

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2015/2020 (“WARRANTS”)

(STOCK NAME: DOMINAN-WA)

(STOCK CODE: 7169WA)

IMPORTANT RELEVANT DATES

Last date and time for trading of Warrants	:	Monday, 24 August 2020 at 5.00 p.m.
Date and time of suspension of trading of Warrants	:	Tuesday, 25 August 2020 at 9.00 a.m.
Last date and time for exercise of Warrants (Expiry Date)	:	Thursday, 10 September 2020 by 5.00 p.m.
Date and time for the delisting of Warrants	:	Friday, 11 September 2020 at 9.00 a.m.

This Notice is dated 7 August 2020

DEFINITIONS

Unless where the context otherwise requires, the following definitions shall apply throughout this Notice:-

“Board” or “Director(s)”	:	The Board of Directors of DEB for the time being
“Bursa Depository”	:	Bursa Malaysia Depository Sdn. Bhd. Registration No. 198701006854 (165570-W)
“Bursa Securities”	:	Bursa Malaysia Securities Berhad Registration No. 200301033577 (635998-W)
“CDS”	:	Central Depository System
“Deed Poll”	:	Deed Poll dated 24 August 2015 constituting the Warrants
“Exercise Period”	:	The period of five (5) years commencing on and including the date of the issue of Warrants on 11 September 2015 (“Issue Date”) to the close of business at 5.00 p.m. on the Expiry Date
“Exercise Price”	:	RM1.30, being the exercise price payable in respect of one (1) new Share for each Warrant exercised
“Exercise Rights”	:	Right conferred on a holder of the Warrants to subscribe for one (1) new DEB Share at the Exercise Price and at any time during the Exercise Period, upon the terms and subject to the conditions of the Warrants as set out in the Deed Poll
“Expiry Date”	:	Thursday, 10 September 2020 at 5.00 p.m.
“Market Day(s)”	:	A day on which the stock market of Bursa Securities is open for trading in securities
“Notice”	:	This Notice to Warrant Holders dated 7 August 2020 in relation to the expiry and last date for the exercise of Warrants
“DEB” or “the Company”	:	Dominant Enterprise Berhad Registration No. 199101010894 (221206-D)
“DEB Share(s)” or “Share(s)”	:	Ordinary share(s) fully paid-up in the capital of the Company
“Registrar”	:	Tricor Investor & Issuing House Services Sdn. Bhd. Registration No. 197101000970 (11324-H)
“RM and sen”	:	Ringgit Malaysia and sen, respectively
“Securities Account”	:	An account established by Bursa Depository for a depositor for the recording of deposit of securities and for dealing in such securities by the depositor
“Warrants”	:	The warrants 2015/2020 issued by the Company on 11 September 2015 pursuant to the terms and conditions of the Deed Poll
“Warrant Holders”	:	Depositors whose names appear in the Record of Depositors as holders of the Warrants

DEFINITIONS (CONT'D)

Words incorporate the singular shall, where applicable, include the plural and vice versa and words incorporate the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Notice to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Notice shall be a reference to Malaysian time, unless otherwise stated.

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DOMINANT ENTERPRISE BERHAD

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

Registered Office:-

Suite 1301, 13th Floor
City Plaza, Jalan Tebrau
80300 Johor Bahru Johor

7 August 2020

Board of Directors:-

Owee Geok Choon (*Managing Director*)
Cha Aku Wai @ Sia Ah Kow (*Executive Director*)
Chai Soon Too (*Executive Director*)
Teo Yu Chin (*Executive Director*)
Teo Ah Bah @ Teo Chuang Kwee (*Non-Executive Chairman*)
Waldersee Chan Chung Ching (*Non-Independent Non-Executive Director*)
Johnson Kandasamy A/L David Nagappan (*Senior Independent Non-Executive Director*)
Noor Hazelin Binti Hashim (*Independent Non-Executive Director*)
Han Hing Siew (*Independent Non-Executive Director*)
Cha Shi Jiu (*Alternate Director to Cha Aku Wai @ Sia Ah Kow*)

To: The Warrant Holders of the Dominant Enterprise Berhad (“DEB” or “the Company”)

Dear Sir/Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2015/2020

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions as stipulated in the Deed Poll governing the Warrants, the Exercise Rights of Warrants will expire on Thursday, 10 September 2020 at 5.00 p.m.

Unless the context otherwise requires or unless otherwise defined in this Notice, words and expressions defined in the Deed Poll shall have the same meanings when used in this Notice.

Warrant Holders who intend to exercise their Warrants are advised to submit the documents as referred to in Section 4.1 herein to the Registrar of DEB not later than 5.00 p.m. on the Expiry Date.

Warrant Holders should note that the Warrants which are not exercised by 5.00 p.m. on the Expiry Date will lapse and become NULL and VOID and cease to be valid after the Expiry Date.

Accordingly, the Warrants will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Friday, 11 September 2020.

As at 3 August 2020 (being the latest practicable date prior to the printing of this Notice), the total number of unexercised Warrants is 45,643,879.

Warrant Holders are advised to read carefully the procedures set out below:-

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

To facilitate the Exercise Rights by the Warrant Holders, trading of the Warrants on Bursa Securities will be suspended with effect from 9.00 a.m. on Tuesday, 25 August 2020 until the Expiry Date. **Hence, the last day and time for trading of the Warrants will be at 5.00 p.m. on Monday, 24 August 2020.**

2. EXERCISE PRICE

The Exercise Price of the Warrants is RM1.30 for each New Share to which a Warrant Holder is entitled to subscribe upon exercise of the Exercise Rights in accordance with the provisions of the Deed Poll. As such, if you wish to exercise the conversion of 100 Warrants into 100 New Shares, the Subscription Money will be RM130.00.

3. PAYMENT OF EXERCISE PRICE

The remittance of the Exercise Price must be made in full and payable in RM by way of banker's draft or cashier's order or money order or postal order drawn on a bank or post office operating in Malaysia, made in favour of **"DEB Warrant Proceed Account"** crossed "A/C Payee Only", endorsed on the reverse side with the Warrant Holder's name and address.

4. EXERCISE OF WARRANTS

4.1 If you are a Warrant Holder and wish to carry out your Exercise Rights, you should **BEFORE 5.00 p.m. on the Expiry Date:-**

4.1.1 Complete and execute the enclosed Exercise Form.

Additional copies of the Exercise Form can be obtained from the Registrar of DEB, namely Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

4.1.2 Deliver to the Registrar of DEB, the following documents:-

- (a) duly signed and completed Exercise Form;
- (b) remittance of the full Exercise Price as mentioned in Sections 2 and 3 above; and
- (c) remittance of RM20.00 for each Exercise Form submitted, payable by banker's draft or cashier's order or personal cheque or money order or postal order issued by a bank or post office operating in Malaysia made out in favour of **"Tricor Investor & Issuing House Services Sdn Bhd"** crossed "A/C Payee Only"

4.2 DEB shall within eight (8) Market Days upon receiving the duly completed and valid Exercise Form together with the requisite remittance:-

4.2.1 Allot and issue to the Warrant Holders, new DEB Shares subscribed for by the Warrant Holder under the provision of the Deed Poll.

4.2.2 Despatch the notice of allotment to the Warrant Holder.

- 4.2.3 Submit the application to Bursa Securities for the listing and quotation of the new DEB Shares on Bursa Securities.

The new DEB Shares to be issued upon the exercise of the Warrants shall, upon allotment and issue, rank *pari passu* in all respects with the then existing DEB Shares, save and except that they shall not be entitled to participate in any dividends, rights, allotments and/or other distributions that may be declared, made or paid to registered holders of DEB shares, the entitlement date of which is prior to the date of allotment of the new DEB Shares.

The new DEB Shares arising from such exercise will be credited into the CDS Account of the exercising Warrant Holders and no physical share certificates would be issued to the Warrant Holders in respect of the exercise.

5. BOOK CLOSURE DATE IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS

Warrant Holders should note that apart from the provisions contained in the Deed Poll, the following provisions of Bursa Depository will apply to the Warrants:-

- 5.1 Bursa Depository will not accept any request for ordinary transfer of the Warrants for the period commencing 4.30 p.m. on Thursday, 3 September 2020 until the Expiry Date.
- 5.2 Warrant Holders shall qualify for entitlement to subscribe for new DEB Shares in respect of the following:-
- 5.2.1 Warrants transferred into the depositor's Securities Account before 4.30 p.m. on Thursday, 3 September 2020 in respect of ordinary transfer; and
- 5.2.2 Warrants bought on Bursa Securities on or before 5.00 p.m. on Monday, 24 August 2020 being the last day of trading of the Warrants.

6. EXPIRY OF WARRANTS

- 6.1 Warrant Holders should note that:-
- 6.1.1 If their Exercise Rights are not exercised and the relevant Exercise Forms together with remittance are not delivered to the Registrar of DEB by 5.00 p.m. on the Expiry Date, their rights will lapse and become null and void and cease to be valid for any purpose thereafter; and
- 6.1.2 All unexercised Warrants remaining in a depositor's Securities Account with Bursa Depository as at 5.00 p.m. on the Expiry Date will be withdrawn from the respective depositor's Securities Account on Friday, 11 September 2020.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Board of DEB, and they collectively and individually accept full responsibility for the accuracy of the information given in and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which would make any statement in this Notice misleading.

8. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning this Notice or Warrants should be addressed to the Registrar of DEB at:-

Tricor Investor & Issuing House Services Sdn. Bhd.
Registration No. 197101000970 (11324-H)
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Telephone No. : 03-2783 9299
Facsimile No. : 03-2783 9222
Email Address : is.enquiry@my.tricorglobal.com

Yours faithfully,

For and on behalf of the Board of
DOMINANT ENTERPRISE BERHAD

OWEE GEOK CHOON
Managing Director

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To: Dominant Enterprise Berhad (the "Issuer")
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I/ We, the undersigned,

- (a) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (b) hereby confirm and declare that the information indicated with an asterisk (*) is identical with the information in the records of Bursa Depository with regard to my/our CDS Account and further agree and confirm that in the event the information aforesaid differs from the information in Bursa Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (c) hereby irrevocably elect, upon and subject to the conditions as set out in the Deed Poll, to exercise my/our Exercise Rights in relation to the type (and quantity(ies)) of securities in respect of the quantity(ies) of New Shares of the Issuer specified below and to subscribe and make payment as hereafter provided for such number of New Shares of the Issuer at the Exercise Price for each such New Share or such adjusted price as may for the time being applicable in accordance with the Deed Poll thereof, and agree to accept such New Shares subject to the terms of the Constitution of the Issuer;
- (d) hereby acknowledge that I/we have accessed and/or read the Privacy Notice issued by Issuer (which is available at the Issuer's website at [<http://www.dominant.com.my>]);
- (e) hereby make payment in full for such New Shares in the quantity(ies) specified below by banker's draft/cashier's order/money order or postal order drawn on a bank or post office operating in Malaysia made out in favour of "DEB Warrant Proceed Account" crossed "**A/C Payee Only**" and amounting to RM..... together with payments of all other fees including stamp duty (if any) and taxes payable in respect of the exercise of the Exercise Rights unless the Issuer is mandatorily obliged to make such payments pursuant to the Deed Poll or as required by Bursa Malaysia Securities Berhad (the "**Bursa Securities**");
- (f) hereby authorise you to instruct Bursa Depository to debit the quantity(ies) of securities specified below from my/our CDS Account(s) in the exercise of my/our rights herein in accordance with the provisions of the Deed Poll;
- (g) hereby confirm that the Warrants for the exercise of rights are or have been designated as "free securities" in my/our CDS Account(s);
- (h) where I/we am/are entitled to receive New Shares upon the exercise of my/our rights herein, I/we hereby authorise you to instruct Bursa Depository to credit the quantity(ies) of New Shares specified below into my/our CDS Account(s) stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein; and
- (i) hereby confirm that after the submission of this form to the Issuer, I/we shall not dispose, transfer or charge the securities intended for the exercise of rights herein, unless and until the exercise is completed by the debiting of the securities from my/our CDS Account(s) or the exercise is rejected by the Issuer, whichever shall be applicable.

Source account for debiting of Securities				Target account for new shares	
Securities Code	Type of Securities	Quantity	CDS Account Number ADA & Branch Code/Account Number	Quantity	CDS Account Number ADA & Branch Code/Account Number

Please complete and/or delete as applicable

Dated the day of,

(For individuals only)

Signature(s) :

Name(s) :

(For corporations only)

The execution of this instrument)
 by the Warrant Holder)
 was duly effected in a manner authorised by its)
 constitution under its Common Seal)
 which said Common Seal was hereunto duly)
 affixed in the presence of:-)

.....
 Director

.....
 Director/Secretary

- Notes:-
1. No scrip will be issued to the Depositor as the result of any exercise of rights herein.
 2. No Warrant Holder shall be allowed to instruct crediting of New Shares into a CDS Account other than one of those from which the securities are to be debited.
 3. In exercising the Exercise Rights, compliance must be made with any exchange control or other statutory requirement for the time being applicable.
 4. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Constitution and a certified true copy of which, and a certified true copy of the resolution of its directors authorizing the use and affixation of its Common Seal, must be lodged together with this Exercise Form with the Registrar.
 5. Terms and expressions used in this Exercise Form shall have the same meaning as defined in the Deed Poll constituting the issue of the Warrants.
 6. Subject to **Condition 3** of the Deed Poll, the Exercise Price of each Warrant is RM1.30 for one (1) New Share or such adjusted price as may for the time being be applicable in accordance with the provisions set out in the Deed Poll.
 7. The attention of Warrant Holders are drawn to Rule 9(1) of Part III of the Malaysian Code on Take-overs and Mergers 2010 and relevant practice notes, if any, the provisions of the Capital Markets & Services Act 2007 and Listing Requirements as may be amended from time to time. In particular, a Warrant Holder should note that he may be under an obligation to extend a takeover offer of the Issuer if:-
 - (a) he has obtained control in the Issuer; or
 - (b) he holds more than thirty-three per centum (33%) but less than fifty per centum (50%) of the voting rights of the Issuer and intends to acquire, by exercise of Exercise Rights in any period of six (6) months, additional New Shares which carry more than two per centum (2%) of the voting shares in the Issuer.
 8. All information given above must be the same as the information in the records of Bursa Malaysia Depository Sdn Bhd.
 9. Joint holders are not recognized by the Issuer.
 10. A processing fee of RM20.00 is payable to the Registrar.

Registrar: Tricor Investor & Issuing House Services Sdn Bhd
Registration No. 197101000970 (11324-H)

Unit 32-01, Level 32, Tower A,
Vertical Business Suite,
Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi,
59200 Kuala Lumpur

Tel No. : 03 -2783 9299