

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

**EXTRACT OF MINUTES OF TENTH ANNUAL GENERAL MEETING OF DOLPHIN INTERNATIONAL BERHAD HELD ON 8 DECEMBER 2022.**

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**PRESENT** : **Members**

As per Attendance List

**Directors**

Ms. Serena Goh Fhen Fhen  
- Chairman of Meeting  
Mr. Tan Ban Tatt  
Mr. Lim Seng Hock  
Mr. Yeo Boon Ho

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

**PRELIMINARY**

The appointed Chairman for the Tenth Annual General Meeting, Ms. Serena Goh Fhen Fhen called the meeting to order upon the confirmation of the presence of a quorum by the Company Secretary. She extended a warm welcome to everyone present at the Tenth Annual General Meeting which was being conducted on a fully virtual basis through Remote Participation and Electronic Voting (“RPEV”) in line with the recommendation of Malaysian Code on Corporate Governance to promote greater shareholder participation. She further informed that the question box in the RPEV application has been opened and she welcomed questions from the members. She then introduced the Board of Directors, Secretary, the representative of Messrs. PCCO PLT, the Company’s Auditors, Ms. Chuah Sue Yin and the finance team who were participating in the Tenth Annual General Meeting.

**1. NOTICE OF MEETING**

The Chairman informed the meeting that the notice of Tenth Annual General Meeting had been given to all shareholders entitled to receive the notice under the provisions of the Companies Act 2016 as well as being advertised in the New Straits Times on 31 October 2022.

The notice convening the meeting was taken as read.

**2. POLLING AND ADMINISTRATIVE DETAILS**

The Chairman informed that all resolutions tabled at the Tenth Annual Meeting shall be voted by way of a poll and the poll results would be verified by the Scrutineers, Sky 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 meeting continued with a short video on the remote polling process presented by the poll administrator, Boardroom Share Registrars Sdn. Bhd.. The meeting then proceeded to the agenda of the Tenth Annual General Meeting.

### **3. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022**

The audited financial statements of the Company and of the Group for the financial year ended 30 June 2022 together with the Directors' and Auditors' Reports ("Audited Financial Statements") thereon were tabled and received by the meeting.

The Chairman informed that all questions in relation to the Audited Financial Statements would be dealt with during the Questions and Answers session which was allocated after tabling all resolutions for consideration.

### **4. RESOLUTIONS OF THE MEETING**

The following resolutions were tabled for consideration:-

#### **i) ORDINARY RESOLUTION 1 - DIRECTORS' FEES**

"THAT the payment of Directors' Fees amounting to RM327,000 for the financial year ending 30 June 2023 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 for the period commencing from 9 December 2022 until the next Annual General Meeting be and is hereby approved."

#### **iii) ORDINARY RESOLUTION 3 – RE-ELECTION OF TAN BAN TATT AS DIRECTOR**

"THAT Tan Ban Tatt, the Director retiring under Clause 97.1 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

#### **iv) ORDINARY RESOLUTION 4 – 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."

#### **v) ORDINARY RESOLUTION 5 – AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES**

"THAT subject to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered to allot and issue shares in the Company, at any time, to such persons 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 ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**vi) ORDINARY RESOLUTION 6 – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

“THAT subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (“Dolphin Group”) to enter into the recurrent related party transactions of a revenue or trading nature as specified in Section 2.4 of the Circular to Shareholders dated 31 October 2022, which are necessary for the Dolphin Group’s day-to-day operations and are in the ordinary course of business and are carried out at arm’s length basis on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company;

THAT the authority conferred by such mandate shall commence immediately upon the passing of this Ordinary Resolution and continue to be in force until:-

- i. the conclusion of the next Annual General Meeting of the Company at which time the mandate will lapse, unless by a resolution passed at the next Annual General Meeting, the authority is renewed; or
- ii. the expiration of the period within which the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- iii. revoked or varied by a resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorized by this Ordinary Resolution.”

Thereafter, the Chairman proceeded to the Questions and Answers session.

**5. QUESTIONS AND ANSWERS SESSION**

The Chairman informed that with regards to the questions on door gifts or e-vouchers, the e-vouchers for Verona Trattoria Italian Restaurant and Verona Wines Sdn. Bhd. will be emailed to the shareholders or proxies who participated in the Tenth Annual General Meeting. The other questions posed by the shareholders and their respective answers would be published in the message box. The shareholders/proxies were advised to click at messaging icon on top of the virtual meeting platform to view the Questions and Answers. In summary, the questions and responses thereto are set out in Appendix A.

**6. POLL VOTING**

The Chairman announced the commencement of poll voting session after Questions and Answers session and the members were given ten (10) minutes to cast their votes. The meeting allocated ten (10) minutes for Scrutineers to verify the votes.

**7. POLL RESULTS**

The Chairman announced the meeting be resumed for announcement of poll results after the poll results being verified by the Scrutineers. Based on the poll results as set out in Appendix B, the Chairman declared that Ordinary Resolutions 1 to 6 “CARRIED”.

**8. CLOSE OF MEETING**

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

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MINUTES OF TENTH ANNUAL GENERAL MEETING HELD ON 8 DECEMBER 2022

**Questions**

What action steps have the Board taken to remedy the current debacle and nearing almost zero shareholders value? Please explain what caused the market value of the company shares to slide into such a low point? Is there light at the end of the tunnel or are we facing an approaching train?

What is the company's future outlook ?

**Answers**

The cause is due to the previous year's impairment of palm oil milling system machineries and the impairment of the F & B business's intangible assets. At this weaken economy, management is looking into corporate exercises to strengthen the performance and the growth for the Group.

**DOLPHIN INTERNATIONAL BERHAD**  
**10<sup>TH</sup> ANNUAL GENERAL MEETING**  
**Thursday, 8 December 2022**

Appendix B

RESOLUTION	Vote FOR			Vote AGAINST			TOTAL Vote		Vote ABSTAIN
	NO. OF			NO. OF			NO. OF		NO. OF
	RECORDS	SHARES	%	RECORDS	SHARES	%	RECORDS	SHARES	SHARES
RESOLUTION 1	22	202,840,542	99.9358	13	130,312	0.0642	35	202,970,854	0
RESOLUTION 2	22	202,840,542	99.9358	13	130,312	0.0642	35	202,970,854	0
RESOLUTION 3	28	202,944,344	99.9870	6	26,410	0.0130	34	202,970,754	0
RESOLUTION 4	29	202,946,594	99.9881	5	24,160	0.0119	34	202,970,754	0
RESOLUTION 5	26	202,944,242	99.9869	8	26,512	0.0131	34	202,970,754	0
RESOLUTION 6	25	28,175,059	99.9063	7	26,412	0.0937	32	28,201,471	174,769,283

