



DOMINANT ENTERPRISE BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth Annual General Meeting ("29th AGM") of DOMINANT ENTERPRISE BERHAD will be conducted fully virtual through live streaming and online meeting platform of TIIH Online provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia via its website at <https://tiih.online> on **Monday, 23 August 2021 at 10.00 a.m. and at any adjournment thereof**, for the following purposes :-

ORDINARY BUSINESS

Resolution on Proxy Form

1. To receive the Audited Financial Statements for the financial year ended 31 March 2021 and the Reports of the Directors and Auditors thereon. **(Explanatory Note 1)**
2. 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 2021. **Ordinary Resolution 1
(Explanatory Note 2)**
3. To approve the payment of Directors' Fees of RM260,000 in respect of the financial year ended 31 March 2021. **Ordinary Resolution 2
(Explanatory Note 3)**
4. To approve the payment of Directors' Benefits payable up to an amount of RM30,000 from the close of 29th Annual General Meeting until conclusion of the 30th Annual General Meeting in year 2022. **Ordinary Resolution 3
(Explanatory Note 3)**
5. To re-elect the following Directors who retire pursuant to Clause 76(3) of the Constitution of the Company :-
 - (a) Mr. Owee Geok Choon **Ordinary Resolution 4
(Explanatory Note 4)**
 - (b) Mr. Johnson Kandasamy A/L David Nagappan **Ordinary Resolution 5
(Explanatory Note 4)**
6. To re-elect the following Directors who retire pursuant to Clause 78 of the Constitution of the Company :-
 - (a) Ms. Cha Shi Jiu **Ordinary Resolution 6
(Explanatory Note 4)**
 - (b) Mr. Tan Yin Beng **Ordinary Resolution 7
(Explanatory Note 4)**
7. To re-appoint Messrs. BDO PLT as Auditors of the Company for the financial year ending 31 March 2022 and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 8
(Explanatory Note 5)**

SPECIAL BUSINESS

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

8. **AUTHORITY TO DIRECTORS TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

Ordinary Resolution 9
(Explanatory Note 6)

“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 DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the 29th 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 2021, if approved, will be payable on 23 September 2021 to shareholders whose names appear in the Record of Depositors on 10 September 2021.

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

- (a) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 10 September 2021 in respect of ordinary transfers; and
- (b) 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 Practicing Certificate No. 202008000285)

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

Company Secretaries
Johor Bahru
22 July 2021

NOTES:

1. *The 29th AGM will be conducted fully virtual through live streaming and online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") in Malaysia via its TIIH Online website at <https://tiih.online>. Members are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "Participate") remotely at this 29th AGM via Remote Participation and Voting ("RPV") facilities provided by Tricor. Members are advised to follow the procedures of RPV as stated in the Administrative Guide.*
2. *According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 1 June 2021, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to Participate in the meeting online.*
3. *For the purpose of determining who shall be entitled to Participate this 29th AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 16 August 2021. Only a member whose name appears on this Record of Depositors shall be entitled to Participate this 29th AGM via RPV.*
4. *A member entitled to Participate at this 29th AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to Participate in his/her place. A proxy may but need not be a member of the Company.*
5. *A member of the Company who is entitled to Participate at the 29th AGM of the Company may appoint not more than two (2) proxies to Participate instead of the member at the Annual General Meeting.*
6. *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.*
7. *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.*
8. *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.*
9. *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.*
10. *The appointment of a proxy may be made in a hard copy form or by electronic form. In the case of appointment made in hardcopy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. In the case of electronic appointment, the proxy form must be deposited via TIIH Online at <https://tiih.online>. Please follow the procedure as set out in the Administrative Guide for the electronic lodgement of proxy form. All proxy form submitted 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.*
11. *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. 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.*
12. *Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.*
13. *Last date and time for lodging the proxy form is Saturday, 21 August 2021 at 10.00 a.m.*
14. *For a corporate member who has appointed a representative instead of a proxy to Participate this meeting must request authorised representative to register himself/herself for RPV via TIIH Online website at <https://tiih.online>. Procedures for RPV can be found in the Administrative Guide for the AGM.*

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 the 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 distribution is made on 23 September 2021 in accordance with the requirements under Section 132(2) and (3) of the Companies Act 2016.

3. **ITEMS 3 AND 4 OF THE AGENDA RESPECTIVELY ORDINARY RESOLUTION 2: PAYMENT OF DIRECTORS' FEES ORDINARY RESOLUTION 3: 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 and 3 are proposed to seek shareholders' approval for the payment of Directors' fees for financial year ended 31 March 2021 and Directors' benefits for the period commencing from the close of 29th Annual General Meeting until conclusion of the 30th Annual General Meeting in year 2022 to the Directors of the Company.

The amounts of Directors' fees tabled for approval is based on the current composition of the Board. The total amount of Directors' fees proposed for the financial year ended 31 March 2021 is RM260,000.

The total estimate of Directors' Benefits payable comprised of Directors' training expenses and meetings allowances for all Directors for the period from the close of the 29th Annual General Meeting until the conclusion of the 30th Annual General Meeting in year 2022.

4. **ITEMS 5 AND 6 OF THE AGENDA RESPECTIVELY ORDINARY RESOLUTIONS 4,5,6 AND 7: RE-ELECTION OF DIRECTORS**

Mr. Owee Geok Choon, Mr. Johnson Kandasamy A/L David Nagappan, Ms. Cha Shi Jiu and Mr. Tan Yin Beng are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 29th Annual General Meeting.

The Board has through the Nominating Committee, had considered and assessed the retiring Directors and agreed that they meet the qualification of Directors as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities and have the character, experience, integrity, competence and time to effectively discharge their roles as Directors.

5. **ITEM 7 OF THE AGENDA ORDINARY RESOLUTION 8: 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 29th Annual General Meeting are disclosed in the Audit Committee Report of the 2021 Annual Report.

EXPLANATORY NOTE ON SPECIAL BUSINESS:

6. **ITEM 8 OF THE AGENDA ORDINARY RESOLUTION 9 – AUTHORITY TO DIRECTORS TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

Ordinary 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 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 28th Annual General Meeting of the Company held on 28 September 2020, and accordingly no proceeds were raised.