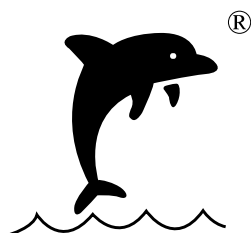


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused this Circular as it is prescribed as an exempt document pursuant to Paragraph 2.1 of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The ordinary resolution in respect of the above will be tabled as a Special Business at the Tenth Annual General Meeting ("10th AGM") of Dolphin International Berhad ("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, 8 December 2022 at 11.00 a.m. or at any adjournment thereof. The notice of 10th AGM of the Company together with the Form of Proxy, are enclosed in the Company's Annual Report 2022.

A member entitled to attend, speak and vote (collectively, "participate") remotely at the 10th AGM via the RPEV facilities provided, is entitled to appoint a proxy or proxies to participate on his/her behalf. The completed and signed Form of Proxy must be lodged at the office of the Share Registrar of the Company situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. In the case of an appointment of a proxy made in electronic form, the Form of Proxy must be deposited through the Share Registrar's website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the procedures as set out in the Administrative Guide for the Fully Virtual 10th AGM for the electronic lodgement of Form of Proxy. The lodgement of the Form of Proxy will not preclude you from participating and voting in person at the 10th AGM should you subsequently wish to do so.

The Administrative Guide for the Fully Virtual 10th AGM is enclosed in the Company's Annual Report 2022.

The last day and time for lodgement of the Form of Proxy is Tuesday, 6 December 2022 at 11.00 a.m.

DEFINITIONS

In this Circular, the following terms and abbreviations shall have the following meanings unless otherwise stated:

Act	:	The Companies Act 2016 as amended from time to time and includes every statutory modification or any re-enactment thereof for the time being in force
AGM	:	Annual general meeting
AP F&B	:	Asia Poly Food And Beverage Sdn. Bhd. [Registration No. 201601000614 (1171539-W)], a wholly-owned subsidiary of DIB
AP F&B Group	:	AP F&B and its subsidiary companies, collectively
APHB	:	Asia Poly Holdings Berhad [Registration No. 200301016756 (619176-A)]
Audit Committee	:	Audit and Risk Management Committee of DIB
Board	:	Board of Directors of DIB
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Caritas	:	Caritas Et Veritas Sdn. Bhd. [Registration No. 201101032341 (960476-V)], an indirect 70% owned subsidiary of DIB
Circular	:	This circular to shareholders of DIB dated 31 October 2022
DASB	:	Dolphin Applications Sdn. Bhd. [Registration No. 200701033516 (791544-V)], a wholly-owned subsidiary of DIB
DESB	:	Dolphin Engineering (M) Sdn. Bhd. [Registration No. 199201019115 (250619-K)], a wholly-owned subsidiary of DIB
DIB or the Company	:	Dolphin International Berhad [Registration No. 201201016010 (1001521-X)]
DIB Group or the Group	:	DIB and its subsidiary companies, collectively
DIB Share(s) or Share(s)	:	Ordinary share(s) in DIB
Director(s)	:	Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of DIB or DIB Group
DRSSB	:	Dolphin Robotic Systems Sdn. Bhd. [Registration No. 201401016023 (1092109-T)], an indirect wholly-owned subsidiary of DIB

DEFINITIONS (CONT'D)

Edaran TCQ	:	Edaran TCQ Sdn. Bhd. [Registration No. 201901018722 (1328051-W)], an indirect wholly-owned subsidiary of DIB
EGM	:	Extraordinary general meeting of DIB
High Reserve F&B	:	High Reserve F&B Sdn. Bhd. [Registration No. 201501000114 (1125446-H)], an indirect wholly-owned subsidiary of DIB
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, including any amendments made in respect thereof from time to time
LPD	:	7 October 2022, being the latest practicable date prior to the printing of this Circular
Major Shareholder(s)	:	<p>A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:</p> <p>(a) 10% or more of the total number of voting shares in the Company; or</p> <p>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company,</p> <p>and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other company which is its subsidiary or holding company</p> <p>For the purpose of this definition, “interest” shall have the meaning of “interest in shares” has the meaning given in Section 8 of the Act</p>
Oharu Inn	:	Oharu Inn Sdn. Bhd. [Registration No. 202001019818 (1376138-A)], an indirect wholly-owned subsidiary of DIB
Proposed Renewal of Shareholders’Mandate	:	Proposed Renewal of shareholders’ mandate for DIB Group to enter into RRPTs of a revenue or trading nature
Related Party or Related Parties	:	Director(s), Major Shareholder(s) or person(s) connected with such director(s) or Major Shareholder(s) of DIB
RRPT	:	Recurrent related party transaction(s) entered into by DIB Group which involves the interest, direct or indirect, of the Related Parties, which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of DIB Group
RM and Sen	:	Ringgit Malaysia and sen, respectively
Shareholder(s)	:	Shareholders of DIB
Substantial Shareholder(s)	:	A person who has interest or interests in one or more voting shares in DIB and the number or aggregate number of those shares, is not less than 5% of the total number of voting shares in DIB

UD Express Outlets	:	Food & Beverage convenience concept stores under the trademark “UD Express”
UDHSB	:	Uncle Don’s Holdings Sdn. Bhd. [Registration No. 201801039364 (1301395-T)]
UDMSB	:	Uncle Don’s Manufacturing Sdn. Bhd. [Registration No. 201501040414 (1165734-P)]
UDRSB	:	Uncle Don’s Restaurants Sdn. Bhd. [Registration No. 201501039890 (1165208-K)]
Uncle Don’s Outlets	:	AP F&B Group’s restaurant outlets with the license to operate under the trade name of “Uncle Don’s”
United Delight	:	United Delight Sdn. Bhd. [Registration No. 202101004255 (1404554-P)], a wholly-owned subsidiary of DIB
United Distribution	:	United Distribution Sdn. Bhd. [Registration No. 202001043738 (1400060-W)], a wholly-owned subsidiary of DIB
Verona Wines	:	Verona Wines Sdn. Bhd. [Registration No. 202101010308 (1410607-U)], an indirect 70% owned subsidiary of DIB

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

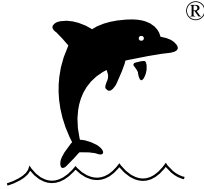
All references to “you” in this Circular are to the Shareholders.

The rest of this page has been intentionally left blank

TABLE OF CONTENTS

LETTER TO THE SHAREHOLDERS CONTAINING:	PAGE
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE	3
3. RATIONALE AND BENEFITS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE	11
4. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE	11
5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM	12
6. APPROVAL REQUIRED	12
7. DIRECTORS' RECOMMENDATION	12
8. 10 TH AGM	13
9. FURTHER INFORMATION	13
APPENDIX I	14

The rest of this page has been intentionally left blank



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

Registered Office
308, Block A (3rd Floor)
Kelana Business Centre
97, Jalan SS 7/2
Kelana Jaya
47301 Petaling Jaya
Selangor

31 October 2022

Board of Directors

Serena Goh Fhen Fhen (*Executive Director/Chief Executive Officer*)
Tan Ban Tatt (*Independent Non-Executive Director*)
Lim Seng Hock (*Independent Non-Executive Director*)
Yeo Boon Ho (*Non-Independent Non-Executive Director*)

To: The Shareholders

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

1. INTRODUCTION

At the Ninth (9th) AGM held on 17 December 2021, the Company has sought and obtained its Shareholders' approval for a general mandate to enter into RRPTs in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for DIB Group's day-to-day operations. The aforesaid mandate will lapse at the conclusion of the forthcoming Tenth ("10th") AGM of the Company unless authority for its renewal is obtained from the Shareholders.

On 28 October 2022, the Company announced its intention to seek the Shareholders' approval for the Proposed Renewal of Shareholders' Mandate pursuant to Paragraph 10.09 of the Listing Requirements.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND TO SET OUT THE VIEWS AND RECOMMENDATION OF THE BOARD AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 10TH AGM.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR INCLUDING THE APPENDICES CONTAINED HEREIN BEFORE VOTING BY WAY OF POLL ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 10TH AGM.

The rest of this page has been intentionally left blank

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a general mandate from its shareholders in respect of RRPTs subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of the transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with a total issued share capital of RM60.0 million and above:
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPTs is 1% or more,whichever is the higher.
- (c) in a meeting to obtain shareholders' mandate, the interested directors, interested major shareholders or interested persons connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the RRPTs. An interested director or interested major shareholder must ensure that persons connected with him shall abstain from voting on the resolution approving the RRPTs; and
- (d) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

The RRPTs that are contemplated under the Proposed Renewal of Shareholders' Mandate are complied with Paragraph 10.09(2) and the relevant provisions under Sections 3.1 and 3.2 of Practice Note 12 of the Listing Requirements.

The rest of this page has been intentionally left blank

2.1 Principal activities of DIB Group

The principal activity of the Company is investment holding. The details of the principal activities of the subsidiaries company of DIB Group are set out in the table below:

No.	Name of subsidiaries company	Principal activities	Effective equity interest (%)
1.	AP F&B	Operating of restaurants, trading of all kinds of food products and investment holding.	100.00
2.	DASB	Involved in the sale, design, engineering, development and integration of electro-automation and related proprietary systems and products for the palm oil milling sector.	100.00
3.	DESB	Involved in the sale, design, engineering, development and integration of pneumatic, hydraulic and related proprietary systems and products for the palm oil milling sector.	100.00
4.	United Delight	Operator of restaurants, operator of convenient stores, food manufacturing & trading and investment holding.	100.00
5.	United Distribution	Trading of food related products and beverages.	100.00
6.	High Reserve F&B (held by AP F&B)	Operating of restaurants, trading of all kinds of food products and investment holding.	100.00
7.	Edaran TCQ (held by High Reserve F&B)	Operating of restaurants and trading of all kinds of food products.	100.00
8.	Oharu Inn (held by High Reserve F&B)	Operating of restaurants and trading of all kinds of food products.	100.00
9.	DRSSB (held by DASB)	Design, engineering and development of palm Fresh Fruit Brunches sterilisation and related system, components and parts.	100.00
10.	PT Dolphin Indonesia (held by DASB)	Trading and maintenance services of palm oil industry products.	90.00
11.	Caritas (held by United Delight)	Operating of restaurant.	70.00
12.	Verona Wines (held by Caritas)	Wholesaler, distributor and trader of all alcohol related products.	70.00

Due to the diversity of DIB Group into the food and beverage services industry, it is anticipated that DIB Group would, in the normal course of business, continue to enter into transactions with the Related Parties, details of which are set out in Section 2.4 of this Circular. The said transactions will occur with some degree of frequency and could arise at any time.

These RRPTs which are necessary for the day-to-day operations of DIB Group, have been/will be based on normal commercial terms, at arms' length, and have been/will be transacted on terms that are not more favourable to the Related Parties than those generally available to the public.

The Board proposes to seek its shareholders' approval for the Proposed Renewal of Shareholders' Mandate of DIB Group to enter into transactions in the normal course of business within the classes of Related Parties set out in Section 2.4 of this Circular, provided such transactions are entered into at arm's length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority Shareholders.

The Proposed Renewal of Shareholders' Mandate will enable the Group to enter into the RRPTs without the necessity, in most instances, to convene meetings in order to procure specific prior approval of the Shareholders. The RRPTs is subject to the review methods or procedures set out in Section 2.6 in this Circular.

2.2 Categories of RRPTs

The types of RRPTs to be covered under the Proposed Renewal of Shareholders' Mandate include the following transactions with Related Parties:

- (i) Purchases of raw food materials, pre-cooked food, cooking ingredients, drinks, alcoholic and non-alcoholic beverages, packaging materials, cleaning supplies, thermal paper, staff uniform, aprons, gloves and accessories, face masks and sanitizers for Uncle Don's outlets;
- (ii) Purchases of bar and kitchen equipment and utensils, tableware, glassware, cutlery, logo embossed tissues, toiletries, beer tokens, order slips, and other items required for the daily operation of Uncle Don's outlets;
- (iii) Purchases of Uncle Don's brand bottled chili sauce and tomato sauce for distribution;
- (iv) Payment of Royalty Fee, Branding Fee and promotional and advertising materials, purchases of equipment and utensils, tableware, glassware logo embossed tissues, and other items required for take-aways or consuming ready-made meals, freshly cooked meals, on-the-go snacks, dessert and drinks at the seating areas of UD Express outlets; and
- (v) Purchases of raw food materials, pre-cooked food, cooking ingredients, drinks, packaging materials and cleaning supplies, thermal paper, staff uniform, aprons, gloves and accessories, face masks and sanitizers for UD Express outlets.

2.3 Validity Period of the Proposed Renewal of Shareholders' Mandate

In accordance with Paragraph 3.1.4 of Practice Note 12 of the Listing Requirements, the Proposed Renewal of Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred for the Proposed Renewal of Shareholders' Mandate, if approved by the Shareholders, shall take effect from the passing of the resolution in respect of the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 10th AGM and shall continue to be in force until:

- a. the conclusion of the next AGM of DIB following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the mandate is renewed;
- b. the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c. revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

The rest of this page has been intentionally left blank

2.4 Classes of Related Parties and nature of RRPTs

The details of the RRPTs and their estimated values for which approval is sought at the forthcoming 10th AGM of the Company pursuant to the Proposed Renewal of Shareholders' Mandate are set out below:

Transacting companies within DIB Group	Transacting Party	Nature of transaction(s)	Interest Parties ⁽⁶⁾	Estimated aggregate value of RRPTs as disclosed in the Circular to Shareholders dated 12 November 2021 (RM)	Actual Value of the RRPTs transacted from the 9 th AGM to LPD (RM)	Estimated aggregate value of RRPTs from the forthcoming 10 th AGM to the next AGM (RM)
AP F&B Group ⁽¹⁾	UDMSB ⁽⁵⁾	Purchases of raw food materials, pre-cooked food, cooking ingredients, drinks, alcoholic and non-alcoholic beverages, packaging materials, cleaning supplies, thermal paper, staff uniform, aprons, gloves and accessories, face masks and sanitizers for Uncle Don's outlets ⁽²⁾	Ian Ong Ming Hock Dato' Yeo Boon Leong Yeo Boon Ho	3,000,000	1,865,000	5,500,000 ⁽⁷⁾
AP F&B Group ⁽¹⁾	UDRSB ⁽⁶⁾	Purchases of bar and kitchen equipment and utensils, tableware, glassware, cutlery, logo embossed tissues, toiletries, beer tokens, order slips, and other items required for the daily operation of Uncle Don's outlets ⁽²⁾	Ian Ong Ming Hock Dato' Yeo Boon Leong Yeo Boon Ho	160,000	153,000	610,000 ⁽⁷⁾

Transacting companies within DIB Group	Transacting Party	Nature of transaction(s)	Interest Parties ⁽⁶⁾	Estimated aggregate value of RRPTs as disclosed in the Circular to Shareholders dated 12 November 2021 (RM)	Actual Value of the RRPTs transacted from the 9 th AGM to LPD (RM)	Estimated aggregate value of RRPTs from the forthcoming 10 th AGM to the next AGM (RM)
United Distribution	UDMSB ⁽⁵⁾	Purchases of Uncle Don's brand bottled chili sauce and tomato sauce for distribution ⁽³⁾	Ian Ong Ming Hock Dato' Yeo Boon Leong Yeo Boon Ho	200,000	3,300	50,000 ⁽⁷⁾
United Delight	UDRSB ⁽⁵⁾	Payment of Royalty Fee, Branding Fee and promotional and advertising materials, purchases of equipment and utensils, tableware, glassware logo embossed tissues, and other items required for take-aways or consuming ready-made meals, freshly cooked meals, on-the-go snacks, dessert and drinks at the seating areas of UD Express outlets ⁽⁴⁾	Ian Ong Ming Hock Dato' Yeo Boon Leong Yeo Boon Ho	350,000	3,000	50,000 ⁽⁷⁾
United Delight	UDMSB ⁽⁵⁾	Purchases of raw food materials, pre-cooked food, cooking ingredients, drinks, packaging materials and cleaning supplies, thermal paper, staff uniform, aprons, gloves and accessories, face masks and sanitizers for UD Express outlets ⁽⁴⁾	Ian Ong Ming Hock Dato' Yeo Boon Leong Yeo Boon Ho	2,000,000	48,000	100,000 ⁽⁷⁾

Notes:

- (1) Further to the completion of AP F&B's Acquisition of four (4) Uncle Don's outlets via acquisition of High Reserve F&B and its two subsidiaries ("High Reserve F&B Group") on 20 July 2022, the transacting parties in DIB Group shall read as AP F&B Group which includes High Reserve F&B Group. The transactions between High Reserve F&B Group and UDMMSB and UDRSB with effect from 21 July 2022 were included in the computation of the actual value of RRPTs transacted from the 9th AGM to LPD.
- (2) Pursuant to the terms of the Franchise Agreements entered into between AP F&B Group and UDRSB which grant AP F&B Group exclusive rights to operate and manage the restaurants under the style and brand known as "Uncle Don's". This shall include transactions to be carried out for any new Uncle Don's outlets of DIB Group.
- (3) Pursuant to UDMMSB's letter of award granted to United Distribution for the exclusive distributorship rights in relation to the distribution of Uncle Don's brand bottled of chili sauce and tomato sauce to retailers and restaurants and in accordance to the terms of the Distribution Agreement entered into between UDMMSB and United Distribution.
- (4) Pursuant to the terms of the Master Licensing Agreement entered into between United Delight and UDRSB which grants United Delight an exclusive master license for the use and/or sub-license of the operating system developed by UDRSB for developing, opening and operating of Food and Beverage convenience concept stores under the trademark "UD Express".
- (5) UDMMSB is principally engaged in business of producing, sourcing, processing and manufacturing food products, beverages, products, distinctive food products and is the proprietor of the intellectual property for the preparation of, know how, ingredients and recipes of Uncle's Don's Homemade Chili Sauce and Tomato Sauce.

Whereas, UDRSB is principally engaged in food and beverage business and operating restaurant business outlets under the trade name of "Uncle Don's" and the trademark logo associated with the same ("proprietary marks") in accordance with a distinctive system and plan utilising and comprising certain proprietary marks, intellectual property, confidential information, standards, specifications, techniques, designs, identifying schemes and materials, insignia, management methods and standard operational procedures and has expanded substantial time, effort and expense in the development and implementation of the same, including its recipes, preparation methods and presentation styles.

Both UDMMSB and UDRSB are the wholly-owned subsidiaries of UDHSB. As at the LPD, the total share capital of UDHSB is RM1,200,100 comprising of 1,200,100 ordinary shares and the shareholders of UDHSB are as follows:-

Shareholders	No. of shares	% of issued shares
Ian Ong Ming Hock	788,466	65.70
Don Daniel Theseira	86,407	7.20
Jahnel Tortogo Aguaron	108,009	9.00

Atkins Risha Abraham	97,208	8.10
Robustus Capital Sdn. Bhd.	120,010	10.00

(6) Ian Ong Ming Hock being an indirect major shareholder and director of UDMSB and UDRSB and a director of AP F&B;

Dato' Yeo Boon Leong by virtue of his 10% indirect shareholding interests in the UDMSB and UDRSB and being a person connected to Mr. Yeo Boon Ho, a non-independent non-executive Director of DIB. Dato' Yeo emerged as a major shareholder of the Company further to the issuance of consideration shares to the vendors of High Reserve F&B on 19 July 2022. Dato' Yeo is also a major shareholder and Executive Chairman of APHB, a major shareholder of DIB; and

Yeo Boon Ho, a non-independent non-executive Director of DIB and brother of Dato' Yeo Boon Leong.

(7) The estimated values are calculated based on the historical data and/or best estimates by the management. Accordingly, the actual value of the transactions may vary from the estimated value disclosed above and subject to changes.

2.5 Amount owing by related parties pursuant to RRPTs

As at the LPD, there was no amount due and owing to DIB Group by the Related Parties pursuant to the RRPTs. As such, the disclosures required under Paragraphs 16A and 16B in Annexure Practice Note 12-A of the Listing Requirements are not applicable.

2.6 Review Methods or Procedures for the RRPTs

DIB Group has established various methods and procedures to ensure the RRPTs are undertaken at arms' length and on normal commercial terms, which are consistent with DIB Group's usual business practices and policies, on transaction prices and terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority Shareholders.

The review and disclosure procedures are as follows:

- (i) The definition of related party, list of related parties and the review procedures will be circulated and/or updated within the Group;
- (ii) Records will be maintained to record all RRPTs which are/will be entered into, which will be available for review by, among others, the auditors and Audit Committee. Any member of the Audit Committee may as he/she deems fit, request for additional information pertaining to RRPTs from independent sources or advisers;
- (iii) The RRPTs will only be entered into after taking into account of the pricing, the availability of stocks, order size, useful life, delivery time and level of service;
- (iv) The pricing, terms and conditions of the RRPTs shall be consistent with the Group's usual business practice and determined with due consideration to, amongst others, the demand and supply of the products, quality, level of service, credit terms and reliability of supply, where relevant, practical and feasible. At least two other contemporaneous transactions with unrelated third parties for similar products and/or services and/or quantities will be used as comparison, wherever available or possible, to determine whether the price and terms offered to and/or by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products and/or services and/or quantities.

In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed RRPTs, the management will rely on their usual business practices and their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of services to be provided or required to ensure that the RRPTs are not detrimental to the Company and/or the Group;

- (v) Some transactions may be on a cost recovery basis, being recovery of part of the costs for sharing or provision of some services or on a negotiated basis where both parties would contract on terms which are mutually acceptable and beneficial;
- (vi) The Audit Committee shall review procedures, and shall continue to review the established guidelines and procedures, as and when required, on an annual basis with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate;
- (vii) Where any Director or person connected to him/her or the Audit Committee has an interest (direct or indirect) in any RRPTs, he/she will abstain from voting on any matter relating to any decision making by the Board or the Audit Committee in respect of such transactions;
- (viii) The said interested Director shall undertake that he/she will ensure that persons connected with him/her abstain from voting on the resolution deliberating or approving the RRPTs at a general meeting;
- (ix) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the shareholders' mandate to ensure that relevant approvals are obtained and the procedures in respect of such transactions are adhered to; and

- (x) The Board and Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures to monitor RRPTs have been complied with.

2.7 Thresholds for Approval of RRPTs

The RRPT which is below RM1.0 million in value for each transaction is subject to the approval of the Executive Director or Chief Executive Officer of the Company. Where the RRPT which is RM1.0 million and above shall be reviewed and approved by the Audit Committee and the Board before the transaction is entered into.

2.8 Statement by Audit Committee

The Audit Committee has seen and reviewed the guidelines and procedures set out in section 2.6 above and is of the view that they are sufficient to ensure that the RRPTs will be carried out at arm's length and on normal commercial terms which are not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the interest of the Company and its minority shareholders.

The Audit Committee is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The Audit Committee shall review these procedures and processes once a year. This is to ensure that the RRPTs are not detrimental or prejudicial to the minority shareholders of the Company.

2.9 Disclosure of RRPTs

Disclosure will be made in the annual report of the Company in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year based on the following information:

- (a) the types of the RRPTs made; and
- (b) the names of the Related Parties involved in each type of the RRPTs made and their relationships with DIB Group.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed Renewal of Shareholders' Mandate had been obtained.

3. RATIONALE AND BENEFITS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The RRPTs entered into or to be entered into by the DIB Group are all in the ordinary course of business and intended to meet the business needs of the Group at the best possible terms so as to achieve the synergistic benefits within the DIB Group. As such, it is anticipated that the RRPTs would occur on a frequent and recurrent basis.

The Proposed Renewal of Shareholders' Mandate will eliminate the need to make announcements to the Exchange and/or to convene separate EGMs from time to time to seek shareholders' prior approvals for the Group to enter into such RRPTs. This will serve to reduce substantial administrative time and expenses in convening such EGMs without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group.

The RRPTs provide the DIB Group the support for its operational and business needs and further enhance its ability to explore beneficial business opportunities within the DIB Group and the Related Parties.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will not have any material effect on the share capital of the Company as well as the consolidated net assets, gearing, earnings per share and the shareholdings of the Substantial Shareholders.

5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save as disclosed below, none of the other Directors, Major Shareholders and/or Persons Connected, have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate :-

	<i>Shareholdings as at the LPD</i>			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
<u>Interested Director of AP F&B</u>				
Ian Ong Ming Hock	12,644,740	0.95	-	-
<u>Interested Director of DIB</u>				
Yeo Boon Ho	33,856,099	2.53	-	-
<u>Major Shareholder</u>				
Dato' Yeo Boon Leong	135,347,314	10.12	-	-

Ian Ong Ming Hock is deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of his common directorship in AP F&B, UDMSB and UDRSB as well as being an indirect major shareholder of UDMSB and UMRSB. He has abstained and/or will continue to abstain from deliberation and voting at the board meeting.

Dato' Yeo Boon Leong is deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of his 10% indirect shareholding interests in the UDMSB and UDRSB and being a major shareholder of the Company and person connected to Mr. Yeo Boon Ho, a non-independent non-executive director of DIB. Dato' Yeo is also a major shareholder and Executive Chairman of APHB, a major shareholder of DIB.

Yeo Boon Ho, a non-independent non-executive director of DIB and brother of Dato' Yeo Boon Leong, is deemed interested in the Proposed Renewal of Shareholders Mandate. He has abstained and/or will continue to abstain from deliberation and voting at the Board meeting.

Ian Ong Ming Hock, Dato' Yeo Boon Leong and Yeo Boon Ho will abstain from voting on the resolution pertaining to their direct and indirect shareholdings (if any) in the Company on the ordinary resolution in relation to the Proposed Renewal of Shareholders' Mandate at the forthcoming 10th AGM. In view of Dato' Yeo Boon Leong is the major shareholder and Executive Chairman of APHB, APHB will also abstain from voting on the resolution pertaining to its direct and indirect shareholdings (if any) in the Company on the ordinary resolution in relation to the Proposed Renewal of Shareholders' Mandate at the forthcoming 10th AGM.

In addition, Ian Ong Ming Hock, Dato' Yeo Boon Leong and Yeo Boon Ho have also given the undertakings that they will ensure that persons connected to them, where relevant, shall abstain from voting in respect of their direct and indirect shareholdings (if any) in the Company on the resolutions in relation to the Proposed Renewal of Shareholders' Mandate at the forthcoming 10th AGM.

6. APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate is conditional upon the approval of the Shareholders being obtained at the forthcoming 10th AGM to be convened.

7. DIRECTORS' RECOMMENDATION

The Board (with the exception of Mr. Yeo Boon Ho who has abstained from making any opinions in respect of the Proposed Renewal of Shareholders' Mandate), having considered all aspects of the Proposed Renewal of Shareholders' Mandate and after careful deliberation, is of the opinion that

the Proposed Renewal of Shareholders' Mandate is in the best interest of the Company and accordingly, the Board (with the exception of Mr. Yeo Boon Ho) recommends that the Shareholders to consider vote in favour of the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 10th AGM.

8. 10TH AGM

The ordinary resolution to vote on the Proposed Renewal of Shareholders' Mandate is set out in the Notice of 10th AGM contained therein. The 10th AGM will be conducted on a fully virtual basis through live streaming and online 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, 8 December 2022 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution with or without modification, the ordinary resolution so as to give effect to the Proposed Renewal of Shareholders' Mandate.

If you are unable to participate remotely at the 10th AGM via RPEV, you may complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the office of the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, or by electronic lodgement via the Share Registrar's website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not less than forty eight (48) hours before the time set for holding the 10th AGM or at any adjournment thereof. The Form of Proxy should be completed strictly in accordance with the instructions contained therein.

The completion and return of Form of Proxy will not preclude you from attending and voting in person at the 10th AGM should you subsequently wish to do so.

Please refer to Administrative Guide for the Fully Virtual 10th AGM contained in DIB's Annual Report 2022.

9. FURTHER INFORMATION

You are advised to refer to Appendix I contained in this Circular for further information.

Yours faithfully

For and on behalf of the Board of

DOLPHIN INTERNATIONAL BERHAD

SERENA GOH FHEN FHEN

Executive Director / Chief Executive Officer

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein false and misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, the Group has not entered into any material contracts, not being contracts entered into in the ordinary course of business, within the two (2) years immediately preceding the date of this Circular:

- (i) On 24 February 2022, AP F&B entered into a conditional Sale of Shares Agreement with Dato' Yeo Boon Leong, Yeo Boon Thai, Yeo Boon Ho and Yeo Soon Bee for the acquisition of 5,008,148 ordinary shares in High Reserve F&B, representing the entire enlarged equity interest in High Reserve F&B, for a purchase consideration of RM36 million to be satisfied via the allotment and issuance of 282,874,617 new ordinary shares in the Company at an issue price of RM0.0654 each and RM17.5 million in cash ("Acquisition"). The Acquisition was completed on 20 July 2022.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, as at the LPD, neither DIB nor any of its subsidiary companies are engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position of the Group and the Board has no knowledge of any proceedings, pending or threatened, against the Group or of any fact which is likely to give rise to any proceeding which may materially and adversely affect the business or financial position of the Group:

- (i) **Lee Yow Fui ("LYF") vs DIB and Low Teck Yin ("LTY")**
(Kuala Lumpur Sessions Court Suit No.: WA-A52NCvC-935-11/2020)

LYF initiated a claim against DIB for a sum of RM283,400.00 together with interests, being the outstanding directors' fees and meeting fees from June 2015 to December 2019 against DIB and LTY.

On 23 June 2022, a session court order was issued to the Company to pay the outstanding director's fee of RM283,400.00 together with 5% interest from the date of writ of summons up to the date of judgment and cost of RM9,000 to LYF.

On 28 July 2022, the Company filed an application to obtain Judgment on Default against LTY for contribution and/or indemnity. The case management has been fixed on 25 August 2022 by e-review.

On 12 August 2022, the Company paid RM310,638.78 to LYF being full and final settlement of the Judgment.

- (ii) **Nor Anita binti Abu Talib and 19 others (collectively, the "Plaintiffs") vs DASB, DRSSB and 5 others (collectively, the "Defendants")**
(Shah Alam High Court Civil Suit No.: BA-22NCvC-104-03/2021)

The Plaintiffs filed their claim for various declaratory relief and damages against the Defendants for breach of contract and trust, misrepresentation, fraud, deceit and conspiracy to defraud in respect of a purported investment scheme.

DASB and DRSSB filed their respective defence on 17 May 2021 and the Plaintiffs filed their reply to defence on 9 August 2021. DASB and DRSSB filed the striking out applications to strike out the Plaintiffs' claim against DASB and DRSSB ("**Striking Out Applications**"). The Striking

Out Applications have been allowed by the Court with costs of RM3,500 for each application.

On 28 April 2022, the Plaintiffs filed an appeal against the High Court's decision made on 1 April 2022 on DRSSB. The hearing date for the appeal has been fixed on 20 March 2023. As for DASB, the plaintiffs did not file an appeal.

DRSSB intend to resist the claim. The solicitors are of the view that DRSSB have a reasonably good chance in defending the appeal.

**(iii) DESB vs Tori Construction
(Originating Summon No.: KCH-24C-1/1-2020) ("OS1")**

Tori Construction initiated an adjudication proceeding in the High Court of Kuching under the Construction Industry Payment and Adjudication Act 2012 by way of a notice of adjudication against DESB, for monies due and owing amounting to RM953,023.47 and for release of retention sums amounting to RM2,165,306.38 with costs and interests. An adjudication decision was delivered in favour of Tori Construction by the adjudicator on 13 January 2020 ("**Adjudication Decision**").

On 24 January 2020, the OS1 was filed by DESB to set aside and stay the execution of the Adjudication Decision. On 15 July 2021, the High Court has dismissed both DESB's applications for setting aside and stay of the Adjudication Decision.

On 13 August 2021, DESB filed an appeal to the decision of the High Court which currently pending outcome of the appeal.

On 28 June 2022, the acting lawyers of DESB has filed a Notice of Application and Notice of Motion to cease to be the advocates acting for DESB. As at to-date, DESB has not appoint new lawyers to act for this legal litigation.

**(iv) Tori Construction vs DESB
(Originating Summon No.: KCH-24C-2/2-2020) ("OS2")**

Tori Construction had on 5 February 2020 filed an originating summons ("OS 2") for the registration and enforcement of the Adjudication Decision. On 3 June 2020, DESB filed a notice of application for striking out OS 2 and alternatively for a stay of proceedings in OS 2 pending disposal of all proceedings in and/or related to OS 1 and the writ action filed by DESB against Tori Construction.

The striking out application has been struck out with costs of RM3,000,000 to Tori Construction.

On the hearing date of 20 August 2021, the High Court allowed the Enforcement Application and the Adjudication Decision enforceable as if it was a judgment at Court under the CIPAA.

On 6 September 2021, Tori Construction issued a statutory notice under Section 466 of the Companies Act 2016 to demand for payment of RM3,777,467.84 within 21 days.

On 15 September 2021, DESB filed Fortuna Injunction Application and Stay Application (refer as "Notice of Application") to refrain Tori Construction taking any further execution action.

On 26 November 2021, the High Court has disallowed the Company's Notice of Application with cost of RM2,500 to be paid by DESB to Tori Construction.

On 16 February 2022 and 7 July 2022, Tori Construction files a Garnishee Order to show cause to demand for payment of RM3,839,637.33 and RM3,841,818.56 from DESB.

On 28 June 2022, the acting lawyers of DESB has filed a Notice of Application and Notice of Motion to cease to be the advocates acting for DESB. As at to-date, DESB has not appoint new lawyers to act for them on this legal litigation.

**(v) DESB vs Tori Construction
(Kuching High Court Suit No.: KCH-22NCvC-7/3-2020)**

On 6 March 2020, a writ action was filed by DESB against Tori Construction for claim of

damages for breach of contract amounting to RM3,265,437.45 with costs and interests.

On 24 June 2020, DESB filed the notice of application ("Order 4 Application") to transfer and consolidate the Suit 7 with OS 1 to be heard before the learned High Court Judge with respect to OS 1. On 19 August 2020, the Order 4 Application was heard and dismissed with cost in the cause.

On 28 June 2022, the acting lawyers of DESB has filed a Notice of Application and Notice of Motion to cease to be the advocates acting for them.

On 6 July 2022, a court order from the High Court of Sabah and Sarawak declared with cost of RM1,000 to be paid by DESB to Tori Construction. In addition, the High Court of Sabah and Sarawak declared that DESB's lawyer has ceased to be advocates acting for DESB and ordered that this case be withdrawn with cost of RM10,000 to be paid by DESB to Tori Construction.

As at to-date, DESB has not appoint new lawyers to act for them on this legal litigation.

**(vi) PT Dolphin Indonesia vs PT Himalaya Transmeka
(Case Register No.: 93/Pdt.G/2018/PN.TNG) ("Suit No. 1")**

PT Dolphin Indonesia filed Suit No.1 against PT Himalaya Transmeka at the Tangerang District Court of Republic of Indonesia on 1 February 2018 for claims arising from the mechanical works undertaken by PT Himalaya Transmeka for the project known as the "Bumiharjo Bulking Station Project".

The Supreme Court of the Republic of Indonesia (being the highest court in the Indonesian judicial system) had ruled in favour of PT Dolphin Indonesia at the level of cassation and directed PT Himalaya Transmeka to pay PT Dolphin Indonesia a sum amounting to Rp.352,417,462. The solicitors have filed an execution application and the Tangerang District Court of Republic of Indonesia has instructed PT Dolphin Indonesia to identify the assets of PT Himalaya Transmeka before any confiscation of its assets can be carry out to repay the settlement of the judgment sum.

**(vii) PT Himalaya Transmeka vs PT Dolphin Indonesia
(Case Register Number: 700/Pdt.G/2020/PN.JKT.UTR) ("Suit No. 2")**

PT Himalaya Transmeka filed Suit No. 2 against PT Dolphin Indonesia on 3 December 2020 at the North Jakarta District Court of Republic of Indonesia claiming for a sum amounting to Rp.5,745,021,436.11 being outstanding fees for work and services performed by PT Himalaya Transmeka on the "Bumiharjo Bulking Station Project". The North Jakarta District Court of Republic of Indonesia have on 4 November 2021 pass its judgement in favour of PT Dolphin Indonesia.

PT Himalaya Transmeka subsequently filed an appeal to the Jakarta High Court on 17 February 2022. On 22 June 2022, the Jakarta High Court dismissed the appeal with costs of Rp 150,000 awarded to PT Dolphin Indonesia. On 8 August 2022, PT Himalaya Transmeka filed Cassation Order to the Supreme Court.

In view of the decision of the Supreme Court of the Republic of Indonesia in an earlier suit, the solicitors are of the view that PT Dolphin Indonesia has a reasonably good chance in defending Suit No. 2.

**(viii) PT Arka Jaya Mandiri vs PT Dolphin Indonesia
(Case Register Number: 167/Pdt.G/2022/PN.JKT.PST)**

PT Arka Jaya Mandiri filed a suit against PT Dolphin Indonesia at the Central Jakarta District Court of Republic of Indonesia on 18 March 2022 claiming for Rp.3,314,076,851 from PT Dolphin Indonesia for works performed on the project known as the "Bulking Station Bumiharjo Project".

Central Jakarta District Court on 26 July 2022 has dismissed the case. PT Arka Jaya Mandiri on 9 August 2022 filed an appeal to the High Court of Jakarta. The solicitors are of the view that PT Dolphin Indonesia has a reasonably good chance in defending the appeal.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 308, Block A (3rd Floor), Kelana Business Centre, 97, Jalan SS 7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan during normal business hours (except public holidays) from the date of this Circular up to the time set for holding the 10th AGM or at any adjournment thereof:

- (i) Constitution of DIB;
- (ii) audited consolidated financial statements of DIB for the past two (2) financial years up to the financial year ended 30 June 2022 and the latest unaudited quarterly report for the three (3)-month financial period ended 30 June 2022;
- (iii) the material contract as referred to in Section 2 above; and
- (iv) the relevant cause papers in respect of material litigations referred to in Section 3 above.

The rest of this page has been intentionally left blank