



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

30 September 2020

Dear Valued Shareholders,

We are pleased to enclose printed copies of the Notice and Proxy Form for DPI Holdings Berhad's upcoming Third (3rd) Annual General Meeting to be held on 26 November 2020.

As part of our commitment to environmental sustainability, the Annual Report 2020 dated 30 September 2020 are available for viewing and downloading from our website at <http://www.dpiaerosol.com/html/financial.html>.

Should you require a printed copy of the Annual Report 2020 dated 30 September 2020, kindly complete the Request Form below and 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.

Yours faithfully

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



Please scan this QR code to view/download our Annual Report 2020

Printed Annual Report Request Form

To: Boardroom Share Registrars Sdn. Bhd.

Telephone no. : +603-7890 4700
Faximile no. : +603-7890 4670
Email : bsr.helpdesk@boardroomlimited.com

Name of Shareholder :

NRIC No./Passport No./Company No. : Telephone No. :

CDS Account No. :

Email Address :

Correspondence Address :

Signature : _____

Date : _____



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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.

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

ADMINISTRATIVE NOTES

FOR SHAREHOLDERS/PROXIES ATTENDING THE ANNUAL GENERAL MEETING

3rd Annual General Meeting (AGM)

to be held on Thursday, 26 November 2020 at 10.00 a.m.

at the Function Room 1, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor, Malaysia.

In light of the COVID-19 pandemic, we appreciate if all shareholders/proxies strictly adhere to the standard operating procedure ("SOP") as prescribed by the Government of Malaysia during the Recovery Movement Control Order at all times.

During AGM:

- Please check in using the "MySejahtera" Application on your mobile devices or write down your particulars in the logbook provided at the Registration counter.
- Please sanitise your hands using the hand sanitisers provided.
- Please allow our personnel to scan your body temperature before entering the meeting hall. Shareholders/proxies with body temperature that is above 37.5 degree Celsius and/or who display COVID-19 symptoms will not be allowed to enter the meeting hall.
- Shareholders/proxies above the age of 60 are not encouraged to attend the AGM.
- Please ensure social distancing of one (1) meter at all times.
- Please wear your face mask at all times.

After the AGM:

- All shareholders/proxies are requested to leave the meeting hall as soon as the AGM has concluded and are prohibited from loitering/assembling outside or inside the meeting hall after the meeting.

PARKING

- The Company will bear parking charges, which is at a flat rate of RM5 per entry, incurred by shareholders/proxies attending the AGM and who park their vehicles at the Setia City Convention Centre car park.
- The Company will NOT provide cash reimbursements for parking charges incurred by shareholders/proxies attending the AGM and who park their vehicles at other car parks, or use the valet parking service at Setia City Convention Centre.

REGISTRATION

- Registration will commence at 8.30 a.m. at Function Room 1, Setia City Convention Centre and will end at a time as may be directed by the Chairman of the meeting. Shareholders/proxies attending the AGM are requested to be punctual for the AGM which will commence at 10.00 a.m.
- Please present your original Identification Card (IC) to the registration staff for verification.
- No person will be allowed to register on behalf of another person even with the original IC of the other person.
- Upon completing your registration, you will be given an identification wristband with a personalised passcode for the purpose of voting at the AGM. You must wear the identification wristband throughout the AGM as no person will be allowed to enter the meeting hall without wearing the identification wristband. There will be no replacement in the event you lose or misplace the identification wristband.

NO DISTRIBUTION OF DOOR GIFTS, FOOD AND BEVERAGE

There will be no distribution of door gifts, food or beverage to shareholders/proxies who attend the AGM.

VOTING PROCEDURES

- 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 as set out in the Notice of the 3rd AGM will be put to vote by poll.
- The polling process by way of electronic voting (e-voting) will be managed by the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. ("Boardroom") as Poll Administrator, and by U Search Management Services as Scrutineers to verify and validate the poll results.
- E-voting for each of the resolutions as set out in the Notice of the 3rd AGM will take place only upon conclusion of the deliberation of all businesses transacted at the AGM.
- Shareholders/proxies will vote at the e-voting kiosks set up by Boardroom. Detailed instructions will be provided at the meeting before the start of the e-voting session.



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third (3rd) Annual General Meeting of the Company will be held at the Function Room 1, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor, Malaysia on Thursday, 26 November 2020, 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 2020** together with the Reports of the Directors and Auditors thereon. **(Please refer to Note A)**
2. To approve the payment of Directors' Fees of RM320,000, and benefits of RM1,432,279 for the financial year ended **31 May 2020**. **(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 2020 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. Chai Chun Vui **(Resolution 3)**
 - (b) Mr. Fong Yoo Kaw @ Fong Yee Kow **(Resolution 4)**
5. To re-appoint Messrs Crowe Malaysia PLT 201906000005 (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: -

6. **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 ("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 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 2020

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 office of the Company's Registrars, 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, 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 20 November 2020 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 15 November 2019 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).



DPI HOLDINGS BERHAD
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STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

1. The Directors who are standing for re-election at the Annual General Meeting of the Company are as follows: -

- (a) Mr. Chai Chun Vui **(Resolution 3)**
- (b) Mr. Fong Yoo Kaw @ Fong Yee Kow **(Resolution 4)**

2. The profile of the above Directors who are standing for re-election are set out in the Directors' Profile set out on pages 6 and 8 of the Annual Report and their securities holdings in the Company are set out in the Analysis of Shareholdings on pages 112 to 113.

3. Board Meetings held in the financial year ended 31 May 2020.

There were Six (6) Board Meetings held during the financial year ended 31 May 2020. Details of the attendance of the Directors are as follows: -

Directors	Attendance
CHOY MUI SENG @ CHAI MUI SENG	6/6
CHAI CHUN VUI	6/6
DATUK SERI NURMALA BINTI ABDUL RAHIM	5/6
FONG YOO KAW @ FONG YEE KOW	6/6
LUA KOK HIYONG	6/6

4. Place, Date and Time of Meeting

The Third (3rd) Annual General Meeting of the Company will be held at the Function Room 1, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor, Malaysia on Thursday, 26 November 2020, at 10.00 a.m.



PROXY FORM

*I/ *We NRIC/Company No:
(Full Name in Block Letters)

of
(Full Address)

being a member/members of DPI Holdings Berhad hereby appoint:

1) Name of proxy: NRIC No:
(Full Name in Block Letters)

Address:.....
(Full Address)

No. of shares represented:.....

2) Name of proxy: NRIC No:
(Full Name in Block Letters)

Address:.....
(Full Address)

No. of shares represented:.....

or failing him/her, *the Chairman of the Meeting as *my/*our proxy to vote for *me/*us on *my/*our behalf at the **Third (3rd) Annual General Meeting of DPI Holdings Berhad** to be held at the Function Room 1, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor, Malaysia on Thursday, 26 November 2020, at 10.00 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 RM320,000 and benefits of RM1,432,279 for the financial year ended 31 May 2020.		
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 2020 until the next Annual General Meeting.		
3.	To re-elect Mr. Chai Chun Vui as Director.		
4.	To re-elect Mr. Fong Yoo Kaw @ Fong Yee Kow as Director.		
5.	To re-appoint Messrs Crowe Malaysia PLT 201906000005 (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 _____ 2020

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

Number of shares held	
CDS Account No.	

Notes:

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- (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

- (5) 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.
- (6) Where the Form of Proxy is executed by a corporation, it must be executed under its seal or under the hand of its attorney. 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 office of the Company's Registrars, 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, not less than forty-eight (48) hours before the time set for the meeting or at any adjournment thereof.
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AFFIX
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