



DOLPHIN INTERNATIONAL BERHAD

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

REVISED NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth 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 Friday, 17 December 2021 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 2021 together with the Reports of the Directors and Auditors thereon. **(Please refer Explanatory Note (a))**
- To approve the payment of Directors' fees amounting to RM327,000 for the financial year ending 30 June 2022. **(Ordinary Resolution 1)**
- To approve the payment of Directors' benefits to the Directors up to an amount of RM100,000 for the period commencing from 18 December 2021 until the next Annual General Meeting of the Company. **(Ordinary Resolution 2)**
- To re-elect YM Tengku Ahmad Badli Shah Bin Raja Hussin, the Director who retires pursuant to Clause 97.1 of the Company's Constitution and being eligible, offers himself for re-election. **(Ordinary Resolution 3)**
- To re-elect Hoh Yeong Cherng, the Director who retires pursuant to Clause 97.1 of the Company's Constitution and being eligible, offers himself for re-election. **(Ordinary Resolution 4)**
- To re-elect Yeo Boon Ho, 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-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 6)**

AS SPECIAL BUSINESS

- To consider and if thought fit, to pass the following resolutions:
 - Authority To Directors To Allot and Issue Shares
"THAT subject to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered to allot and issue shares in the Company, at any time, to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." **(Ordinary Resolution 7)**
 - Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature ("Proposed Shareholders' Mandate")
"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 ("DIB 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 12 November 2021, which are necessary for the DIB 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 shall continue to be in force until:-
 - the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which such ordinary resolution for the Proposed Shareholders' Mandate will be passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed;
 - 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, deeds and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate." **(Ordinary Resolution 8)**
- 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
12 November 2021

Notes: -

- The Ninth 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 Ninth Annual General Meeting via RPEV. Please read these Notes carefully and follow the procedures in the Administrative Guide for the Fully Virtual Ninth 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 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.
- 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 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 48 hours before the time appointed for holding the meeting or adjourned meeting.
- Depositors who appear in the Record of Depositors as at 10 December 2021 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 – Directors' fees payable
The Directors' Fees payable is computed based on the targeted Board size for the financial year ending 30 June 2022. 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.
- Ordinary Resolution 2 – Directors' benefits payable
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 18 December 2021 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, Ordinary Resolution 4 and Ordinary Resolution 5 – Retirement of Directors
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.
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.
The Board is satisfied with the performance of the retiring Directors upon the assessment conducted by the Nomination Committee and hence, recommended their proposed re-election to be tabled for shareholders' approval at the Ninth Annual General Meeting. The information of their personal profiles is provided in the Company's Annual Report for the financial year ended 30 June 2021.
- Ordinary Resolution 7 – Authority To Directors To Allot and Issue Shares
The Company had at its Eighth Annual General Meeting held on 7 December 2020, obtained a general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 from its shareholders, to empower the Directors to allot and issue shares in the Company up to and not exceeding 20% of the total number of issued share capital of the Company for such purposes as they consider would be in the interest of the Company. This 20% General Mandate will expire at the conclusion of the Ninth Annual General Meeting. As at 23 February 2021, 135,607,860 new ordinary shares in the Company were issued by way of private placement pursuant to the general mandate granted to the Directors at the Eighth Annual General Meeting. The said shares were listed on the Main Market of Bursa Malaysia Securities Berhad on 25 February 2021.
The proposed Ordinary Resolution 7 under item 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 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. This 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. This 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 8 – Proposed Renewal of Shareholders' Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature
The proposed Ordinary Resolution 8 under item 8, 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 DIB 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 12 November 2021.

PERSONAL DATA PRIVACY

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

- consents to the collection, use and disclose 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 Ninth Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Ninth 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 warranty.