



**NOTICE IS HEREBY GIVEN** that the Seventh Annual General Meeting of **DOLPHIN INTERNATIONAL BERHAD** (Company No.: 1001521-X) will be held at Lily I, Level 01, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Friday, 28 June 2019 at 10.00 a.m. for the following purposes: -

**ORDINARY BUSINESS:-**

- To receive the Audited Financial Statements for the year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. *Please refer to Note 1*
- To approve the payment of Directors' fees and benefits for Non-Executive Directors amounting to RM256,500 for the financial year ended 31 December 2018. *Resolution 1*
- To approve the payment of Directors' fees and benefits of up to RM324,000 for the Non-Executive Directors for the period from 1 January 2019 until the conclusion of the next Annual General Meeting. *Resolution 2*
- To re-elect the following Directors who retire by rotation pursuant to Article 99 of the Company's Constitution:-
  - Mr. Hoh Yeong Cherng *Resolution 3*
  - Encik Kamaruddin Bin Osman *Resolution 4*
- To re-elect Mr. Khor Han Leong who retire by rotation pursuant to Article 105 of the Company's Constitution. *Resolution 5*
- To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Resolution 6*

**SPECIAL BUSINESS:-**

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

- ORDINARY RESOLUTION** *Resolution 7*
  - Authority for Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016**

**"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."

- SPECIAL RESOLUTION** *Resolution 8*
  - PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION OF NEW CONSTITUTION")**

**"THAT** the existing Memorandum and Articles of Association of the Company be revoked and that the new Constitution as set as set out in the Appendix A to shareholders dated 30 April 2019 accompanying the Company's 2018 Annual Report be replaced thereof and adopted as the new Constitution of the Company with immediate effect"

**AND THAT** the Directors of the Company be authorised to do all acts and things and take all such steps that may be necessary and/or expedient to give effect to the Proposed Adoption of New Constitution with full power to assent to any modification, variation and/or amendment as may be required by the relevant authorities."

**ANY OTHER BUSINESS:-**

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

**BY ORDER OF THE BOARD****WONG YOUN KIM (MAICSA 7018778)**

Company Secretary

Kuala Lumpur

Date: 15 May 2019

**Notes:-**

- 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.
- 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.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed must be deposited at the Company's Registered Office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 24 June 2019 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
- Explanatory Notes on Special Business**

**Resolution 7 pursuant to Section 76 of the Companies Act 2016**

The proposed Ordinary Resolution is intended to renew the authority granted to the Directors of the Company at the Sixth Annual General Meeting of the Company held on 8 June 2018 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 shares pursuant to Section 76 of the Companies Act 2016 under the general authority which was approved at the Sixth Annual General Meeting held on 8 June 2018 and which will lapse at the conclusion of the Seventh Annual General Meeting to be held on 28 June 2019.

A renewal of this authority is being sought at the Seventh Annual General Meeting to provide flexibility to the Company to undertake future possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investments, working capital and/or acquisitions without having to convene another general meeting.

- Resolution 8 – Proposed Adoption of new Constitution**

The proposed Special Resolution, if passed, will align the Constitution of the Company with the Act, which came into force on 31 January 2017, the updated provisions of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that arise from the Act and MMLR. The proposed new Constitution is set out in the Appendix A to shareholders dated 30 April 2019 accompanying the Company's 2018 Annual Report be replaced thereof and adopted as the new Constitution of the Company with immediate effect.