

## NOTICE OF ANNUAL GENERAL MEETING



**DPI HOLDINGS BERHAD**  
(Company No. 1249778-M)

**NOTICE IS HEREBY GIVEN THAT** the Second (2nd) Annual General Meeting of DPI Holdings Berhad (the "Company") will be held at the Function Room 8, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor, Malaysia on Friday, 15 November 2019, at 10.00 a.m. for the following purposes:-

### AGENDA

#### AS ORDINARY BUSINESSES

1. To table the Audited Financial Statements for the year ended 31 May 2019 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note A)**
2. To approve the payment of a final single tier dividend of 0.4 sen per share for the financial year ended 31 May 2019. **(Resolution 1)**
3. To approve the payment of Directors' Fees of RM300,000 and benefits of RM1,172,223 for the financial year ended 31 May 2019. **(Resolution 2)**
4. To approve the payment of Directors' Fees and benefits to Non-Executive Directors up to an amount not exceeding RM200,000 from 1 June 2019 until the next Annual General Meeting. **(Resolution 3)**
5. To re-elect the following Directors retiring in accordance with Clause 95 of the Constitution of the Company:-
  - (a) Mr. Choy Mui Seng @ Chai Mui Seng **(Resolution 4)**
  - (b) Mr. Lua Kok Hiyong **(Resolution 5)**
6. To re-appoint Messrs Crowe Malaysia PLT (LLP0018817-LCA) (AF 1018) as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

#### AS SPECIAL BUSINESSES

To consider and if thought fit, to pass with or without any modifications, the following as Ordinary Resolutions:-

7. **ORDINARY RESOLUTION - AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT 2016** **(Resolution 7)**

"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company and the approvals of Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 & 76 of the Companies Act 2016 to allot and issue shares in the Company from time to 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 issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued 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 Securities and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."

#### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN** that a final single tier dividend of 0.4 sen per share for the financial year ended 31 May 2019, if approved, will be paid on 17 December 2019, to depositors registered in the Record of Depositors at the close of business on 2 December 2019.

A depositor shall qualify for the dividend in respect of:-

- a) Shares transferred into the Depositor's Securities Account before 5.00 p.m. on 2 December 2019, in respect of ordinary transfers; and
- b) Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

**WONG YOUN KIM (F) (MAICSA 7018778)**

**LEE CHIN WEN (F) (MAICSA 7061168)**

Company Secretaries

30 September 2019

#### Notes:

- (A) This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.
- (1) A member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (2) Subject to Note (3) below, where a member appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- (3) The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his/her attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney duly authorised.
- (4) 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.
- (5) Where the Form of Proxy is executed by a corporation, it must be executed under its seal or under the hand of its attorney.
- (6) 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, to be valid, be deposited at the Registered Office of the Company, B-25-2, Block B, Jaya One, No. 72A, Jalan Universiti, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time set for the meeting or at any adjournment thereof.
- (7) Only a depositor whose name appears on the Record of Depositors as at 11 November 2019 shall be entitled to attend the said meeting and to appoint a proxy or proxies to attend, speak and/or vote on his/her behalf.
- (8) Pursuant to Clause 72 of the Company's Constitution, all resolutions set out in this Notice will be put to vote by way of poll.

#### Explanatory notes on Special Business:

- (9) Resolution 7

Ordinary Resolution - Authority to allot and issue shares pursuant to Sections 75 & 76 of the Companies Act 2016  
The proposed Ordinary Resolution 7 is a renewable mandate for the issue of shares under Sections 75 & 76 of the Companies Act 2016. If passed, will give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares (other than bonus or rights issue) and for such purposes as they consider would be in the best interests of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last AGM held on 15 November 2018 pursuant to this authority.

The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to the placing of shares, funding future investment(s), acquisition(s) and working capital and thereby reducing administrative time and cost associated with the convening of such meeting(s).