



## DOLPHIN INTERNATIONAL BERHAD

(Company No: 1001521-X)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (“**EGM**”) of Dolphin International Berhad (“**Dolphin**” or “**Company**”) will be held at Dahlia 1, Level 2, Hotel Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan, Malaysia on Monday, 29 February 2016 at 9.30 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:

#### ORDINARY RESOLUTION 1

**PROPOSED BONUS ISSUE OF 55,500,002 WARRANTS IN DOLPHIN (“WARRANTS”) ON THE BASIS OF 1 FREE WARRANT FOR EVERY 4 EXISTING ORDINARY SHARES OF RM0.20 EACH IN DOLPHIN (“DOLPHIN SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)**

“**THAT**, subject to the approval of all relevant authorities or parties having been obtained, where required, the Board of Directors of the Company (“**Board**”) be and is hereby authorised to allot and issue up to 55,500,002 free Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”), by way of bonus to the shareholders of the Company whose names appear in the Record of Depositors at the close of business at 5.00 p.m. on an entitlement date to be determined and announced later by the Board (“**Entitlement Date**”) on the basis of 1 Warrant for every 4 existing Dolphin Shares held;

**THAT** the Board be and is hereby authorised to allot and issue new Dolphin shares arising from the exercise of the Warrants in accordance with the terms and conditions in the Deed Poll and such new Dolphin Shares shall, upon allotment and issue, rank pari passu in all aspects with the then existing issued and paid-up Dolphin Shares, save and except that the new Dolphin Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new Dolphin Shares;

**THAT** all fractional entitlements to the Warrants, if any, shall be disregarded and dealt with by the Board in such manner as it may at its absolute discretion deem expedient and in the best interest of the Company;

**THAT** the Board be and are hereby empowered and authorised to deal with any fractional entitlement and fraction of a free Warrant that may arise from the Proposed Bonus Issue of Warrants in such a manner as they shall in their absolute discretion deem expedient and in the best interests of the Company;

**THAT** the Board be and are hereby authorised to allot and issue such appropriate number of new Dolphin Shares arising from any exercise by the holders of the free Warrants of their rights under any such free Warrants in accordance with the provisions of the deed poll to be executed by the Company constituting the free Warrants (“**Deed Poll**”);

**THAT** the Board be and are hereby authorised to execute, sign and enter into the Deed Poll with full power to assent to any condition, modification or amendment as they deem fit, necessary or expedient or as may be imposed by any relevant authorities, and full power to implement and give effect to the terms and conditions of the Deed Poll;

**THAT** the Board be and are hereby authorised, from time to time hereafter, to approve and give effect to any adjustment, variation, modification or amendment to the Deed Poll in accordance with and subject to the terms therein (including but not limited to the exercise price and the number of free Warrants), to allot and issue such additional number of free Warrants pursuant to the adjustments under the Deed Poll, and to issue and allot such additional number of Dolphin Shares arising from exercise of such additional free Warrants, and all such new Dolphin Shares shall, upon issuance and allotment, rank pari passu in all respects with the existing Dolphin Shares, save and except that they will not be entitled to any right, allotment, dividend and/or distribution that may be declared, made or paid before the date of allotment and issue of the new Dolphin Shares;

**AND THAT** the Directors be and are hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue of Warrants with full power to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Bonus Issue of Warrants and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

BY ORDER OF THE BOARD

**Wong Youn Kim** (MAICSA 7018778)  
Company Secretary

Selangor Darul Ehsan  
2 February 2016

#### NOTES:

1. A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee which holds 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 Proxy Form shall be signed by the appointer or his attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
5. 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 that power or authority must be deposited by hand at the Registered Office of the Company not less than 48 hours before the time set for the Meeting or any adjournment thereof.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 24 February 2016 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

#### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member's 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 collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.