



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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of Dolphin International Berhad (“Dolphin” or “Company”) will be conducted on a fully virtual basis through live streaming and online remote participation and electronic voting (“RPEV”) facilities via online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657), provided by Boardroom Share Registrars Sdn Bhd in Malaysia on Wednesday, 23 August 2023 at 10:30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions, with or without any modifications:

**SPECIAL RESOLUTION**

**PROPOSED CONSOLIDATION OF EVERY 10 EXISTING ORDINARY SHARES IN THE COMPANY (“DOLPHIN SHARES” OR “SHARES”) INTO 1 SHARE (“CONSOLIDATED SHARE”) (“PROPOSED SHARE CONSOLIDATION”)**

**“THAT** subject to the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Board to consolidate every 10 existing Dolphin Shares held by the shareholders of the Company, whose names appear in the Company’s Record of Depositors as at the close of business on an entitlement date to be determined and announced the Board at a later date, into 1 Consolidated Share;

**THAT** fractional entitlements arising from the Proposed Share Consolidation, if any, shall be disregarded and dealt with by the Board with in such manner at its absolute discretion as it may deem fit or expedient, and in the Company’s best interest;

**THAT** such Consolidated Shares and consolidated Warrants 2020/2023 of the Company shall respectively, upon allotment and issuance, rank *pari passu* in all respects with each other following the completion of the Proposed Share Consolidation;

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

**ORDINARY RESOLUTION 1**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 202,804,406 NEW SHARES (“RIGHTS SHARES”) TOGETHER WITH UP TO 152,103,304 FREE DETACHABLE WARRANTS (“WARRANTS-C”) AT AN ISSUE PRICE OF RM0.085 PER RIGHTS SHARE, ON THE BASIS OF 4 RIGHTS SHARES TOGETHER WITH 3 WARRANTS-C FOR EVERY 3 CONSOLIDATED SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER**

**“THAT** subject to the passing of Special Resolution (in respect of the Proposed Share Consolidation) and all approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Board to:

- (i) allot and issue by way of a renounceable rights issue of up to 202,804,406 Rights Shares at an issue price of RM0.085 per Rights Share together with up to 152,103,304 Warrants-C to the shareholders of the Company whose names appear in the Company’s Record of Depositors as at the close of business on an entitlement date to be determined by the Board (“**Entitlement Date**”) (“**Entitled Shareholders**”) and/or their renounees/transferees, if applicable, on the basis of 4 Rights Shares together with 3 Warrants-C for every 3 Consolidated Shares held by the Entitled Shareholders on the Entitlement Date;
- (ii) enter into and execute the deed poll constituting the Warrants-C (“**Deed Poll C**”) with full powers to assent to any conditions, variations and modifications and/or amendments from time to time, in accordance with and subject to the terms of the Deed Poll C and in any manner as may be required by the relevant authorities or deemed necessary by the Board and with full powers to do all such acts, deeds and things as the Board may deem fit and expedient in order to finalise, implement and give effect to the Deed Poll C;
- (iii) allot and issue such number of additional Warrants-C as may be required or permitted to be issued as a result of any adjustments under the provisions of the Deed Poll C (“**Additional Warrants-C**”) and to adjust from time to time the exercise price of Warrants-C as a consequence of any adjustments under the provisions of the Deed Poll C and/or to effect such variations, modifications and/or amendments as may be required or imposed by Bursa Malaysia Securities Berhad and any other relevant authorities and/or parties, where applicable; and
- (iv) allot and issue such number of new Dolphin Shares to the holders of Warrants-C arising from the exercise of the Warrants-C and such further new Dolphin Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants-C;

**THAT** the Warrants-C shall be issued based on the terms and conditions as set out in **Appendix I** of the Company’s circular to shareholders dated 31 July 2023 (“**Circular**”);

**THAT** any Rights Shares which are not taken up or validly taken up shall be made available for excess application by the Entitled Shareholders and/or their renounees/transferees, if applicable, and such excess Rights Shares shall be allocated by the Board in a fair and equitable manner on a basis to be determined by the Board at its absolute discretion;

**THAT** the proceeds of the Proposed Rights Issue be utilised for the purposes as set out in **Section 2.2.5** of the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the Company’s best interest, subject to the approval of the relevant authorities, if required;

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

**THAT** any fractional entitlements under the Proposed Rights Issue shall be disregarded and dealt with by the Board with in such manner at its absolute discretion as it may deem fit or expedient, and in the Company’s best interest;

**THAT** the new Dolphin Shares to be issued pursuant to the exercise of Warrants-C shall, upon allotment and issuance, rank equally in all respects with the then existing Dolphin Shares, save and except that the new Dolphin Shares so allotted and issued shall not be entitled to any dividends, rights, allotments and/or other distributions in respect of which the entitlement date is prior to the date of allotment and issuance of the new Dolphin Shares to be issued arising from the exercise of Warrants-C (or additional Warrants-C, as the case may be);

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

**ORDINARY RESOLUTION 2**

**PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS RAISED FROM A PRIVATE PLACEMENT EXERCISE WHICH WAS COMPLETED ON 25 FEBRUARY 2021 (“PROPOSED VARIATION”)**

**“THAT** approval be and is hereby granted to the Company to vary the intended manner of utilisation of the proceeds of approximately RM1.15 million from the private placement exercise which was completed on 25 February 2021 to the manner and to the extent as set out in **Section 2.6.2** of the Circular.

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

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

**HO MENG CHAN (MACS 00574)**  
SSM PC No. 202008003175  
**WU SIEW HONG (MAICSA 7039647)**  
SSM PC No. 202008002457  
Company Secretaries  
PETALING JAYA  
31 July 2023

**Notes:**

1. The EGM will be conducted on a fully virtual basis through live streaming and online RPEV facilities provided by Boardroom Share Registrars Sdn Bhd in Malaysia via <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657). Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM via RPEV. Please read these Notes carefully and follow the procedures in the Administrative Guide for the fully virtual EGM in order to participate remotely via RPEV. The Administrative Guide for the fully virtual EGM is enclosed in Appendix V of the circular to shareholders of the Company dated 31 July 2023.
2. A member of the Company entitled to participate, speak and vote at the meeting shall be entitled to appoint up to 2 proxies or attorney or other duly authorised representative to participate, speak and vote in his/her stead. Where a member appoints 2 proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy may not be a member of the Company.
3. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his/her attorney duly authorised in writing, and in the case of a corporation, shall either be given under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
4. Where a member who is an authorised nominee as defined in the securities Industry (Central Depositories) Act, 1991 (SICDA) may appoint not more than 2 proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of the said Securities Account.
5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“**Omnibus Account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
6. The instrument appointing a proxy and the power of attorney or other authority duly authorised in writing or if such appointor is a Corporation, under its common seal or under the hand of an officer or attorney of the Corporation duly authorised, shall either be deposited at the office of Dolphin’s Share Registrar at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or be electronically deposited through the Share Registrar’s website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
7. Depositors who appear in the Record of Depositors as at 16 August 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.