



DOMINANT ENTERPRISE BERHAD (221206-D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of DOMINANT ENTERPRISE BERHAD will be held at Pulau Springs Resort, Dewan Inderaputera, 20km, Jalan Pontian Lama, Pulau, Johor on Monday, 14 September 2009 at 10.00 a.m. for the following purposes:-

ORDINARY BUSINESS

**Resolution on
Proxy Form**

1. To receive the Audited Financial Statements for the financial year ended 31 March 2009 and the Reports of the Directors and Auditors thereon.
2. To approve the First and Final Dividend of 1.5 sen per share, Tax Exempt, in respect of the financial year ended 31 March 2009.
3. To approve the payment of Directors' fees of RM172,000 for the financial year ended 31 March 2009.
4. To re-elect the following Directors who retire pursuant to Article 84 of the Company's Articles of Association :-
 - i. Kuah Boo Cheng @ Kuah Kwai Yoke
 - ii. Owee Geok Choon
 - iii. Teo Ah Bah @ Teo Chuang Kwee
5. To re-appoint Messrs. Deloitte KassimChan as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Please refer to
Explanatory Note 1**

Resolution 1

Resolution 2

**Resolution 3
Resolution 4
Resolution 5**

Resolution 6

SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following resolutions, with or without modifications:
 - 6.1 **ORDINARY RESOLUTION 1 :
AUTHORITY PURSUANT TO SECTION 132D OF THE
COMPANIES ACT, 1965 FOR EMPLOYEES' SHARE OPTION
SCHEME (ESOS)**

Resolution 7

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised with full powers to issue shares in the Company from time to time under the existing ESOS provided that the aggregate number of the shares to be issued pursuant to this resolution does not exceed the amount approved under the ESOS and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued."

6.2 **ORDINARY RESOLUTION 2 :
AUTHORITY PURSUANT TO SECTION 132D OF THE
COMPANIES ACT, 1965**

Resolution 8

“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.”

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 Dividend of 1.5 sen per share, tax exempt, in respect of the financial year ended 31 March 2009, if approved, will be paid on **29 September 2009** to depositors registered in the Record of Depositors at the close of business on **15 September 2009**.

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 15 September 2009 in respect of ordinary transfers; and
- (b) Shares brought 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
YONG MAY LI (f)
Company Secretary

Johor Bahru,
21 August 2009

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. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 is allowed to appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 4. 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.
- 5. The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Suite 1301, 13th Floor, City Plaza, 80300 Johor Bahru, Johor Darul Takzim not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

EXPLANATORY NOTES

- 1. This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- 2. **Ordinary Resolution 1**
Authority pursuant to Section 132D of the Companies Act, 1965 for Employees' Share Option Scheme (ESOS)
The purpose of this Ordinary Resolution 1 proposed under item 6.1 is to enable the Directors of the Company to allot shares to those employees who have exercised their options under the ESOS.
- 3. **Ordinary Resolution 2**
Authority pursuant to Section 132D of the Companies Act, 1965
The Ordinary Resolution 2 proposed under item 6.2, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot ordinary shares from unissued share capital of the Company up to an aggregate amount not exceeding ten per cent (10%) of the total issued share capital of the Company for such purposes as the Directors in their absolute discretion consider to be in the interest of the Company, without having to convene a general meeting. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.