



DPI HOLDINGS BERHAD

Registration No. 201701035607 (1249778-M)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of DPI Holdings Berhad (“DPI” or “Company”) will be held at Greens III (Sports Wing), Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 29 November 2024, at 11:00 a.m. or after the conclusion or adjournment (as the case may be) of the 7th Annual General Meeting of DPI which is scheduled to be held on the same day and at the same venue at 10:00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 325,000 ORDINARY SHARES IN EASTERN FOREVER SDN BHD (“EF”), REPRESENTING 65.00% EQUITY INTEREST IN EF, FOR A PURCHASE CONSIDERATION OF RM7.54 MILLION TO BE SATISFIED ENTIRELY IN CASH (“PROPOSED EF ACQUISITION”)

“**THAT** subject to the approvals of all relevant regulatory authorities and/or parties being obtained (where applicable), and to the extent permitted by the laws of Malaysia and the Constitution of the Company, approval be and is hereby given to the Company to enter into a conditional share sale agreement with Choy Mui Seng @ Chai Mui Seng, Ng Wee Ling and Dato Chai Voon Tok for the Proposed EF Acquisition.

AND THAT the Board of Directors of the Company (“Board”) be and are hereby authorised to do all acts, deeds and things, and execute all documents as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed EF Acquisition with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or as may be deemed necessary by the Board and in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF DPI AND ITS SUBSIDIARIES TO INCLUDE THE AGENCY AND DISTRIBUTION OF CONSUMER GOODS (“PROPOSED DIVERSIFICATION”)

“**THAT** subject to the approvals of all relevant regulatory authorities and/or parties being obtained (where applicable) and for the Proposed EF Acquisition, and to the extent permitted by the laws of Malaysia and the Constitution of the Company, approval be and is hereby given to the Company for the Proposed Diversification.

AND THAT the Board be and are hereby authorised to do all acts, deeds and things, and execute all documents as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Diversification with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or as may be deemed necessary by the Board and in the best interest of the Company.”

ORDINARY RESOLUTION 3

PROPOSED ACQUISITION BY EF OF AN INDUSTRIAL PROPERTY FROM PCA VENTURE SDN BHD (“PCA”) FOR A PURCHASE CONSIDERATION OF RM18.00 MILLION TO BE SATISFIED ENTIRELY IN CASH (“PROPOSED WAREHOUSE ACQUISITION”)

“**THAT** subject to the approvals of all relevant regulatory authorities and/or parties being obtained (where applicable) and for the Proposed EF Acquisition, and to the extent permitted by the laws of Malaysia and the Constitution of the Company, approval be and is hereby given to EF to enter into a conditional sale and purchase agreement with PCA for the Proposed Warehouse Acquisition.

AND THAT the Board be and are hereby authorised to do all acts, deeds and things, and execute all documents as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Warehouse Acquisition with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or as may be deemed necessary by the Board and in the best interest of the Company.”

BY ORDER OF THE BOARD

WONG YOUN KIM (F) (MAICSA 7018778) (SSM PC NO. 201908000410)

LEE CHIN WEN (F) (MAICSA 7061168) (SSM PC NO. 202008001901)

Company Secretaries

14 November 2024

Notes:

- (i) A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend and vote in his 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.
- (ii) Subject to (iii) below, where a member appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportion of his shareholding to be represented by each proxy.
- (iii) The instrument appointing a proxy in the case of an individual shall be signed by the appointer 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.
- (iv) 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.
- (v) Where the Form of Proxy is executed by a corporation, it must be executed under its seal or under the hand of its attorney.
- (vi) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote.
 - a. In hard copy form
In the case of an appointment made in hard copy form, the original proxy form must be deposited with the Share Registrar’s office, Boardroom Share Registrars Sdn Bhd (“**Boardroom**”) of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - b. By electronic means
The proxy form can be electronically lodged with Boardroom via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> or email to Boardroom at bsr.helpdesk@boardroomlimited.com.
- (vii) Only a depositor whose name appears on the Record of Depositors as at 21 November 2024 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.
- (viii) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and Clause 72 of the Constitution of the Company, the resolution set out in this Notice will be put to vote by way of poll.