



DPI HOLDINGS BERHAD

Registration No. 201701035607 (1249778-M)

30 September 2021

Dear Valued Shareholders,

It is our pleasure to invite you to the Fourth (4th) Annual General Meeting of DPI Holdings Berhad which will be held entirely on a fully virtual basis through live streaming via Online Meeting Platform. The details are as follows:

Day and Date : Monday, 15 November 2021

Time : 10:30 a.m.

Fully Virtual via Online Meeting Platform : <https://bit.ly/3E7FndH>

As part of our commitment to creating a culture of sustainability with the Group and the community and managing our impact on the environment, please download the following documents from our website at www.dpiaerosol.com or you may also scan the QR code below with your smartphone for your kind attention:

- i. Notice of the 4th AGM of the Company;
- ii. Proxy Form;
- iii. Administrative Guide;
- iv. Request Form – Annual Report 2021;
- v. Annual Report 2021; and
- vi. Corporate Governance Report 2021.

Should you require a printed copy of the Annual Report 2021, kindly complete the Request Form as per the instructions stated therein. A copy of the same will be forwarded to you within four (4) market days from the date of receipt of your written request.

We take this opportunity to thank you and look forward to your continuing support.

Thank you.

Yours faithfully,

Choy Mui Seng @ Chai Mui Seng
Executive Chairman / Managing Director



Please scan this QR code using your Android or IOS Smartphone/Tablet to view/download the Annual Report 2021

Dear Shareholders,

We are pleased to inform that the printed copy of the Annual Report 2021 is available upon request.

Should you require a printed copy of the Annual Report 2021, please complete the Request Form enclosed herewith. However, please consider the environment before requesting for the printed copy of the Annual Report 2021.

ADMINISTRATIVE GUIDE

IN RESPECT OF THE FOURTH (4TH) ANNUAL GENERAL MEETING (“AGM”) OF DPI HOLDINGS BERHAD (“DPI”) TO BE HELD VIA AN ONLINE PLATFORM

DATE: Monday, 15 November 2021	TIME: 10.30 a.m.	FULLY VIRTUAL VIA ONLINE MEETING PLATFORM: https://bit.ly/3E7FndH
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Dear Shareholders,

As a precautionary measure amid COVID-19 outbreak, the Company’s forthcoming Annual General Meeting (“**AGM**”) will be conducted fully virtual on our Online Meeting Platform, as the safety of our members, Directors, staff and other stakeholders who will attend the AGM is of paramount importance to us.

The conduct of fully virtual AGM is in line with the revised Guidance Note and Frequently Asked Questions (“the Revised Guidance Note and FAQ”) issued by the Securities Commission Malaysia on 16th July 2021. The Revised Guidance Note and FAQ states that in a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings no matter how small are prohibited.

According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act, 2016 provided that the online platform is located in Malaysia.

We strongly encourage you to participate in the fully virtual AGM via the Virtual Meeting Facilities provided to exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

General Meeting Record of Depositors

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 9 November 2021 (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/her behalf.

Proxy

2. A member entitled to participate and vote remotely at the AGM using the Virtual Meeting Facilities is entitled to appoint proxy(ies), to participate and vote on his/her behalf. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Proxy Form in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to attend the AGM via Virtual Meeting Facilities on 15 November 2021, he/she can appoint the Chairman of the meeting as his/her proxy and indicate his/her voting instructions in the Proxy Form.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at B-25-2, Block B, Jaya One, No. 72A, Jalan Prof Diraja Ungku Aziz, 46200 Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for the taking of poll at the AGM or adjourned AGM, no later than **Saturday, 13 November 2021 at 10.30 a.m.**

ADMINISTRATIVE GUIDE


Poll Voting

5. Voting at the AGM will be conducted by way of poll in accordance with Clause 72 of the Company’s Constitution. The Company has appointed NICHE & MILESTONES INTERNATIONAL SDN BHD as Poll Administrator to conduct the poll by way of online voting and U SEARCH MANAGEMENT SERVICES as Scrutineers to verify the poll results.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the AGM at 10.30 a.m. or at any adjournment thereof and before the end of the voting session which will be announced by the Chairman of the meeting. The QR Code for Online Voting will be displayed upon the commencement of the AGM. Upon completion of the voting session for the AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration on whether the resolutions have been duly passed.

VIRTUAL MEETING FACILITIES

7. We would like to invite the Shareholders to participate and vote remotely at the AGM using the Virtual Meeting Facilities. Please refer to item 10 for the Registration Link.
8. For Corporate Shareholders, please register yourself via the Registration Link provided below and provide the following documents to Niche & Milestones International Sdn Bhd no later than **Sunday, 14 November 2021 at 10.30 a.m.:**
 - (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
 - (b) Corporate Representative’s e-mail address and hand-phone number.

Upon receipt of such documents, Niche & Milestones International Sdn Bhd will liaise with yourselves on the participation link.
9. For the beneficiary of shares held under a Nominee Company’s CDS account who wishes to attend the AGM, you may request your Nominee Company to appoint you as a proxy to participate and vote remotely at the AGM via the Virtual Meeting Facilities by submitting the duly executed Proxy Form to Niche & Milestones International Sdn Bhd no later than **Saturday, 13 November 2021 at 10.30 a.m.** and registering yourself via the Registration Link below.
10. Please follow the steps below to participate and vote via the Virtual Meeting Facilities:

BEFORE THE AGM		
(a)	REGISTRATION	<ul style="list-style-type: none"> • Please click on the following link to register yourself as a Shareholder/Corporate Representative/Beneficiary Owner of an Exempt Nominee for attendance verification purposes no later than Sunday, 14 November 2021 at 6 p.m. <p>Registration Link: https://bit.ly/3E7FndH</p>
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none"> • Upon verification of your attendance, the participation link will be sent to your goodself before the commencement of the meeting.
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> • Should you have any questions you wish to raise during the AGM, you may submit your questions online by scanning the QR Code below or via https://bit.ly/3E5R2cV <div style="text-align: center;">  </div>

ADMINISTRATIVE GUIDE

VIRTUAL MEETING FACILITIES (Cont'd)

10. Please follow the steps below to participate and vote via the Virtual Meeting Facilities:(Cont'd)

ON THE AGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none">Click on the participation link which was provided to you via e-mail.If you have any questions you want to raise during the meeting, you may submit your questions using the Q&A Box. The Chairman/Board will try to address the questions submitted prior or during the AGM accordingly.
(e)	ONLINE VOTING	<ul style="list-style-type: none">The QR Code for Online Voting will be displayed in the Chat Box and Q&A Box of the Virtual Meeting Room upon commencement of the AGM. Voting shall commence from 10.30 a.m. or at any adjournment thereof, until a time when the Chairman of the meeting announces the close of the voting session at the AGM.
(f)	CLOSING OF THE MEETING	<ul style="list-style-type: none">The AGM will come to a close upon the announcement by the Chairman of the meeting, and the Virtual Meeting will end accordingly.

IMPORTANT NOTES, TERMS AND CONDITIONS:

- (i) The participation link given is strictly for the participation of registered shareholders and must **NOT** be shared or forwarded to any other person.
- (ii) In the event there is participation from more than one (1) person from the same link given to a registered shareholder in the virtual meeting, and multiple votes are submitted, his/her vote will be disqualified entirely.

Annual Report and Proxy Form

11. A copy of the Annual Report and Proxy Form can be downloaded from DPI's website at www.dpiaerosol.com.

Enquiry

12. If you have any enquiry or require any assistance before or during the AGM, please do not hesitate to contact the following officers during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):

NICHE & MILESTONES INTERNATIONAL SDN BHD

Registration No. 200001030837 (533444-V)

B-25-2, Block B, Jaya One

No. 72A, Jalan Prof Diraja Ungku Aziz,

46200 Petaling Jaya

Selangor Darul Ehsan

Mobile/WhatsApp: 017 388 3989

Email: vmequiry@yahoo.com

Contact Person: Virtual Meeting Administrator

Personal Data Privacy

13. By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she 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.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth (4th) Annual General Meeting of the Company will be conducted fully virtual from the Online Meeting Platform at <https://bit.ly/3E7FndH> provided by Niche & Milestones International Sdn Bhd on Monday, 15 November 2021, at 10.30 a.m. for the following purposes: -

AGENDA

AS ORDINARY BUSINESSES

1. To table the Audited Financial Statements for the year ended **31 May 2021** together with the Reports of the Directors and Auditors thereon. **(Please refer to Note A)**
2. To approve the payment of Directors' Fees of RM360,000, and benefits of RM1,682,516, for the financial year ended **31 May 2021**. **(Resolution 1)**
3. To approve the payment of Directors' Fees and benefits to Non-Executive Directors up to an amount not exceeding RM300,000 from 1 June 2021 until the next Annual General Meeting. **(Resolution 2)**
4. 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 3)**
 - (b) Datuk Seri Nurmala Binti Abd. Rahim **(Resolution 4)**
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 5)**

AS SPECIAL BUSINESSES

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

7. **ORDINARY RESOLUTION - AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT 2016** **(Resolution 6)**

"THAT subject to the Companies Act 2016, the Constitution of the Company and the approvals of Bursa Malaysia Securities Berhad 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 the Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") 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

30 September 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (A) The 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 at B-25-2, Block B, Jaya One, No. 72A Jalan Prof Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for the taking of poll at the AGM or adjourned AGM, no later than **Saturday, 13 November 2021 at 10.30 a.m.**
- (7) Only a depositor whose name appears on the Record of Depositors as at 9 November 2021 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 Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and 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 6

Ordinary Resolution - Authority to allot and issue shares pursuant to Sections 75 & 76 of the Companies Act 2016

The proposed Ordinary Resolution 6 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 26 November 2020 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).

NOTICE OF ANNUAL GENERAL MEETING

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and / or representative(s) to attend, speak and vote at the Company's AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

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DPI HOLDINGS BERHAD
Registration No. 201701035607 (1249778-M)

PROXY FORM

*I/ *We NRIC/Company No:
(Full Name in Block Letters)
of
(Full Address)
Email Address: Mobile No.:
being member/members of DPI Holdings Berhad hereby appoint:

1. Name of proxy: NRIC No:
(Full Name in Block Letters)
Address:
No. of shares represented:
(Full Address)
Email Address: Mobile No.:

2. Name of proxy: NRIC No:
(Full Name in Block Letters)
Address:
No. of shares represented:
(Full Address)
Email Address: Mobile No.:

or failing him/her, *the Chairman of the Meeting as *my/*our proxy to vote for *me/*us on *my/*our behalf at the **Fourth (4th) Annual General Meeting of DPI Holdings Berhad** to be conducted fully virtual from Online Meeting Platform at <https://bit.ly/3E7FndH> provided by Niche & Milestones International Sdn Bhd on Monday, 15 November 2021, at 10.30 a.m. or at any adjournment thereof.

*My/*Our Proxy(ies) is/are to vote as indicated below:

No.	RESOLUTIONS	FOR*	AGAINST*
1.	To approve the payment of directors' fees of RM360,000 and benefits of RM1,682,516 for the financial year ended 31 May 2021.		
2.	To approve the payment of directors' fees and benefits to Non-Executive Directors up to an amount not exceeding RM300,000 from 1 June 2021 until the next Annual General Meeting.		
3.	To re-elect Mr. Choy Mui Seng @ Chai Mui Seng as Director.		
4.	To re-elect Datuk Seri Nurmala Binti Abd. Rahim as Director.		
5.	To re-appoint Messrs Crowe Malaysia PLT (LLP0018817-LCA) (AF 1018) as Auditors of the Company and to authorise the Directors to determine their remuneration.		
6.	Special Business - Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016.		

(Please indicate with an "X" in the appropriate space above how you wish your votes to be cast. If you do not do so, the Proxy will vote or abstain from voting at his/her discretion.)

Dated this ____ day of _____ 2021

Number of shares held	
CDS Account No.	

Signature / Seal of Shareholders: _____
[* Delete if not applicable]



Notes:

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- (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 at B-25-2, Block B, Jaya One, No. 72A Jalan Prof Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for the taking of poll at the AGM or adjourned AGM, no later than **Saturday, 13 November 2021 at 10.30 a.m.**
- (7) Only a depositor whose name appears on the Record of Depositors as at 9 November 2021 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 Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and Clause 72 of the Company's Constitution, all resolutions set out in this Notice will be put to vote by way of poll.

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AFFIX
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The Company Secretaries

DPI HOLDINGS BERHAD

Registration No. 201701035607 (1249778-M)

Niche & Milestones International Sdn. Bhd.
B-25-2, Block B, Jaya One,
No 72A Jalan Prof Diraja Ungku Aziz,
46200 Petaling Jaya,
Selangor Darul Ehsan,
Malaysia.

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ANNUAL REPORT REQUISITION FORM



DPI HOLDINGS BERHAD
Registration No. 201701035607 (1249778-M)

Dear Shareholders,

We are pleased to inform that the printed copy of the Annual Report 2021 is available upon request.

Should you require a printed copy of the Annual Report 2021, please complete the Request Form enclosed herewith. However, please consider the environment before requesting for the printed copy of the Annual Report 2021.

For further enquiries, please contact the person stated below: -

DPI Holdings Berhad

Lot 2, Jalan Kecapi 33/2,
Elite Industrial Park,
40400 Shah Alam,
Selangor, Malaysia.
Tel: (+603) 5131 8218 Fax : (+603) 5131 7968

Contact Person: Ms. Cecelia Lai

Name of shareholder(s): _____

NRIC No./Passport No./Company No.: _____ Contact No.: _____

Mailing Address: _____

CDS Account No: _____

Signature of Shareholder(s): _____ Date: _____

ALTERNATIVELY, you may download a digital copy of the Annual Report 2021 as follows:

- a) Scan the QR Code below using your Android or IOS Smartphone/Tablet; OR
- b) Go directly to our website www.dpiaerosol.com and click the following to download the Annual Report 2021:



Step 1

- Click Investor Relations
 - > Announcements
 - > Annual Report 2021

Step 2

- Download Annual Report 2021



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AFFIX
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The Share Registrar

DPI HOLDINGS BERHAD

Registration No. 201701035607 (1249778-M)

Boardroom Share Registrars Sdn. Bhd.
11th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13,
46200 Petaling Jaya,
Selangor Darul Ehsan,
Malaysia.

Please fold across the line and close