

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

Minutes of the **31st Annual General Meeting (“AGM”)** of the Company held at **Holiday Villa Hotel, Ruby 5, Level 8, No. 260, Jalan Dato Sulaiman Taman Abad, 80250 Johor Bahru Malaysia** on **Monday, 28 August 2023** at **10.00 a.m.**

Present : As per Attendance Sheet.

NOTICE

Notice convening the meeting was taken as read.

CHAIRMAN

Mr. Waldersee Chan Chung Ching chaired the meeting.

QUORUM

The requisite quorum being present, the Chairman called the meeting to order at 10.00 a.m.

INTRODUCTION

The Chairman welcomed all the Directors, members, proxies and invited guests who were present to the AGM.

Before the start of the AGM, the Chairman shared the sad news on the demise of the Company's founder, Mr Cha Aku Wai @ Sia Ah Kow on 31 July 2023. The Chairman, on behalf of the Board of Directors, expressed their deepest condolences to the family of the late Mr. Cha Aku Wai.

Mr. Cha Aku Wai was an inspiration to us all and his legacy will forever be remembered for the growth and success of the Group. A minute's silence was observed as a mark of respect and remembrance for the late Mr Cha Aku Wai.

The Chairman then explained the procedures in regards to the resolutions tabled to the meeting and informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of a general meeting must be voted by poll. The Company was also required to appoint at least one (1) scrutineer to validate the votes cast at the AGM.

The Chairman added that the polling on the proposed resolutions would be conducted at the final stage of the meeting after all the resolutions have been deliberated and shareholders' queries, if any, being answered by Directors and Management.

Messrs Tricor Investor & Issuing House Services Sdn. Bhd. had been appointed to act as the Poll Administrator whereas Messrs Sky Management Services had been appointed as the Scrutineer to validate the votes cast at the meeting.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023 AND THE REPORTS OF DIRECTORS AND AUDITORS

The Audited Financial Statements of the Company and of the Group for the financial year ended 31 March 2023 and the Reports of Directors and Auditors (“AFS”) having been circulated to all the members of the Company within the statutory period, were tabled to the meeting for discussion.

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The Chairman informed the members present that the Company had received a letter dated 04 August 2023 from the Minority Shareholders Watch Group (“MSWG”), a copy of which is attached to this minutes.

The Chairman invited the Managing Director, Mr. Owee Geok Choon (“Mr. Owee”) to read out the questions and to present the Board’s corresponding replies for the MSWG which were projected on the screen for members’ viewing simultaneously. On behalf of the Board, Mr. Owee then read out all the questions and presented the corresponding replies respectively and a copy of the questions and answers marked as “Appendix A” is attached to this minutes.

The Chairman then proceeded to the next Agenda item.

**2. ORDINARY RESOLUTION 1:
SINGLE TIER FINAL DIVIDEND OF 1.0 SEN PER SHARE IN RESPECT OF THE
FINANCIAL YEAR ENDED 31 MARCH 2023**

The Chairman proposed the following motion to the meeting for consideration :

“That the payment of a Single Tier Final Dividend of 1.0 sen per share in respect of the financial year ended 31 March 2023 be hereby approved.”

Without any questions raised from shareholders, the Chairman proceeded to the next item of the Agenda as the poll voting on this resolution would be conducted later.

**3. ORDINARY RESOLUTION 2:
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 2023**

For good corporate governance, the Chairman invited Mr. Han Hing Siew (“Mr. Han”) to take over the Chair for this motion.

Mr. Han proposed the following motion to the meeting for consideration :

“That the Directors’ fee of RM100,000 payable to Waldersee Chan Chung Ching, the Non-Executive Chairman for the financial year ended 31 March 2023 be hereby approved”

It was noted that Mr. Waldersee who is also a shareholder of the Company had abstained himself from voting on this Ordinary Resolution.

Without any questions raised from shareholders, Mr. Han passed back the chair to the Chairman for the remaining Agenda items of the meeting as the poll voting on this resolution would be conducted later.

**4 - ORDINARY RESOLUTIONS 3 TO 6:
7. TO APPROVE THE DIRECTORS’ FEE PAYABLE TO NON-EXECUTIVE DIRECTORS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023**

The Chairman proposed the following motions to the meeting for consideration :

Ordinary Resolution 3 - “That the Directors’ fee of RM40,000 payable to Johnson Kandasamy A/L David Nagappan, the Non-Independent Non-Executive Director for the financial year ended 31 March 2023 be hereby approved.”

Ordinary Resolution 4 - “That the Directors’ fee of RM40,000 payable to Han Hing Siew, the Independent Non-Executive Director for the financial year ended 31 March 2023 be hereby approved.”

Ordinary Resolution 5 - "That the Directors' fee of RM40,000 payable to Noor Hazelin Binti Hashim, the Independent Non-Executive Director for the financial year ended 31 March 2023 be hereby approved."

Ordinary Resolution 6 - "That the Directors' fee of RM40,000 payable to Tan Yin Beng, the Independent Non-Executive Director for the financial year ended 31 March 2023 be hereby approved."

Without any questions raised from shareholders, the Chairman proceeded to the next item of the Agenda as the poll voting on the abovementioned resolutions would be conducted later.

**8. ORDINARY RESOLUTION 7:
TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS PAYABLE UP TO AN
AMOUNT OF RM30,000 FROM THE CLOSE OF 31ST ANNUAL GENERAL MEETING
UNTIL THE CONCLUSION OF THE 32ND ANNUAL GENERAL MEETING IN YEAR 2024**

The Chairman proposed the following motion to the meeting for consideration :

"That the the payment of Directors' Benefits payable up to an amount of RM30,000 from the close of 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting in year 2024 be hereby approved."

It was noted that the interested Directors who are also shareholders of the Company abstained themselves from voting on this Ordinary Resolution.

Without any questions raised from shareholders, the Chairman proceeded to the next item of the Agenda as the poll voting on this resolution would be conducted later.

**9. ORDINARY RESOLUTIONS 8 TO 10:
RE-ELECTION OF DIRECTORS WHO RETIRES BY ROTATION PURSUANT TO CLAUSE
76(3) OF THE CONSTITUTION OF THE COMPANY**

The Chairman proposed the following motions to the meeting for consideration:-

Ordinary Resolution 8 - "That Owee Geok Choon who was retiring pursuant to Clause 76(3) of the Constitution of the Company and who being eligible, be hereby re-elected Director of the Company."

Ordinary Resolution 9 - "That Johnson Kandasamy A/L David Nagappan who was retiring pursuant to Clause 76(3) of the Constitution of the Company and who being eligible, be hereby re-elected Director of the Company."

Ordinary Resolution 10 - "That Noor Hazelin Binti Hashim who was retiring pursuant to Clause 76(3) of the Constitution of the Company and who being eligible, be hereby re-elected Director of the Company."

The profiles of the retiring Directors were set out in the Annual Report 2022. Without any questions raised from shareholders, the Chairman then proceeded to the next item of the Agenda as the poll voting on the abovementioned resolutions would be conducted later.

**10. ORDINARY RESOLUTION 11:
TO RE-APPOINT MESSRS. BDO PLT AS AUDITORS OF THE COMPANY FOR THE
FINANCIAL YEAR ENDING 31 MARCH 2024 AND TO AUTHORISE THE BOARD OF
DIRECTORS TO FIX THEIR REMUNERATION**

The Chairman proposed the following motion to the meeting for consideration :

“That Messrs. BDO PLT be hereby re-appointed as Auditors of the Company for the financial year ending 31 March 2024 at a fee to be agreed upon with the Directors and to hold office until the conclusion of the next Annual General Meeting.”

Without any questions raised from shareholders, the Chairman proceeded to the next item of the Agenda as the poll voting on this resolution would be conducted later.

**11. SPECIAL RESOLUTION:
WAIVER OF PRE-EMPTIVE RIGHTS UNDER SECTION 85 OF THE COMPANIES ACT
2016**

The Chairman proposed the following motion to the meeting for consideration :

“THAT the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company under Section 85 of the Companies Act 2016 (“the Act”), read together with Clause 12(3) of the Constitution of the Company.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution 12 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act.”

Without any questions raised from shareholders, the Chairman proceeded to the next item of the Agenda as the poll voting on this resolution would be conducted later.

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

The Chairman proposed the following motion to the meeting for consideration :

“THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights under Section 85 of the Companies Act 2016 (“the Act”) and 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:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. 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
- c. 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.”

Without any questions raised from shareholders, the Chairman proceeded to the next item of the Agenda as the poll voting on this resolution would be conducted later.

13. TO TRANSACT ANY OTHER BUSINESS

The Secretary confirmed that no notice of any other business had been received for transacting at the Meeting.

The Chairman invited the representative of Tricor Investor & Issuing House Services Sdn. Bhd. to brief the members and proxies present on the polling procedures. The members and proxies present then proceeded to cast their votes.

ADJOURNMENT OF MEETING

The Chairman adjourned the Meeting at 10.40 a.m. to await for the poll results from the Scrutineer.

RESUMPTION OF MEETING

The Meeting resumed at 11.25 a.m. after the counting of votes had been completed.

The Scrutineer announced the results of the votes as follows:-

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Ordinary Resolution 1 : **Single Tier First Interim Dividend of 1.0 sen per share for the financial year ended 31 March 2023**

	No. of votes	%
Votes in FAVOUR of the resolution	100,471,529	100
Votes AGAINST the resolution	0	0

Ordinary Resolution 2 : **Approval of Directors' fee of RM100,000 payable to Waldersee Chan Chung Ching, the Non-Executive Chairman for the financial year ended 31 March 2023**

	No. of votes	%
Votes in FAVOUR of the resolution	98,902,529	99.6303
Votes AGAINST the resolution	367,000	0.3697

Ordinary Resolution 3 : **Approval of Directors' fee of RM40,000 payable to Johnson Kandasamy A/L David Nagappan, the Non-Independent Non-Executive Director for the financial year ended 31 March 2023**

	No. of votes	%
Votes in FAVOUR of the resolution	100,102,429	99.6346
Votes AGAINST the resolution	367,100	0.3654

Ordinary Resolution 4 : **Approval of Directors' fee of RM40,000 payable to Han Hing Siew, the Independent Non-Executive Director for the financial year ended 31 March 2023**

	No. of votes	%
Votes in FAVOUR of the resolution	100,102,429	99.6346
Votes AGAINST the resolution	367,100	0.3654

Ordinary Resolution 5 : **Approval of Directors' fee of RM40,000 payable to Noor Hazelin Binti Hashim, the Independent Non-Executive Director for the financial year ended 31 March 2023**

	No. of votes	%
Votes in FAVOUR of the resolution	100,102,429	99.6346
Votes AGAINST the resolution	367,100	0.3654

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Ordinary Resolution 6 : **Approval of Directors' fee of RM40,000 payable to Tan Yin Beng, the Independent Non-Executive Director for the financial year ended 31 March 2023**

	No. of votes	%
Votes in FAVOUR of the resolution	100,102,429	99.6346
Votes AGAINST the resolution	367,100	0.3654

Ordinary Resolution 7 : **Approval of Directors' Benefits payable up to an amount of RM30,000 from the close of 31st Annual General Meeting until conclusion of the 32nd Annual General Meeting in year 2024**

	No. of votes	%
Votes in FAVOUR of the resolution	97,039,630	99.6232
Votes AGAINST the resolution	367,000	0.3768

Ordinary Resolution 8 : **Re-election of Owee Geok Choon who retires by rotation pursuant to Clause 76(3) of the Constitution of the Company**

	No. of votes	%
Votes in FAVOUR of the resolution	100,471,429	99.9999
Votes AGAINST the resolution	100	0.0001

Ordinary Resolution 9 : **Re-election of Johnson Kandasamy A/L David Nagappan who retires by rotation pursuant to Clause 76(3) of the Constitution of the Company**

	No. of votes	%
Votes in FAVOUR of the resolution	100,104,429	99.6346
Votes AGAINST the resolution	367,100	0.3654

Ordinary Resolution 10 : **Re-election of Noor Hazelin Binti Hashim who retires by rotation pursuant to Clause 76(3) of the Constitution of the Company**

	No. of votes	%
Votes in FAVOUR of the resolution	100,104,429	99.6346
Votes AGAINST the resolution	367,100	0.3654

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Ordinary Resolution 11 : **Re-appointment of Messrs. BDO PLT as Auditors of the Company for the financial year ending 31 March 2024 and to authorise the Board of Directors to fix their remuneration**

	No. of votes	%
Votes in FAVOUR of the resolution	100,471,529	100
Votes AGAINST the resolution	0	0

Special Resolution : **Waiver of Pre-Emptive Rights under Section 85 of the Companies Act 2016**

	No. of votes	%
Votes in FAVOUR of the resolution	100,104,529	99.6347
Votes AGAINST the resolution	367,000	0.3653

Ordinary Resolution 12 : **Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

	No. of votes	%
Votes in FAVOUR of the resolution	100,471,529	100
Votes AGAINST the resolution	0	0

The Chairman declared that based on the results, all the resolutions were duly passed and carried at the Meeting.

CLOSE OF MEETING

As there were no other matters, the Meeting ended at 11.35 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

WALDERSEE CHAN CHUNG CHING
CHAIRMAN OF THE MEETING