



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. Zulkiifle 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 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.
- 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. Zulkiifle 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. Zulkiifle 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