



DOLPHIN INTERNATIONAL BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting of the Company will be conducted on a fully virtual basis at the Broadcast Venue at Level 12, Training Room, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 7 December, 2020 at 10.00 a.m., for the following purposes:

AS ORDINARY BUSINESS

- To receive the audited Financial Statements of the Company for the financial period ended 30 June 2020 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 2021. **(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 8 December 2020 until the next Annual General Meeting of the Company. **(Ordinary Resolution 2)**
- To re-elect Low Teck Yin, the Director who retires pursuant to Clause 97.i of the Company's Constitution and being eligible, offers himself for re-election. **(Ordinary Resolution 3)**
- To re-elect Tengku Ahmad Badli Shah Bin Raja Hussin, 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 Thoo Soon Huat, 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 Tan Ban Tatt, the Director who retires pursuant to Clause 104 of the Company's Constitution and being eligible, offers himself for re-election. **(Ordinary Resolution 6)**
- To re-elect Lim Seng Hock, the Director who retires pursuant to Clause 104 of the Company's Constitution and being eligible, offers himself for re-election. **(Ordinary Resolution 7)**
- To re-elect Serena Goh Fhen Fhen, the Director who retires pursuant to Clause 104 of the Company's Constitution and being eligible, offers herself for re-election. **(Ordinary Resolution 8)**
- To re-appoint Messrs. PCCO PLT [(LLP0000506-LCA)(AF1056)] as Auditors of the Company for the ensuring year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 9)**

AS SPECIAL BUSINESS

- To consider and if thought fit, to pass the following resolutions:
 - Authority To Directors To Issue Shares
"THAT subject always to the Constitution of the Company, the Companies Act 2016 ("Act"), the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/ regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company to such persons, at any time, 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 20% of the total number of issued shares of the Company at any point of time AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 10)**
 - Proposed Amendment to the Constitution of the Company
"THAT the proposed amendment to the Constitution of the Company as set out below, be and is hereby approved and adopted AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendment for and on behalf of the Company:-
Existing Clause 92- Deposit of Proxy
The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority.
Proposed Clause 92- Deposit of Proxy
The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia or by way of electronic means or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority. **(Special Resolution 1)**
- 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
30 October 2020

Notes: -

- The Eighth Annual General Meeting will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities which are available on Boardroom Smart Investor Portal at <https://www.boardroomlimited.my>. Please follow the procedures provided in the Administrative Notes for the Eighth Annual General Meeting in order to register, participate and vote remotely via the RPV facilities.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to be physically present at the Broadcast Venue on the day of the meeting.
- 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 2 proxies, the appointment shall be invalid unless he/she specifies the proportions of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company. A proxy appointed to participate and vote at the meeting shall have the same rights as the member to speak at the meeting.
- The instrument appointing a proxy shall be in writing signed by the appointor or by his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
- Where a member of a Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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 of the Company 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 appointment of multiple proxies shall not be valid unless the proportion of the shareholdings represented by each proxy is specified.
- 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 be deposited at the Share Registrar's office of the Company, at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan 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 30 November 2020 shall be regarded as member of the Company entitled to attend the Eighth Annual General Meeting or appoint a proxy or proxies to attend 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 2021. 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 8 December 2020 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 10 – Authority To Directors To Issue Shares**
The Company had at its Seventh Annual General Meeting held on 28 June 2019, obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company up to and not exceeding 10% of the issued share capital of the Company for such purposes as they consider would be in the interest of the Company. This 10% General Mandate will expire at the conclusion of the Eighth Annual General Meeting. As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to this General Mandate.
The proposed Ordinary Resolution 10 under item 11 of the agenda is to seek a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to issue and allot ordinary shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company at any point of time ("20% General Mandate").
This 20% General Mandate, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.
In view of the challenging times due to the Covid-19 pandemic, Bursa Securities had on 16 April 2020 introduced this 20% General Mandate as an interim relief measure to allow a listed issuer to seek a higher general mandate under Paragraph 6.03 of the Listing Requirements of Bursa Securities of not more than 20% of the total number of issued shares for issue of new securities.
With this 20% General Mandate, the Company will be able to raise funds for the purpose of funding future investment, working capital and/or acquisitions. The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders.
- Special Resolution 1 - Proposed Amendment to the Constitution of the Company**
The Special Resolution 1 under item 11, if passed, will enhance the administrative efficiency in handling the Form of Proxy.