



DOLPHIN INTERNATIONAL BERHAD

[Registration no. 201201016010 (1001521-X)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of the 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 Thursday, 14 December 2023 at 11.00 a.m. or at any adjournment thereof for the following purposes:

AS ORDINARY BUSINESS

- To receive the audited Financial Statements of the Company for the financial year ended 30 June 2023 together with the Reports of the Directors and Auditors thereon. (Please refer Explanatory Note (a))
- To approve the payment of Directors' fees amounting to RM400,000 for the financial year ending 30 June 2024. (Ordinary Resolution 1)
- To approve the payment of Directors' benefits to the Directors up to an amount of RM150,000 for the period commencing from 15 December 2023 until the next Annual General Meeting of the Company. (Ordinary Resolution 2)
- To re-elect Lim Seng Hock, the Director who retires by rotation pursuant to Clause 97.1 of the Company's Constitution and being eligible, offers himself for re-election. (Ordinary Resolution 3)
- To re-elect Ir. Zulkifli Bin Osman, the Director who retires pursuant to Clause 104 of the Company's Constitution and being eligible, offers himself for re-election. (Ordinary Resolution 4)
- To re-elect Yeo Boon Thai, the Director who retires pursuant to Clause 104 of the Company's Constitution and being eligible, offers himself for re-election. (Ordinary Resolution 5)
- To re-elect Loke Mee Leng, the Director who retires pursuant to Clause 104 of the Company's Constitution and being eligible, offers herself for re-election. (Ordinary Resolution 6)
- To re-appoint Messrs. PCCO PLT ([LLP0000506-LCA](AF1056)) as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 7)

AS SPECIAL BUSINESS

- To consider and if thought fit, to pass the following resolutions:
 - Ordinary Resolution - Authority to Directors to Allot and Issue Shares
"THAT subject to Sections 75 and 76 of the Companies Act 2016, the Company's Constitution 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.
AND THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares arising from the allotment and issuance of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 AND THAT the Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company." (Ordinary Resolution 8)
 - Ordinary Resolution - 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 2023, 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:-
 - 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
 - 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
 - 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 authorised by this Ordinary Resolution." (Ordinary Resolution 9)
- To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

HO MENG CHAN (MACS 00574)
SSM PC No. 202008003175
WU SIEW HONG (MAICSA 7039647)
SSM PC No. 202008002457
Secretaries

Petaling Jaya
Selangor Darul Ehsan
31 October 2023

Notes:-

- The Eleventh Annual General Meeting 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 Eleventh Annual General Meeting via RPEV. Please read these Notes carefully and follow the procedures in the Administrative Guide for the Fully Virtual Eleventh Annual General Meeting in order to participate remotely via RPEV.
- A member of the Company entitled to participate, speak and vote at the meeting shall be entitled to appoint up to two (2) proxies or attorney or other duly authorised representative to participate, speak and vote in his/her stead. Where a member appoints two (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.
- The instrument appointing a proxy, in the case of an individual, shall be signed by the appointor 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.
- Where a member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (SICDA) may appoint not more than two (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.
- 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.
- 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 forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
- Depositors who appear in the Record of Depositors as at 6 December 2023 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.

EXPLANATORY NOTES

- This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 1 and Ordinary Resolution 2 – Directors' fees and Directors' benefit payable
Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting. The proposed Ordinary Resolution 1 and Ordinary Resolution 2 are to facilitate the payment of Directors' fees and Directors' benefits to the Directors.
The Directors' Fees payable is computed based on the targeted Board size for the financial year ending 30 June 2024. In the event the proposed amount is insufficient, approval will be sought at the next Annual General Meeting for additional Directors' Fees to meet the shortfall.
The proposed Directors' benefit payable comprises allowances and other benefits. The total estimated amount of Directors' benefits payable is calculated based on the estimated number of Board's and Board Committees' meetings for the period from 15 December 2023 until the next Annual General Meeting and the provision for other benefits (if any).
In the event that the proposed Directors' benefits payable is insufficient, approval will be sought at the next Annual General Meeting for additional Directors' benefits to meet the shortfall.
- Ordinary Resolution 3 - Retirement of Director by rotation
Clause 97.1 of the Company's Constitution states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each Annual General Meeting. All Directors shall retire from office at least once in three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he/she retires.
Mr. Lim Seng Hock being eligible, has offered himself for re-election at this Annual General Meeting. The Board is satisfied with the performance of the retiring Director upon the assessment conducted by the Nomination Committee and hence, recommended his proposed re-election to be tabled for shareholders' approval at the Eleventh Annual General Meeting. The information of his personal profile is provided in the Company's Annual Report for the financial year ended 30 June 2023.
- Ordinary Resolution 4, Ordinary Resolution 5 and Ordinary Resolution 6
- Retirement of Directors
Clause 104 of the Company's Constitution states that any new Director appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the Annual General Meeting.
Ir. Zulkifli Bin Osman, Mr. Yeo Boon Thai and Ms. Loke Mee Leng were appointed as the Directors of the Company on 11 May 2023, 2 August 2023 and 19 October 2023, respectively. Ir. Zulkifli Bin Osman, Mr. Yeo Boon Thai and Ms. Loke Mee Leng being eligible, have offered themselves for re-election at this Annual General Meeting. The Board recommended their proposed re-election to be tabled for shareholders' approval at the Eleventh Annual General Meeting. The information of their personal profiles is provided in the Company's Annual Report for the financial year ended 30 June 2023.
- Ordinary Resolution 8 – Authority to Directors to Allot and Issue Shares
The proposed Ordinary Resolution 8 is to seek a renewal of the general mandate for the authority to allot and issue of new ordinary shares which was approved by the shareholders at the Tenth Annual General Meeting held on 8 December 2022. This general mandate will expire at the conclusion of the Eleventh Annual General Meeting. As at the date of this Notice, no new shares in the Company were allotted and issued pursuant to this general mandate.
The proposed Ordinary Resolution 8, if passed,
 - will empower the Directors pursuant to Sections 75 and 76 of the Companies Act 2016, from the conclusion of this Annual General Meeting, to allot and issue shares in the Company provided that the aggregate number of shares issued does not exceed ten per centum (10%) of the total number of issued share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company ("General Mandate"); and
 - shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 54 of the Company's Constitution and would allow the Directors of the Company to allot and issue new shares to any person under the General Mandate without having to offer the new shares to be issued to all existing shareholders of the Company prior to issuance which will result in a dilution to their shareholding percentage in the Company.The General Mandate would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. The General Mandate will provide flexibility to the Company for any possible fund raising activities for the purpose of funding future investment, working capital and/or acquisitions.
- Ordinary Resolution 9 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
The Proposed Ordinary Resolution 9 is to seek a renewal of Shareholders' Mandate for Recurrent Related Party Transactions granted by the shareholders of the Company at the Tenth Annual General Meeting held on 8 December 2022.
The proposed Ordinary Resolution 9, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature 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.
Further information on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and Trading Nature is set out in the Circular to Shareholders dated 31 October 2023.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the Eleventh Annual General Meeting and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Eleventh Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Eleventh Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies), and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warrant

ADMINISTRATIVE GUIDE

FOR THE FULLY VIRTUAL ELEVENTH ANNUAL GENERAL MEETING

1. FULLY VIRTUAL ELEVENTH ANNUAL GENERAL MEETING (“11TH AGM”)

Day, Date and Time of Meeting	Thursday, 14 December 2023 at 11.00 a.m.
Meeting Venue and Online Meeting Platform	https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC - D6A357657) provided by Boardroom Share Registrars Sdn. Bhd. in Malaysia

The Company’s forthcoming 11th AGM will be conducted on a fully virtual basis through live streaming and online Remote Participation and Electronic Voting (“RPEV”) facilities via Online Meeting Platform as stated above.

In line with the Malaysian Code on Corporate Governance Practice 13.3, conducting a virtual 11th AGM would promote greater shareholder participation as it facilitates electronic voting and remote shareholders’ participation. With the RPEV facilities, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company) and vote at the virtual 11th AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the virtual 11th AGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

2. ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

Only shareholders whose names appear on the Record of Depositors as at **6 December 2023** shall be eligible to participate and vote remotely in the virtual 11th AGM or appoint proxy(ies)/ the Chairman of the meeting to participate and/or vote on his/her behalf.

3. VOTING PROCEDURE

The voting procedure will be conducted by poll in accordance with Paragraph 8.29A of the Listing Requirements. The Company has appointed Boardroom Share Registrars Sdn. Bhd. (“**Boardroom**”) as Poll Administrator to conduct the poll by way of electronic voting (“**e-voting**”) and SKY Corporate Services Sdn. Bhd. (“**Scrutineers**”) as the scrutineers to verify and validate the poll results.

For the purposes of this virtual 11th AGM, e-voting will be carried out via personal smart mobile phones, tablets or Laptops.

The polling will only commence after the announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.

The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman and the Chairman will declare whether the resolutions put to vote were successfully carried or not.

You must ensure that you are connected to the internet at all times in order to participate and vote remotely when the virtual 11th AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the virtual 11th AGM is maintained. Kindly note that the quality of the

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connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

4. PROCEDURE FOR RPEV

Please note that the RPEV facilities are available to (i) Individual Members; (ii) Corporate Shareholders; (iii) Authorised Nominee; and (iv) Exempt Authorised Nominee shall use the RPEV facilities to participate and vote remotely at the virtual 11th AGM.

If you choose to participate in the Meeting online, you will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time whilst the Meeting is in progress. Kindly follow the steps below on how to request for login ID and password.

Procedure	Action
BEFORE THE DAY OF VIRTUAL 11TH AGM	
<p>Step 1 – Register Online with Boardroom Smart Investor Portal “BSIP” (for first time registration only)</p> <p><i>Note:</i></p> <p><i>If you have already signed up with BSIP, you are not required to register again. You may proceed to Step 2 to submit your request for Remote Participation user ID and password.</i></p>	<ol style="list-style-type: none"> Access BSIP website at https://investor.boardroomlimited.com Click <<Register>> to sign up as a user. Please select the correct account type i.e. sign up as “Shareholder” or “Corporate Holder”. Complete the registration with all required information. Upload a softcopy of your or representative’s MyKAD/Identification Card (front and back) or Passport. For Corporate Holder, kindly upload the authorisation letter as well. Click “Sign Up”. You will receive an email from Boardroom for email address verification. Click “Verify Email Address” from the email received to continue with the registration. Once your email address is verified, you will be re-directed to Boardroom Smart Investor Portal for verification of mobile number. Click “Request OTP Code” and an OTP Code will be sent to the registered mobile number. You will need to enter the OTP Code and click “Enter” to complete the process. Your registration will be verified and approved within one (1) business day and email notification will be provided to you.
<p>Step 2 – Submit Request for Remote Participation User ID and Password</p>	<p><i>(Note: Registration for remote access will be opened on 31 October 2023. The RPEV facilities will open for registration from Tuesday, 31 October 2023 until 11.00 a.m. on Tuesday, 12 December 2023)</i></p> <p>For Shareholders</p> <ol style="list-style-type: none"> Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select “DOLPHIN INTERNATIONAL BERHAD ELEVENTH (11TH) VIRTUAL ANNUAL GENERAL MEETING” from the list of Meeting Event(s) and click “Enter”. <p>To attend the virtual 11th AGM remotely</p> <ol style="list-style-type: none"> Click on “Register for RPEV”. Read and agree to the Terms & Conditions and click “Next”. Enter your CDS Account and thereafter submit your request.

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	<p><i>(Note: Registration for remote access will be opened on 31 October 2023. Please note that the closing time to appoint proxy and submit your request is not less than forty eight (48) hours before the time of holding the virtual 11th AGM, i.e. latest by 11:00 a.m. on Tuesday, 12 December 2023.)</i></p> <p>To appoint proxy</p> <ol style="list-style-type: none"> Click on "Submit eProxy Form". Select the company you would like to represent (applicable to Corporate Shareholder that represent more than one company only). Enter your CDS Account Number and number of securities held. Select your proxy - either the Chairman of the meeting or individual named proxy(ies). Read and accept the General Terms and Conditions by clicking "Next". Enter the required particulars of your proxy(ies). Indicate your voting instructions - "FOR" or "AGAINST", otherwise your proxy will decide your vote. Click "Apply". Download or print the eProxy form as acknowledgment. <p><i>Note for Corporate Shareholders: if you are representing more than one (1) company, kindly click the home button and select "Edit Profile" in order to add Company name</i></p> <p>Corporate Shareholders (via email)</p> <ol style="list-style-type: none"> To submit the request, Corporate Shareholders need to deposit the original hardcopy to BSR and write in to BSR at bsr.helpdesk@boardroomlimited.com by providing softcopy of the Certificate of Appointment of Corporate Representative or Form of Proxy, the name of shareholder and CDS Account Number. Please provide a copy of Corporate Representative's MyKad/Identification Card (front and back) or Passport as well as his/her email address. <p>Authorised Nominee and Exempt Authorised Nominee</p> <p>Via BSIP</p> <ol style="list-style-type: none"> Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select "DOLPHIN INTERNATIONAL BERHAD ELEVENTH (11TH) VIRTUAL ANNUAL GENERAL MEETING" from the list of Meeting Event(s) and click "Enter". Click on "Submit eProxy Form". Select the company you would like to represent (if more than one). Proceed to download the file format for "Submission of Proxy Form" from BSIP. Prepare the file for the appointment of proxies by inserting the required data. Proceed to upload the duly completed proxy appointment file. Review and confirm your proxy appointment and click "Submit".
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	<p>i. Download or print the eProxy form as acknowledgement.</p> <p><i>Note: if you wish to appoint more than one (1) company, kindly click the home button and select “Edit Profile” in order to add Company name</i></p> <p>Via email</p> <p>a. To submit the request, Authorised Nominee and Exempt Authorised Nominee need to deposit the original hardcopy Form of Proxy to BSR and write in to BSR at bsr.helpdesk@boardroomlimited.com by providing softcopy of the Form of Proxy, the name of shareholders and CDS Account Number.</p> <p>b. Please provide a copy of the proxy holder’s MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.</p> <p>Email Notification</p> <p>a. You will receive notification from Boardroom that your request(s) has been received and is being verified.</p> <p>b. Upon system verification against the General Meeting Record of Depositors of the virtual 11th AGM as at 6 December 2023, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.</p> <p>c. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom after the closing date.</p>
ON THE DAY OF THE VIRTUAL 11TH AGM	
<p>Step 3 – Login to Online Meeting Platform</p> <p><i>Please note that the quality of the connectivity to Virtual Meeting Portal for the live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.</i></p>	<p>Virtual Meeting</p> <p>a. The Online Meeting Platform will be opened for login starting an hour (1 hour) before the commencement of virtual 11th AGM at 10.00 a.m. on Thursday, 14 December 2023.</p> <p>b. Follow the steps given to you in the email, along with your remote access user ID and password to login to the Online Meeting Platform (Refer to Step 2 above).</p> <p>c. The steps will also guide you on how to view the live web cast, ask questions and vote.</p> <p>d. The live web cast will end, and the Messaging window will be disabled once the Chairman announces the closure of the virtual 11th AGM.</p> <p>e. You can then logout from the Online Meeting Platform.</p>

5. PARTICIPATION THROUGH LIVE WEBCAST, QUESTIONS AND VOTING AT THE VIRTUAL 11TH AGM

The Chairman and the Board will endeavour their best to respond to the questions submitted by shareholders, which are related to the resolution to be tabled at the virtual 11th AGM.

(a) Prior to the virtual 11th AGM

Shareholders may submit questions in relation to the agenda items by logging in to the Boardroom Portal at <https://investor.boardroomlimited.com>, select “**DOLPHIN INTERNATIONAL BERHAD ELEVENTH (11TH) VIRTUAL ANNUAL GENERAL MEETING**” from the list of Corporate Meeting and select “**Submit Questions**” and pose your questions (Pre-11th AGM Meeting

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Questions) latest by **11:00 a.m. on Tuesday, 12 December 2023**.

(b) During the virtual 11th AGM

Shareholders may type their questions in the chat box at any time during the virtual 11th AGM. Our Board and Management will endeavor to provide the responses to the questions at the virtual 11th AGM. However, being mindful of time constraints, some responses may be emailed after the conclusion of the virtual 11th AGM.

Shareholders may proceed to cast votes on the proposed resolution, to be tabled at the virtual 11th AGM, after the Chairman has opened the poll on the resolution. Shareholders are reminded to cast their votes before the poll is closed.

Shareholders who participate in the virtual 11th AGM are able to view the Company's presentation or slides via the live webcast.

6. ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the Record of Depositors on **6 December 2023** (General Meeting Record of Depositors) shall be eligible to participate in the virtual 11th AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

7. FORM(S) OF PROXY

If you are unable to attend the virtual 11th AGM and wish to appoint any proxy(ies) or the Chairman of the virtual 11th AGM as your proxy to vote on your behalf, please deposit your Form of Proxy at the office of the Company's share registrar, Boardroom Share Registrars Sdn. Bhd. at **11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan** no later than **11.00 a.m. on Tuesday, 12 December 2023** (forty eight (48) hours before the virtual 11th AGM). Any alteration to the Form of Proxy must be initialed.

Alternatively, the proxy appointment may also be lodged electronically at <https://investor.boardroomlimited.com>, which is free and available to all individual shareholders no later than **11.00 a.m. on Tuesday, 12 December 2023** (forty eight (48) hours before the virtual 11th AGM). For further information, kindly refer to the "Procedure for RPEV" above.

If you wish to participate in the virtual 11th AGM yourself, please do not submit any Form of Proxy for the virtual 11th AGM. You will not be allowed to participate in the virtual 11th AGM together with a proxy appointed by you.

8. REVOCATION OF PROXY

If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in our electronic virtual 11th AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty eight (48) hours before the meeting.

9. NO RECORDING OR PHOTOGRAPHY

No recording or photography of the virtual 11th AGM proceeding is allowed without the prior written permission of the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the virtual 11th AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose of the member's personal data by our Company (or our agents) for the purpose of the processing and administration by our Company (or our agents) of proxies and representatives appointed for the virtual 11th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the virtual

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- 11th AGM (including any adjournment thereof), and in order for our Company (or our agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”);
- (ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) to our Company (or our agents), the member has obtained the prior consent of such proxy(ies), and/or representative(s) for the Purposes; and
 - (iii) agrees that the member will indemnify our Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member’s breach of warranty.



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

FORM OF PROXY

CDS account no.
No. of Shares held

I/We, NRIC No./Passport No./ Company No
(Full name in capital letters)

Tel No. /HP No. Email Address

of.....
(full address)

being a member(s) of the above Company, hereby appoint :

Full Name (in capital letters as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Tel No. /HP No. :	Email Address :		
Address			

*and / or failing him/her

Full Name (in capital letters as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Tel No. /HP No. :	Email Address :		
Address			

or failing him/her, the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Eleventh Annual General Meeting of the Company to 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 Thursday, 14 December 2023 at 11.00 a.m. or at any adjournment thereof.

* Delete whichever is inapplicable

Please indicate with an "X" in the spaces provided below how you wish your votes to be casted. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.

Item	Agenda	FOR	AGAINST
1.	To receive the audited Financial Statements of the Company for the year ended 30 June 2023 together with the Reports of the Directors and Auditors thereon		
2.	Ordinary Resolution 1 -To approve the payment of Directors' Fees of RM400,000 for the financial year ending 30 June 2024.		
3.	Ordinary Resolution 2 -To approve the payment of Directors' benefits to the Directors up to an amount of RM150,000 for the period commencing from 15 December 2023 until the next Annual General Meeting of the Company.		
4.	Ordinary Resolution 3 -To re-elect Lim Seng Hock as Director.		
5.	Ordinary Resolution 4 -To re-elect Ir. Zulkifle Bin Osman as Director.		
6.	Ordinary Resolution 5 -To re-elect Yeo Boon Thai as Director.		



7.	Ordinary Resolution 6 -To re-elect Loke Mee Leng as Director.		
8.	Ordinary Resolution 7 -To re-appoint PCCO PLT [(LLP0000506-LCA)(AF1056)] as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
9.	Ordinary Resolution 8 -To empower the Directors of the Company to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
10.	Ordinary Resolution 9 -To approve Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		

Signature of Member / Common Seal

Dated this _____ day of _____, 2023.

Notes :-

1. The Eleventh Annual General Meeting 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 Eleventh Annual General Meeting via RPEV. Please read these Notes carefully and follow the procedures in the Administrative Guide for the Fully Virtual Eleventh Annual General Meeting in order to participate remotely via RPEV.
2. A member of the Company entitled to participate, speak and vote at the meeting shall be entitled to appoint up to two (2) proxies or attorney or other duly authorised representative to participate, speak and vote in his/her stead. Where a member appoints two (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 two (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 forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
7. Depositors who appear in the Record of Depositors as at 6 December 2023 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.

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AFFIX
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The Share Registrar

DOLPHIN INTERNATIONAL BERHAD

(Registration No. 201201016010 (1001521-X))

(Incorporated in Malaysia)

C/O Boardroom Share Registrars Sdn. Bhd.

11th Floor, Menara Symphony

No. 5, Jalan Prof. Khoo Kay Kim

Seksyen 13

46200 Petaling Jaya

Selangor Darul Ehsan

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