



Dominant
Enterprise Berhad

annual
report
2004

Quality

Excellence

Distinction

CONTINUOUS IMPROVEMENT



Dominant Logo - The Meaning Behind

Orange Circle

The orange circle symbolizes a rising sun that represents our people's unity and cooperation as well as the company's growth.

Green Leaves

The three growing green leaves represent the continuous cultivation of our knowledge and skills as well as our focus on environmentally friendly products.

CONTENTS

- 2 Notice of Annual General Meeting
- 4 Statement Accompanying Notice of Annual General Meeting
- 6 Corporate Information
- 8 Corporate Structure
- 10 Directors' Profile
- 12 Chairman's Statement
- 17 Audit Committee Report
- 20 Nomination Committee Report
- 21 Remuneration Committee Report
- 22 Statement On Corporate Governance
- 27 Internal Control Statement
- 28 Financial Statements
- 63 Analysis of Shareholdings
- 66 List of Properties
- 67 Proxy Form



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of DOMINANT ENTERPRISE BERHAD will be held at **Pulai Springs Resort, Dewan Inderaputera, 20km, Jalan Pontian Lama, Pulai, Johor**, on **Monday, 26 July 2004** at **10.00a.m.** for the following purposes:-

- | | |
|--|--|
| 1. To receive and consider the Audited Financial Statements for the year ended 31 March 2004 and the Reports of the Directors and Auditors thereon. | Resolution on Proxy Form
(Resolution 1) |
| 2. To declare a first and final tax exempt dividend of 2.5 sen per share in respect of the year ended 31 March 2004. | (Resolution 2) |
| 3. To approve the payment of Directors' fees of RM54,000 for the year ended 31 March 2004. | (Resolution 3) |
| 4. a) To re-elect Mr. Teo Ah Bah @ Teo Chuang Kwee who retires pursuant to Article 84 of the Company's Articles of Association. | (Resolution 4) |
| b) To re-elect Mr. Cha Aku Wai @ Sia Ah Kow who retires pursuant to Article 84 of the Company's Articles of Association. | (Resolution 5) |
| c) To re-elect Ms. Tan Chia Hon who retires pursuant to Article 84 of the Company's Articles of Association. | (Resolution 6) |
| 5. To re-appoint Messrs. Deloitte KassimChan as Auditors of the Company and authorised the Directors to fix their remuneration. | (Resolution 7) |
| 6. SPECIAL BUSINESS
To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:

ORDINARY RESOLUTION 1
AUTHORITY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals of the relevant governmental / regulatory authorities, pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue and allot shares in the Company from time to time at such price, upon such terms and conditions for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10 percent of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." | (Resolution 8) |
| 7. 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 first and final tax-exempt dividend of 2.5 sen per share in respect of the financial year ended 31 March 2004, if approved, will be paid on **3 August 2004** to depositors registered in the Record of Depositors at the close of business on **27 July 2004**.

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

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 27 July 2004 in respect of ordinary transfers; and
- (b) Shares brought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

YONG MAY LI (f)
Company Secretary

Johor Bahru,
2 July 2004

NOTES:-

1. A member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies (but not more than two) to attend and vote in his/her stead. A proxy may but need not be a Member of the Company.
2. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.
3. 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.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at No. 19 Jalan Tun Abdul Razak, Susur 1/1, 80000 Johor Bahru, Johor Darul Takzim, Malaysia, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. **Ordinary Resolution 1**
This Ordinary Resolution 1 proposed under item 6, if passed, will give the Directors of the Company, from the date of the above General Meeting, authority to allot and issue ordinary shares from the unissued capital of the Company being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company at a General Meeting, expire at the next Annual General Meeting.

Statement Accompanying Notice of Annual General Meeting

1. Directors who are standing for re-election at the Twelfth Annual General Meeting of Dominant Enterprise Berhad ("Dominant"):
 - Mr. Teo Ah Bah @ Teo Chuang Kwee, Mr. Cha Aku Wai @ Sia Ah Kow and Ms. Tan Chia Hon who retire under the provisions of the Articles of Association of the Company.
2. Statement on Attendance of Directors seeking re-election at Board Meetings held during the financial year ended 31 March 2004.

A total of two (2) Board Meetings were held during the financial year as follows:-

No. of Meeting	Date	Time	Place
BOD - 1/2004	12 November 2003	11.00 a.m.	18 Jalan Belati 1, Off Jalan Kempas Lama, Taman Perindustrian Maju Jaya, 81330 Skudai, Johor.
BOD - 2/2004	25 February 2004	11.00 a.m.	18 Jalan Belati 1, Off Jalan Kempas Lama, Taman Perindustrian Maju Jaya, 81330 Skudai, Johor.

The attendance at the abovementioned Board Meetings of Mr. Teo Ah Bah @ Teo Chuang Kwee, Mr. Cha Aku Wai @ Sia Ah Kow and Ms. Tan Chia Hon all of whom are standing for re-election was as follows:-

Mr. Teo Ah Bah @ Teo Chuang Kwee

Attended the two (2) meetings.

Mr. Cha Aku Wai @ Sia Ah Kow

Attended the two (2) meetings.

Ms. Tan Chia Hon

Attended the two (2) meetings.



3. Particulars of directors seeking re-election are as follows :-

Name	Teo Ah Bah @ Teo Chuang Kwee	Cha Aku Wai @ Sia Ah Kow	Tan Chia Hon (f)
Age	56	53	29
Nationality	Malaysian	Malaysian	Malaysian
Qualification field	Bachelor of Science Degree in Applied Chemistry	Bachelor of Commerce majoring in Accounting	Chartered Accountant
Position on the Board	Executive Chairman	Managing Director	Independent Non-Executive Director
Date first appointed on the Board	17.12.1993	17.12.1993	30.8.2002
Membership of Board Committees	• Remuneration Committee	• Audit Committee	• Audit Committee • Nomination Committee • Remuneration Committee
Directorship of other public companies	Nil	Nil	Nil
Securities holdings in Dominant and its subsidiaries	343,365	538,132	Nil
Family relationship with any director and / or major shareholder of Dominant	Brother-in-law of Mr. Cha Aku Wai @ Sia Ah Kow	Brother-in-law of Mr. Teo Ah Bah @ Teo Chuang Kwee	Nil
Conflict of interest with Dominant, if any	Nil	Nil	Nil
Convictions for offences within the past 10 years other than traffic offences	Nil	Nil	Nil