



**DOLPHIN INTERNATIONAL BERHAD**  
(Registration No. 201201016010 (1001521-X))  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of Dolphin International Berhad (“**Dolphin**” or “**Company**”) will be conducted on a fully virtual basis through live streaming and online remote participation and electronic voting (“**RPEV**”) facilities *via* online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657), provided by Boardroom Share Registrars Sdn Bhd in Malaysia on Monday, 27 June 2022 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution, with or without any modifications:

### **ORDINARY RESOLUTION**

**PROPOSED ACQUISITION OF 5,008,148 ORDINARY SHARES IN HIGH RESERVE F&B SDN BHD (“HIGH RESERVE”) (“SALE SHARES”), REPRESENTING THE ENTIRE ENLARGED EQUITY INTEREST IN HIGH RESERVE, FOR A PURCHASE CONSIDERATION OF RM36 MILLION TO BE SATISFIED VIA THE ALLOTMENT AND ISSUANCE OF 282,874,617 NEW ORDINARY SHARES IN DOLPHIN (“DOLPHIN SHARES”) (“CONSIDERATION SHARES”) AT AN ISSUE PRICE OF RM0.0654 EACH AND RM17.5 MILLION IN CASH (“PROPOSED ACQUISITION”)**

“**THAT** subject to all approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to Dolphin to acquire the Sale Shares for a purchase consideration of RM36 million to be satisfied *via* the allotment and issuance of 282,874,617 Consideration Shares at an issue price of RM0.0654 each and RM17.5 million in cash, subject to and upon such terms and conditions as set out in the conditional sale of shares agreement dated 24 February 2022 entered into between Dolphin, Asia Poly Food and Beverage Sdn Bhd (“**AP F&B**”), Dato’ Yeo Boon Leong, Yeo Boon Thai, Yeo Boon Ho and Yeo Soon Bee in relation to the Proposed Acquisition;

**THAT** such Consideration Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Dolphin Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions in respect of which the entitlement date is prior to the date of allotment and issuance of the Consideration Shares;

**AND THAT** the Board of Directors of the Company (“**Board**”) be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of Dolphin, all such documents to give effect to and complete the Proposed Acquisition with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Acquisition.”

**BY THE ORDER OF THE BOARD OF  
DOLPHIN INTERNATIONAL BERHAD**

**HO MENG CHAN (MACS 00574)**  
**SSM PC No. 202008003175**  
**WU SIEW HONG (MAICSA 7039647)**  
**SSM PC No. 202008002457**  
Company Secretaries  
PETALING JAYA  
10 June 2022

Notes:

1. *The EGM will be conducted on a fully virtual basis through live streaming and online RPEV facilities provided by Boardroom Share Registrars Sdn Bhd in Malaysia via <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657). Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "**participate**") remotely at the EGM via RPEV. Please read these Notes carefully and follow the procedures in the Administrative Guide for the fully virtual EGM in order to participate remotely via RPEV. The Administrative Guide for the fully virtual EGM is enclosed in Appendix IX of the circular to shareholders dated 10 June 2022.*
2. *A member of the Company entitled to participate, speak and vote at the meeting shall be entitled to appoint up to 2 proxies or attorney or other duly authorised representative to participate, speak and vote in his/her stead. Where a member appoints 2 proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy may not be a member of the Company.*
3. *The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his/her attorney duly authorised in writing, and in the case of a corporation, shall either be given under its common seal or under the hand of an officer or attorney of the corporation duly authorised.*
4. *Where a member who is an authorised nominee as defined in the securities Industry (Central Depositories) Act, 1991 ("**SICDA**") may appoint not more than 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.*
5. *Where a member 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.*
6. *The instrument appointing a proxy and the power of attorney or other authority duly authorised in writing or if such appointor is a Corporation, under its common seal or under the hand of an officer or attorney of the Corporation duly authorised, shall either be deposited at the office of the Company's Share Registrar at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or be electronically deposited through the Share Registrar's website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.*
7. *Depositors who appear in the Record of Depositors as at 20 June 2022 shall be regarded as Member of the Company entitled to participate, speak and vote at the meeting or appoint a proxy or proxies to participate and vote on his/her behalf.*