commence at 9.00 a.m.
2. Please present your original National Registration Identity Card (NRIC) or Passport to the registration staff for verification.
3. A voting slip and an identification wristband will be given to you thereafter. No one will be allowed to enter the meeting room without an identification wristband.
4. Registration must be done in person. Unless appointed as proxy or attorney or corporate representative (see below), no person is allowed to register on behalf of another.
5. The registration counter will verify your identity and register you accordingly.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate at the 32nd AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to Tricor not later than **Saturday, 24th August 2024 at 10.00 a.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:-

- (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, 13th 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 TIH Online
The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tiih.online>. Kindly refer to the Procedures for Electronic Submission of Proxy Form.

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

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, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor not later than **Saturday, 24th August 2024 at 10.00 a.m.** to participate in the 32nd AGM. 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.

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.

PROCEDURES FOR ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via Tricor's **TIIH Online** website are summarised below:-

Procedure		Action
i. Steps for Individual Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services" by selecting "Create Account by Individual Holder". Please do refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: "DOMINANT ENTERPRISE BERHAD 32nd AGM - SUBMISSION OF PROXY FORM". Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your vote. Review and confirm your proxy(ies) appointment. Print proxy form for your record.

ii. Steps for Corporation or Institutional Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact the persons stated under “ENQUIRY” section below if you need clarifications on the user registration.</p>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate event: “DOMINANT ENTERPRISE BERHAD 32nd AGM -SUBMISSION OF PROXY FORM” • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for “SUBMISSION OF PROXY FORM” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxy(ies) by inserting the required data. • Submit the proxy appointment file. • Login to TIIH Online, select corporate event: “DOMINANT ENTERPRISE BERHAD 32nd AGM - SUBMISSION OF PROXY FORM”. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording or photography of the proceedings of the 32nd AGM is **strictly not allowed**. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

ENQUIRY

If you have any enquiries on the above, please contact our Share Registrar during office hours on Mondays to Fridays from 9:00 a.m. to 5:30 p.m. (except on public holidays):-

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
 Fax Number : +603-2783 9222
 Email : is.enquiry@my.tricorglobal.com