



DOLPHIN INTERNATIONAL BERHAD
(Registration No. 201201016010 (1001521-X))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Dolphin International Berhad (“Dolphin” or the “Company”) will be conducted entirely through a virtual meeting through live streaming and Remote Participation and Voting (“RPV”) Facilities via Vote2U Online at <https://web.vote2u.my> provided by Agmo Digital Solutions Sdn. Bhd. (Domain registration number with MYNIC D6A471702) from the Broadcast Venue at Meeting Room, E-G-2, Block E, Oasis Square, No. 2, Jalan PJU 1A/7A, Ara Damansara, 47301 Petaling Jaya, Selangor on Monday, 7 October 2024 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:-

SPECIAL RESOLUTION

PROPOSED CHANGE OF THE COMPANY'S NAME FROM “DOLPHIN INTERNATIONAL BERHAD” TO “OASIS HARVEST CORPORATION BERHAD” (“PROPOSED CHANGE OF NAME”)

“THAT the name of the Company be changed from “Dolphin International Berhad” to “Oasis Harvest Corporation Berhad” effective from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company and that all references in the Constitution of the Company in relation to the name of “Dolphin International Berhad”, wherever the same may appear, shall be substituted with “Oasis Harvest Corporation Berhad”.

AND THAT the board of Directors of Dolphin (“Board”) and/ or the Company Secretaries be and are hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Change of Name with full power to assent to any conditions, modifications and/ or amendments as may be required by any relevant authorities and/ or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Change of Name.”

ORDINARY RESOLUTION 1

PROPOSED VARIATION TO THE TERMS OF THE SALE OF SHARES AGREEMENT DATED 24 FEBRUARY 2022 (AS SUPPLEMENTED BY A SUPPLEMENTAL LETTER DATED 15 JULY 2022), ENTERED INTO BETWEEN DOLPHIN, ASIA POLY FOOD AND BEVERAGE SDN BHD (A WHOLLY-OWNED SUBSIDIARY OF DOLPHIN), WITH DATO' YEO BOON LEONG, YEO BOON THAI, YEO BOON HO AND YEO SOON BEE FOR THE ACQUISITION OF THE ENTIRE EQUITY INTEREST IN HIGH RESERVE F&B SDN BHD FOR THE PURCHASE CONSIDERATION OF RM36.00 MILLION (“PREVIOUS ACQUISITION”) BY VARYING/ WAIVING CERTAIN PAYMENT TERMS OF THE PREVIOUS ACQUISITION (“PROPOSED VARIATION”)

“THAT conditional upon the approvals of all relevant regulatory authorities and/ or third parties being obtained, where required, and the condition precedent in the agreement dated 9 July 2024 entered into between Dolphin, Asia Poly Food and Beverage Sdn Bhd (a wholly-owned subsidiary of Dolphin), with Dato' Yeo Boon Leong, Yeo Boon Thai, Yeo Boon Ho and Yeo Soon Bee (“Agreement”), for the Proposed Variation being fulfilled, approval be and is hereby given to Dolphin, to vary the outstanding terms and conditions that have yet to be performed under the SSA in accordance with the terms and conditions stipulated in the Agreement, of which the salient terms are set out in Appendix II of the circular to shareholders of Dolphin dated 13 September 2024 (“Circular”).

AND THAT the Board be and is hereby authorised to sign, execute and deliver, on behalf of Dolphin, all documents, authorised and empowered to do or procure to be done all such acts, deeds and things as may be required to give effect to and to complete the Proposed Variation with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or imposed by the relevant authorities and/ or parties and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Variation.

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME (“ESOS”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN DOLPHIN (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS TO ELIGIBLE PERSONS (“PROPOSED ESOS”)

“THAT subject to the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given to the Board for the listing of and quotation for such number of new Dolphin Shares, representing 15% of Dolphin's total number of issued shares (excluding treasury shares, if any) to be issued arising from the exercise of the options granted under the Proposed ESOS (“ESOS Option(s)”), approval be and is hereby given for the Board to:-

- establish, implement and administer the Proposed ESOS in accordance with the bylaws of the Proposed ESOS (“Bylaw(s)”), a draft of which is set out in Appendix I of the Circular, to approve and adopt the Bylaws and to give effect to the Proposed ESOS with full power to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;
- make the necessary applications and do all things necessary at the appropriate time or times to Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the new Dolphin Shares, which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- allot and issue such number of new Dolphin Shares from time to time as may be required arising from the exercise of the ESOS Options, PROVIDED that the total number of new Dolphin Shares, which may be made available under the Proposed ESOS, shall not in aggregate exceed 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time over the duration of the Proposed ESOS AND THAT the new Dolphin Shares to be allotted and issued upon the exercise of the ESOS Options will, upon allotment and issuance, rank equally in all respects with the existing Dolphin Shares, save and except that such Dolphin Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distributions declared, made or paid to shareholders where the entitlement date of such distributions precedes the relevant date of allotment and issuance of such Dolphin Shares. The new Dolphin Shares allotted will be subject to all provisions in the Constitution of the Company and Main Market Listing Requirements of Bursa Securities (“Listing Requirements”), if any;
- add, amend, modify and/ or delete all or any part of the terms and conditions as set out in the Bylaws governing the Proposed ESOS from time to time provided that such addition, amendment, modification and/ or deletion are effected in accordance with the provisions of the Bylaws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS;
- extend the duration of the Proposed ESOS for a period of up to another 5 years, provided always that such extension of the Proposed ESOS made in accordance with the provisions of the Bylaws shall not in aggregate exceed a duration of 10 years from the date the Proposed ESOS takes effect or such other period determined by the relevant authorities;
- do all things necessary and make the necessary applications to Bursa Securities for the listing of and quotation for new Dolphin Shares that may, hereafter from time to time, be allotted and issued under the Proposed ESOS; and
- to appoint and authorise a committee by the Board (“ESOS Committee”), which the Proposed ESOS will be administered in accordance with the Bylaws by the said ESOS Committee, who will be responsible for implementing and administering the Proposed ESOS. The members of the ESOS Committee shall comprise such number of Directors and/ or senior management personnel of the Group to be identified from time to time.

THAT the Board be and is hereby authorised to give effect to the Proposed ESOS with full power to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/ or expedient to implement, finalise and give full effect to the Proposed ESOS;

THAT pursuant to Section 85(1) of the Companies Act, 2016 (“Act”) read together with Clause 54 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new Dolphin Shares ranking equally to the existing issued Dolphin Shares arising from any issuance of new Dolphin Shares to the Eligible Persons pursuant to the Proposed ESOS;

AND THAT the draft Bylaws as set out in Appendix III of the Circular and which is in compliance with the Listing Requirements, be and is hereby approved and adopted.”

ORDINARY RESOLUTION 3 TO 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO THE DIRECTORS OF THE COMPANY (“PROPOSED ALLOCATION”)

“THAT subject to the passing of the Ordinary Resolution 2 and the approvals of the relevant authorities for the Proposed ESOS, including the approval from Bursa Securities for the listing and quotation for the new Dolphin Shares to be issued arising from the exercise of the ESOS Options, having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the following Directors of Dolphin, ESOS Options to subscribe for new Dolphin Shares under the Proposed ESOS:-

- | | | |
|------|-----------------------|-----------------------|
| i. | Dato' Sri Tan Ooi Han | Ordinary Resolution 3 |
| ii. | Yeo Boon Thai | Ordinary Resolution 4 |
| iii. | Ch'ng Eu Vern | Ordinary Resolution 5 |
| iv. | Ir. Tan Chin Leng | Ordinary Resolution 6 |
| v. | Loke Mee Leng | Ordinary Resolution 7 |
| vi. | Phuah Jessie | Ordinary Resolution 8 |

Provided always that:-

- the aggregate number of Dolphin Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Dolphin Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS;
- not more than 10% of the total number of Shares to be issued under the Proposed ESOS shall be allocated to any one of the abovementioned persons who, either singly or collectively through persons connected with him/her, holds 20% or more of the total number of issued Dolphin Shares (excluding treasury shares, if any);
- not more than 70% of the total ESOS Options available under the Proposed ESOS shall be allocated, in aggregate, to the abovementioned persons and senior management of our Group who are Eligible Persons;
- the abovementioned persons shall not participate in the deliberation or discussion of their respective allocations as well as the allocations to any persons connected with them, if any; and
- subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Bylaws of the Proposed ESOS, the Listing Requirements and any prevailing guidelines, rules and/ or regulations issued by Bursa Securities, or any other relevant authorities as amended from time to time.

THAT pursuant to Section 85(1) of the Act read together with Clause 54 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new Dolphin Shares ranking equally to the existing issued Dolphin Shares arising from any issuance of new Dolphin Shares to the Eligible Persons pursuant to the Proposed ESOS;

AND THAT the Board be and is hereby authorised to allot and issue from time to time such number of new Dolphin Shares to the abovementioned directors of the Company as may be required pursuant to the exercise of the ESOS Options at any one time during the duration of the Proposed ESOS and to take such steps as are necessary or expedient to implement, finalise or give full effect to the Proposed Allocation, with full powers to assent to any conditions, variations, modifications and/ or amendments as may be imposed or required by the relevant authorities and/ or parties or deemed necessary by the Board in the best interest of the Company, and to do all such acts, deeds and things, and to execute all such documents and to enter into all such transactions, arrangements, agreements, deeds and undertakings with any party or parties as the Board may deem fit, necessary or expedient or appropriate to give full effect to the Proposed Allocation.”

Explanatory Note to Ordinary Resolutions 2 to 8:-

Section 85(1) of the Act provides that:-

“Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders”.

Clause 54 of the Company's Constitution states as follows:-

“Subject to any direction to the contrary that may be given by the Company in a general meeting any shares or securities from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of any intimation from the person to whom the offer is made that he declines to accept the shares or securities offered the Directors may dispose of those Shares or Securities in such manner as they think most beneficial to the Company. The Directors may in like manner dispose of any such new shares or securities as aforesaid which, by reason of the ratio borne by them to the number of shares or securities held by persons entitled to such offer of new shares or securities cannot, in the opinion of the Directors be conveniently offered in the manner herein provided.”

Pursuant to Section 85(1) of the Act read together with Clause 54 of the Constitution of the Company, the existing shareholders of the Company have pre-emptive rights to be offered new Shares in our Company in proportion to their shareholdings in the Company. By approving the resolution in relation to the Proposed ESOS which entails the allotment and issuance of new Dolphin Shares arising from the exercise of the ESOS Options in the Company which will rank equally with the existing issued Shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Act and Clause 54 of the Constitution of the Company to be first offered the Dolphin Shares which will result in a dilution to their shareholding percentage in the Company.

By Order of the Board

TAN TONG LANG (MAICSA 7045482) (SSM PC No. 202208000250)
THIEN LEE MEE (LS0010621) (SSM PC No. 201908002254)

Company Secretaries
Kuala Lumpur, Malaysia

13 September 2024

Notes:-

- Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may, but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy, he/she shall specify the proportions of his/her holdings to be represented by each proxy, failing which, the appointment shall be invalid.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 (if any) must be deposited at the Company's Share Registrar Office, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding General Meeting.
- If the appointer is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM shall be put to vote by poll.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors (“ROD”) as at 25 September 2024 and only a member whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.



DOLPHIN INTERNATIONAL BERHAD
(Registration No. 201201016010 (1001521-X))
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS EXTRAORDINARY GENERAL MEETING (“EGM”) OF DOLPHIN INTERNATIONAL BERHAD

Day & Date : **Monday, 7 October 2024**
Time : **11.00 a.m.**
Online Meeting Platform : <https://web.vote2u.my>

Dolphin International Berhad (“**Dolphin**” or the “**Company**”) will be conducted entirely through a virtual meeting through live streaming and Remote Participation and Voting (“RPV”) Facilities via Vote2U Online at <https://web.vote2u.my> provided by Agmo Digital Solutions Sdn. Bhd. (Domain registration number with MYNIC D6A471702) from the Broadcast Venue at Meeting Room, E-G-2, Block E, Oasis Square, No. 2, Jalan PJU 1A/7A, Ara Damansara, 47301 Petaling Jaya, Selangor.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the participants' internet connection (shareholders and proxies). Hence, you are required to ensure that internet connectivity throughout the duration of the meeting is maintained.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016, which stipulates that the Chairman of the Meeting shall be at the main venue of the EGM.

In line with Practice 13.3 of the Malaysian Code on Corporate Governance, by conducting a Virtual EGM, this would promote greater shareholder participation as it facilitates electronic voting and remote members' participation. With the RPEV facilities, you may exercise your right as a member of the Company to participate (including posing questions to the Board and/or management of the Company) and voting at the EGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM.

NO MEMBERS/PROXIES/CORPORATE REPRESENTATIVES FROM THE PUBLIC SHALL BE PHYSICALLY PRESENT NOR ADMITTED AT THE BROADCAST VENUE ON THE DAY OF THE EGM.

ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

Shareholders whose names appear on the Record of Depositors (“**ROD**”) as at 25 September 2024 shall be eligible to attend, participate, speak and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the EGM to attend, participate, speak and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV

Please follow the procedures to participate in RPV as summarised below:

BEFORE EGM DAY

A: REGISTRATION

Individual Shareholders

	Description	Procedures
(i)	Shareholders to register with Vote2U	<p>The registration will open from the day of notice</p> <ol style="list-style-type: none">Access website at https://web.vote2u.myClick "Sign Up" to sign up as a user.Read the "Privacy Policy" and "Terms & Conditions" and indicate your acceptance of the "Privacy Policy" and "Terms & Conditions" on a small box <input type="checkbox"/>. Then click "Next".*Fill-in your details (note: create your own password). Then click "Continue".Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).Click "Submit" to complete the registration.Your registration will be verified and an email notification will be sent to you. Please check your email. <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>* Check your email address to ensure is keyed in correctly. * Remember the password you have keyed-in.</p>

B: REGISTRATION PROXY

Individual Shareholder / Corporate Shareholder / Nominees Company

BEFORE THE DAY OF EGM - REGISTRATION		
	Description	Procedures
(i)	Submit Proxy Form (hardcopy)	<ol style="list-style-type: none">*Fill-in details on the hardcopy Proxy Form and ensure to provide the following information:<ul style="list-style-type: none">MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy*Email address of the ProxySubmit/Deposit the hardcopy Proxy Form to the Company's Share Registrar, Aldpro Corporate Services Sdn Bhd's office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan <p><u>Note:</u></p>

		<p>After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p> <p>* Check the email address of Proxy to ensure is written down correctly.</p>
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Shareholders who appoint Proxy(ies) to participate in the virtual EGM must ensure that the hardcopy Proxy Form is submitted not less than forty-eight (48) hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. The Proxy Form once deposited/submitted will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

ON EGM DAY

A: WATCH LIVE STREAMING

Individual Shareholders & Proxies

	Description	Procedures
(i)	Login to a fully virtual meeting portal - Vote2U online & watch Live Streaming	<p>The Vote2U online portal will open for log in, one (1) hour before the commencement of the EGM.</p> <ol style="list-style-type: none"> Login with your email and password Select the Dolphin International Berhad Extraordinary General Meeting event. Check your details. Click "Watch Live" button to view the live streaming.

B: ASK QUESTIONS

Individual Shareholders & Proxies

	Description	Procedures
(i)	Ask Question during EGM (real-time)	<p>Questions submitted online using typed text will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <ol style="list-style-type: none"> Click "Ask Question" button to post question(s). Type in your question and click "Submit". <p>The Chairperson / Board of Director will endeavour to respond to questions submitted by remote shareholders and proxies during the EGM.</p>

C: VOTING REMOTELY

Individual Shareholders & Proxies

	Description	Procedures
(i)	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <ol style="list-style-type: none">Click "Confirm Details & Start Voting".To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "Next" to continue voting for all resolutions.To change your vote, click "Back" and select another voting choice.After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click "Confirm" to submit your vote. <p>Please note that you are not able to change your voting choices after you have confirmed and submitted your votes.</p>

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by poll. The poll administrator and independent scrutineers will be appointed to conduct the polling process and verify the results of the poll.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-voucher or food voucher given at this EGM.

Enquiry

- If you have an enquiry relating to the RPV or encounter issues with the log in, or steps to connect to live streaming and online voting, please contact the Vote2U helpdesk during office hours (8.30 a.m. to 5.30 p.m.) on Mondays to Fridays as follows:

Telephone No. : 03-7664 8520/03-7664 8521
Email : vote2u@agmostudio.com