

DOLPHIN INTERNATIONAL BERHAD
[Registration No. 201201016010 (1001521-X)]
(Incorporated In Malaysia)

Extract of Minutes of the Eighth Annual General Meeting of DOLPHIN INTERNATIONAL BERHAD conducted on a fully virtual basis at the Broadcast Venue at Level 12, Training Room, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 7 December 2020 at 10.00 a.m..

PRESENT : **Members**

As per Attendance List

Directors

Tengku Ahmad Badli Shah Bin Raja Hussin
- Chairman of Meeting
Ms. Serena Goh Fhen Fhen
Mr. Thoo Soon Huat
Mr. Tan Ban Tatt
Mr. Hoh Yeong Cherng
Mr. Lim Seng Hock

ABSENT : Mr. Low Teck Yin (Director)

IN ATTENDANCE : Mr. Ho Meng Chan) Joint-Secretaries
Ms. Wu Siew Hong)

PRELIMINARY

The Chairman, Tengku Ahmad Badli Shah Bin Raja Hussin called the meeting to order upon the confirmation of the presence of a quorum by the Company Secretary. He extended a warm welcome to everyone present at the Second virtual general meeting which is in compliance with Section 327 of the Companies Act, 2016. The Chairman informed that online meeting is necessary for the safety and health of the shareholders and employees during the COVID-19 pandemic. He then introduced the Board of Directors to the members. He further informed that the representative of Messrs. PCCO PLT, the Company's Auditors, Ms. Chuah Sue Yin is participating in the Eighth Annual General Meeting.

1. NOTICE OF MEETING

The notice convening the meeting was taken as read.

2. POLLING AND ADMINISTRATIVE DETAILS

The Chairman informed that all resolutions tabled at the Eighth Annual Meeting should be voted by way of a poll and the poll results would be verified by the Scrutineers, Messrs. Boardroom Corporate Services Sdn. Bhd.. The polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the Meeting.

The representative of the Registrars, Boardroom Share Registrars Sdn. Bhd. was invited to brief the functions available within Lumi AGM Portal and the process of poll voting before proceed to the agenda of the Eighth Annual General Meeting.

3. AUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE, 2020

The audited financial statements of the Company and of the Group for the financial year ended 30 June, 2020 together with the Directors' and Auditors' Reports were tabled and thereon were received by the meeting.

The Chairman invited questions from the floor and all questions were dealt with accordingly during the Questions and Answers session which was allocated after tabling all resolutions for consideration. In summary, the list of questions and responses thereto is enclosed as Appendix A.

4. RESOLUTIONS OF THE MEETING

The following resolutions were tabled for consideration:-

i) ORDINARY RESOLUTION 1- DIRECTORS' FEES

"THAT the payment of the Directors' Fees of RM327,000.00 in respect of the financial year ending 30th June, 2021 be and is hereby approved."

ii) ORDINARY RESOLUTION 2- DIRECTORS' BENEFITS

"THAT the payment of Directors' benefits to the Directors up to an amount of RM100,000.00 for the period commencing from 8th December, 2020 until the next Annual General Meeting be and is hereby approved."

iii) ORDINARY RESOLUTION 3 – RE-ELECTION OF LOW TECK YIN AS DIRECTOR

THAT Low Teck Yin, the Director retiring under Clause 97.i of the Company's Constitution, be and is hereby re-elected as Director of the Company."

iv) ORDINARY RESOLUTION 4 – RE-ELECTION OF TENGKU AHMAD BADLI SHAH BIN RAJA HUSSIN AS DIRECTOR

"THAT Tengku Ahmad Badli Shah Bin Raja Hussin, the Director retiring under Clause 104 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

v) ORDINARY RESOLUTION 5 – RE-ELECTION OF THOO SOON HUAT AS DIRECTOR

"THAT Thoo Soon Huat, the Director retiring under Clause 104 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

vi) ORDINARY RESOLUTION 6 – RE-ELECTION OF TAN BAN TATT AS DIRECTOR

"THAT Tan Ban Tatt, the Director retiring under Clause 104 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

vii) ORDINARY RESOLUTION 7 – RE-ELECTION OF LIM SENG HOCK AS DIRECTOR

"THAT Lim Seng Hock, the Director retiring under Clause 104 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

viii) ORDINARY RESOLUTION 8 – RE-ELECTION OF SERENA GOH FHEN FHEN AS DIRECTOR

“THAT Serena Goh Fhen Fhen, the Director retiring under Clause 104 of the Company's Constitution, be and is hereby re-elected as Director of the Company.”

ix) ORDINARY RESOLUTION 9 – RE-APPOINTMENT OF AUDITORS

“THAT Messrs PCCO PLT [(LLP0000506-LCA)(AF1056)], be and are hereby re-appointed as Auditors of the Company for the ensuing year at a fee to be determined by the Directors”

x) ORDINARY RESOLUTION 10 – AUTHORITY TO DIRECTORS TO ISSUE SHARES

“THAT subject always to the Constitution of the Company, the Companies Act 2016 (“Act”), the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/ regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 20% of the total number of issued shares of the Company at any point of time AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting.”

xi) SPECIAL RESOLUTION 1 – PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

“THAT the proposed amendment to the Constitution of the Company as set out below, be and is hereby approved and adopted AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendment for and on behalf of the Company:-

Existing Clause 92- Deposit of Proxy

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority.

Proposed Clause 92- Deposit of Proxy

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia or by way of electronic means or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority.”

Thereafter, the Chairman proceeded to Questions and Answers session and after all questions were dealt with accordingly, the members were given fifteen (15) minutes to cast their votes and the Scrutineers proceeded to verify the votes after the Chairman declared the closure of the poll. The results of the poll for the Proposed Resolutions as per “Appendix B” were announced by the Scrutineers after their verification.

The Chairman then declared the following :-

Resolutions	Result
Ordinary Resolutions 1, 2 and Ordinary Resolutions 4 to 10 together with Special Resolution 1	CARRIED
Ordinary Resolution 3	NOT CARRIED

5. CLOSE OF MEETING

There being no other business, the Chairman declared the meeting closed after a vote of thanks had been accorded to him.

DOLPHIN INTERNATIONAL BERHAD [201201016010 (1001521-X)]
MINUTES OF EIGHTH ANNUAL GENERAL MEETING HELD ON 7TH DECEMBER, 2020

- Q1. Currently, Dolphin International Berhad is holding how many Uncle's Don outlets ?
- A1. The Group is currently holding 3 Uncle's Don outlets located at Setia Alam, Shah Alam, Danau Desa Kuala Lumpur and Ipoh.
- Q2. How much was the average monthly revenue per Uncle's Don outlets?
- A2. The average monthly revenue per Uncle's Don outlet is approximately RM150k per month.
- Q3. How profitable is Uncle's Don business? Can the management give us some past figure?
- A3. The Company acquired Uncle's Don business 2 months ago. The said acquisition comes with profit guarantee. The relevant information of Uncle's Don business is disclosed in the Circular to shareholders.
- Q4. What is the expansion plan for Uncle's Don business? How much is the expected capex in 2021?
- A4. The Company will update any major expansion from time to time.
- Q5. Will the Company dispose its loss-making palm oil business?
- A5. The Company will release necessary announcement on any major decisions made.

Appendix B

	VOTES FOR	%	VOTES AGAINST	%
ORDINARY RESOLUTION 1	165,841,231	99.998734	2,100	0.001266
ORDINARY RESOLUTION 2	165,841,131	99.998673	2,200	0.001327
ORDINARY RESOLUTION 3	137,750	0.083060	165,705,581	99.916940
ORDINARY RESOLUTION 4	165,841,231	99.998734	2,100	0.001266
ORDINARY RESOLUTION 5	165,841,231	99.998734	2,100	0.001266
ORDINARY RESOLUTION 6	165,841,231	99.998734	2,100	0.001266
ORDINARY RESOLUTION 7	165,841,231	99.998734	2,100	0.001266
ORDINARY RESOLUTION 8	165,841,231	99.998734	2,100	0.001266
ORDINARY RESOLUTION 9	165,843,231	99.999940	100	0.000060
ORDINARY RESOLUTION 10	165,843,231	99.999940	100	0.000060
SPECIAL RESOLUTION 1	165,843,231	99.999940	100	0.000060

