



## DOLPHIN INTERNATIONAL BERHAD

(Company No: 1001521-X)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF FIFTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fifth Annual General Meeting of Dolphin International Berhad ("Dolphin" or "Company") will be held at Cindai 1, Cyberview Resort & Spa, Persiaran Multimedia, 63000 Cyberjaya, Malaysia on Tuesday, 20 June 2017 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

#### **ORDINARY BUSINESS:-**

1. To receive the Audited Financial Statements for the year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 1**
2. To approve the payment of Directors' fees for the financial year ended 31 December 2016. (Resolution 1)
3. To re-elect Dr. Abdul Azis Bin Ariffin who retires by rotation pursuant to Article 99 of the Company's Articles of Association. (Resolution 2)
4. To re-elect Mr. Lee Yow Fui who retires by rotation pursuant to Article 99 of the Company's Articles of Association. (Resolution 3)
5. To re-appoint Messrs. Baker Tilly Monteiro Heng as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 4)

#### **SPECIAL BUSINESS:**

To consider and, if thought fit, pass with or without modifications, the following Ordinary Resolution:

##### **6. ORDINARY RESOLUTION**

- **Authority for Directors to allot and issue shares pursuant to Section 76 of the Companies Act, 2016** (Resolution 5)

"**THAT** pursuant to Section 76 of the Companies Act, 2016 and subject always to the approvals of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital 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 continue to be in force until the conclusion of the next Annual General Meeting of the Company."

##### **7. ORDINARY RESOLUTION**

- Re-appointment of Director – **Encik Kamaruddin Bin Osman** (Resolution 6)  
To re-appoint Encik Kamaruddin Bin Osman under the resolution passed at the last Annual General Meeting held on 27 June 2016 pursuant to Section 129 of the Companies Act 1965 (which was then in force), to continue to act as director of the Company from the date of this Annual General Meeting.

#### **ANY OTHER BUSINESS:**

8. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

BY ORDER OF THE BOARD

**WONG YOUN KIM** (MAICSA 7018778)

Company Secretary

Dated: 26 May 2017

Kuala Lumpur

#### **NOTES:**

1. This Agenda item is meant for discussion only as the provision of Section 248(2) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.
2. A member of the Company shall not be entitled to appoint more than two (2) proxies to attend, participate, speak and vote at the same meeting and where the member appoints two (2) proxies to attend, participate, speak and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his/her holdings to be represented by each proxy.
3. 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") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notariarily certified copy of that power or authority shall be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. If the appointer is a corporation, either under its Common Seal (if any) or under the hand of an officer or attorney duly authorised.
5. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 14 June 2017 shall be eligible to attend, participate, speak and vote at the Fifth Annual General Meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
6. **Explanatory Notes on Special Business**

##### **Resolution 5 pursuant to Section 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 5 is intended to renew the authority granted to the Directors of the Company at the Fourth Annual General Meeting of the Company held on 27 June 2016 to issue and allot 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 10% of the issued and paid-up share capital of the Company for the time being. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting.

The Company did not issue any share pursuant to a mandate granted to the Directors at the last Annual General Meeting held on 27 June 2016.

The general mandate for the issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding future investment, working capital and/or acquisition(s).

##### **7. Resolution 6 – Re-appointment of Director**

The proposed Ordinary Resolutions under item 7 is to seek shareholders' approval on the re-appointment of Encik Kamaruddin Bin Osman, who had been re-appointed in the previous Annual General Meeting held on 27 June 2016 as Director under Section 129 of the former Companies Act, 1965 which was then in force and whose term would expire at the conclusion of the Fifth Annual General Meeting, as a Director of the Company. If passed, the proposed Resolution 6 will authorize the continuation of Encik Kamaruddin Bin Osman in office from the date of the Fifth Annual General Meeting onwards.