

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

This Circular has been reviewed by Affin Hwang Investment Bank Berhad as the Principal Adviser to DPI Holdings Berhad for the Proposed Variation and Extension (as defined below).



**DPI HOLDINGS BERHAD**  
(Registration No.: 201701035607 (1249778-M))  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED VARIATION AND EXTENSION OF TIMEFRAME FOR THE UTILISATION OF PROCEEDS RAISED FROM THE INITIAL PUBLIC OFFERING OF DPI HOLDINGS BERHAD ("DPI" OR THE "COMPANY") ("PROPOSED VARIATION AND EXTENSION")**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Principal Adviser*



**AFFIN HWANG INVESTMENT BANK BERHAD**  
(Registration No.: 197301000792 (14389-U))  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of the Extraordinary General Meeting ("**EGM**") of the Company and the Proxy Form are enclosed together with this Circular and can also be downloaded from the Company's website at [www.dpiaerosol.com](http://www.dpiaerosol.com). Details of the EGM are as follows:

- |                          |   |  |
|--------------------------|---|--|
| Date and time of the EGM | : | Thursday, 16 November 2023 at 12.00 p.m. (noon) or after the conclusion or adjournment (as the case may be) of the 6 <sup>th</sup> Annual General Meeting of DPI which is scheduled to be held on the same day and at the same venue at 10.30 a.m., whichever is later |
| Venue of the EGM         | : | Function Room 8, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan  |

A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote on his/her behalf. In such event, the Proxy Form must be completed and deposited at the office of the Company's share registrar, Boardroom Share Registrars Sdn. Bhd. situated at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for the EGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Tuesday, 14 November 2023 at 12.00 p.m. (noon)

This Circular is dated 1 November 2023

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## DEFINITIONS

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Except where the context otherwise requires, the following terms and abbreviations shall apply throughout this Circular:

<b>Acquisition</b>	: Acquisition of a new factory for DPIC
<b>Affin Hwang IB</b>	: Affin Hwang Investment Bank Berhad (Registration No.: 197301000792 (14389-U))
<b>Announcement</b>	: Announcement dated 14 September 2023 in relation to the Proposed Variation and Extension
<b>Board</b>	: The Board of Directors of DPI
<b>Bursa Securities</b>	: Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
<b>CCC</b>	: Certificate of completion and compliance
<b>Circular</b>	: This circular to our shareholders dated 1 November 2023 in relation to the Proposed Variation and Extension
<b>DPI or Company</b>	: DPI Holdings Berhad (Registration No.: 201701035607 (1249778-M))
<b>DPIC</b>	: DPI Chemicals Sdn Bhd, a wholly-owned subsidiary of DPI
<b>DPI Group or Group</b>	: DPI and its subsidiary companies, collectively
<b>EGM</b>	: Extraordinary general meeting of DPI
<b>FYE</b>	: Financial year ended / ending, as the case may be
<b>IPO</b>	: Initial public offering exercise in conjunction with the listing of and quotation for DPI's entire issued share capital on the ACE Market of Bursa Securities on 7 January 2019
<b>IPO Proceeds</b>	: Gross proceeds raised from the IPO amounting to RM31.64 million
<b>Listing Date</b>	: 7 January 2019, being the date of listing of and quotation for DPI's entire issued share capital on the ACE Market of Bursa Securities
<b>Listing Requirements</b>	: ACE Market Listing Requirements of Bursa Securities
<b>LPD</b>	: 16 October 2023, being the latest practicable date prior to the printing of this Circular
<b>New Factory</b>	: DPI's new factory, office and storage area built on Lot No. 11078, located along Jalan Perindustrian, Kawasan Perindustrian Tanjung Agas, 84000 Kesang, Tangkak, Johor
<b>Proposed Variation and Extension</b>	: Proposed variation and extension of timeframe for the utilisation of proceeds raised from the IPO of the Company
<b>RM and sen</b>	: Ringgit Malaysia and sen, respectively

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## DEFINITIONS (*CONT'D*)

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References to “we”, “us”, “our” and “ourselves” are to our Company, and where the context otherwise requires, our subsidiary companies. All references to “you” or “your” are to our shareholders.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. Any reference to persons shall include corporations, unless otherwise stated.

Any reference in this Circular to any statutes, rules, regulations or rules of the stock exchange is a reference to such statutes, rules, regulations or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

Any reference to a time or date in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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## EXECUTIVE SUMMARY

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THIS EXECUTIVE SUMMARY HIGHLIGHTS ONLY THE SALIENT INFORMATION OF THE PROPOSED VARIATION AND EXTENSION AND DOES NOT CONTAIN ALL THE INFORMATION THAT MAY BE IMPORTANT TO YOU. YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR (INCLUDING THE APPENDIX) WITHOUT RELYING SOLELY ON THIS EXECUTIVE SUMMARY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED VARIATION AND EXTENSION AT OUR FORTHCOMING EGM.

<u>Key information</u>	<u>Description</u>	<u>Reference to Circular</u>
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Details of the Proposed Variation and Extension

Our Company had completed its IPO exercise on 7 January 2019 and as at the LPD, we have unutilised IPO Proceeds of approximately RM13.43 million.

Section 2

The details of the Proposed Variation and Extension of the unutilised IPO Proceeds are as follows:

Purpose	Balance of IPO Proceeds unutilised  (RM'000) (C)	Proposed variation  (RM'000) (D)	Revised utilisation after the proposed variation  (RM'000) (C) + (D) = (E)	Proposed extension of the timeframe for the revised utilisation  (from 7 January 2024)
Capital expenditure and expansion	10,501	(6,895)	3,606	Within 12 months (up to 7 January 2025)
Sales, marketing and advertising expenses	1,912	(1,912)	-	-
Product development	1,016	(766)	250	Within 12 months (up to 7 January 2025)
Estimated listing expenses	372	-	-	-
Acquisition	-	9,573	9,573	Within 12 months (up to 7 January 2025)
<b>Total</b>	<b>13,429</b>	<b>-</b>	<b>13,429</b>	

If any of the above amount is still unutilised by 7 January 2025, it is proposed that the unutilised amount be reallocated for working capital purposes.

Please refer to Section 2 of this Circular for further details on the Proposed Variation and Extension.

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## EXECUTIVE SUMMARY (CONT'D)

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<u>Key information</u>	<u>Description</u>	<u>Reference to Circular</u>
Rationale for the Proposed Variation and Extension	<p>The Proposed Variation and Extension would allow our Group to utilise the surplus funds available for DPIC to acquire and own a factory instead of operating from a rented premise, which has been flooded previously. In addition, the new factory for DPIC is also intended to serve as the corporate office for DPI.</p> <p>Further, any unutilised IPO Proceeds after 7 January 2025 that will be reallocated for working capital purposes is expected to benefit our Group as it would complement the expansion of our Group's business via the New Factory. Such additional funds available would allow our Group to purchase more raw materials to fulfil higher demand by customers and achieve greater cost savings in view that we will be in a better negotiating position with our suppliers due to larger volume of purchases.</p>	Section 3
Effects of the Proposed Variation and Extension	<p>The Proposed Variation and Extension will not have any effect on our Group's issued share capital, substantial shareholders' shareholdings, net assets, gearing and earnings per share for the FYE 31 May 2024.</p> <p>The Proposed Variation and Extension is expected to contribute positively to our Group's future earnings when the benefits from the acquisition of a new factory for DPIC and/or utilisation of the IPO Proceeds that may be reallocated to working capital are realised.</p>	Section 4
Approvals required and conditionality	<p>The Proposed Variation and Extension is subject to the approval of our shareholders at our forthcoming EGM.</p> <p>The Proposed Variation and Extension is not conditional upon any other proposals undertaken or to be undertaken by our Company.</p>	Section 5
Directors' Statement and Recommendation	<p>Our Board, after careful deliberation and having considered all aspects of the Proposed Variation and Extension, including but not limited to the rationale and effects, is of the opinion that the Proposed Variation and Extension is in the best interest of our Group.</p> <p>Accordingly, our Board recommends that you <b>vote in favour</b> of the resolution pertaining to the Proposed Variation and Extension to be tabled at our forthcoming EGM.</p>	Section 7



**DPI HOLDINGS BERHAD**  
(Registration No.: 201701035607 (1249778-M))  
(Incorporated in Malaysia)

**Registered Office:**

B-25-2, Block B, Jaya One,  
No. 72A, Jalan Prof Diraja  
Ungku Aziz,  
46200 Petaling Jaya,  
Selangor Darul Ehsan

1 November 2023

**Board of Directors**

Choy Mui Seng @ Chai Mui Seng  
Chai Chun Vui

*(Executive Chairman / Managing Director)*  
*(Deputy Managing Director / Marketing and Business  
Development Director)*

Datuk Seri Nurmala binti Abd. Rahim  
Fong Yoo Kaw @ Fong Yee Kow  
Lua Kok Hiyong

*(Senior Independent Non-Executive Director)*  
*(Independent Non-Executive Director)*  
*(Independent Non-Executive Director)*

**To: The shareholders of DPI**

Dear Sir/Madam,

**PROPOSED VARIATION AND EXTENSION**

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**1. INTRODUCTION**

On 14 September 2023, Affin Hwang IB had, on behalf of our Board, announced that our Company proposes to undertake the Proposed Variation and Extension.

Further details on the Proposed Variation and Extension are set out in the ensuing sections.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED VARIATION AND EXTENSION AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED VARIATION AND EXTENSION TO BE TABLED AT OUR COMPANY'S FORTHCOMING EGM. THE NOTICE OF EGM AND THE PROXY FORM ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED VARIATION AND EXTENSION TO BE TABLED AT OUR COMPANY'S FORTHCOMING EGM.**

## 2.

### DETAILS OF THE PROPOSED VARIATION AND EXTENSION

On the Listing Date, we had completed our IPO exercise and had raised IPO Proceeds of RM31,640,000. The details of the original utilisation of the IPO Proceeds and the balance of the unutilised IPO Proceeds as at the LPD are as follows:

No.	Purpose	Original use of IPO Proceeds <sup>(1)</sup> (RM'000)	Actual utilisation as at LPD (RM'000)	Balance of IPO Proceeds unutilised (RM'000)	Original timeframe for utilisation (from Listing Date)	Revised timeframe after the first extension announced on 6 July 2020 (from Listing Date)	Revised timeframe after the second extension announced on 6 January 2021 (from Listing Date)
(i)	Capital expenditure and expansion	23,540	13,039	10,501	Within 18-24 months	Within 60 months (up to 7 January 2024)	No change
(ii)	Sales, marketing and advertising expenses	3,000	1,088	1,912	Within 24 months	No change	Within 60 months (up to 7 January 2024)
(iii)	Product development	1,300	284	1,016	Within 24 months	No change	Within 60 months (up to 7 January 2024)
(iv)	Estimated listing expenses	3,800	3,428	372 <sup>(2)</sup>	Within 1 month	No change	No change
	<b>Total</b>	<b>31,640</b>	<b>17,839</b>	<b>13,429</b>			

Notes:

(1) As disclosed in our prospectus dated 27 November 2018.

(2) The surplus has been reallocated and fully utilised for the payment of salaries to employees.

Our Board proposed that the balance unutilised IPO Proceeds be reallocated to a different purpose. The purpose of the reallocation and its justifications are provided in the ensuing paragraphs and table.

#### (a) Capital Expenditure and Expansion

The IPO Proceeds earmarked for capital expenditure and expansion were mainly for the construction of the New Factory, which is pending inspections by Majlis Perbandaran Tangkak, Saluran Air Johor, Tenaga Nasional Berhad and Jabatan Bomba dan Penyelamat Malaysia, to facilitate the process of obtaining the CCC as at the LPD. Barring unforeseen circumstances, we expect to complete the New Factory and obtain the CCC for the New Factory by the first quarter 2024. Thereafter, we expect to commence operations by June 2024. As at the LPD, the construction of the New Factory utilised approximately RM13.04 million from the IPO Proceeds.



Further, we have committed approximately RM3.61 million of the IPO Proceeds to purchase machineries and equipment for the aerosol paint production facilities, furniture and fittings and for minor renovation works at the New Factory.

We have received a quotation of approximately RM0.91 million from our contractor for the minor renovation works and have issued purchase orders to the supplier for the purchase of machineries and equipment for the aerosol paint production facilities amounting to RM1.50 million. We have yet to obtain quotations for the furniture and fittings and minor factory renovation, but we expect to incur RM1.20 million. In view that the New Factory is still pending issuance of the CCC, our Board proposes to extend the timeframe for utilisation by another 12 months i.e. from 7 January 2024 to 7 January 2025.

**(b) Sales, Marketing and Advertising Expenses**

The IPO Proceeds allocated for the sales, marketing and advertising expenses were primarily meant for participation in exhibitions, trade fairs and roadshows to showcase our Group's products and services internationally. In view of the global Covid-19 pandemic and the country-wide lockdowns or restricted movement imposed then, such events did not materialise and only approximately RM1.09 million of the IPO Proceeds allocated for sales, marketing and advertising expenses has been utilised as at LPD.

**(c) Product Development**

Our Company has utilised RM0.28 million of the IPO Proceeds allocated for product development to date for the purchase of 14 units of testing machineries comprising, among others, material weather tester, solvent rub resistance tester, dryer, pressure gun, pneumatic liquid filling machine totalling RM0.20 million, as well as for the upgrading of our lab totalling RM0.04 million, and compressor and air filter systems totalling RM0.04 million.

We have committed another RM0.25 million to refurbish 2 laboratories and to purchase a gas chromatography machine to enhance our existing production. Pending such utilisation, our Board proposes to extend the timeframe for utilisation by another 12 months i.e. from 7 January 2024 to 7 January 2025.

As there is a balance of unutilised IPO Proceeds of approximately RM6.90 million from the IPO Proceeds allocated for capital expenditure and expansion, and a surplus of approximately RM1.91 million from the IPO Proceeds allocated for sales, marketing and advertising expenses, and approximately RM0.76 million from the IPO Proceeds allocated for product development, our Board proposes to reallocate such combined balances of unutilised IPO Proceeds of RM9.57 million to fund the acquisition of a new factory for DPIC.

In accordance with Rule 8.24(2)(a) of the Listing Requirements, the Proposed Variation and Extension is deemed a material change to the use of the IPO Proceeds as the balance amounting to RM9.57 million represents 30.25% of the total IPO Proceeds. Accordingly, we will be required to obtain your approval for the Proposed Variation and Extension at our forthcoming EGM.

The details of the Proposed Variation and Extension of the unutilised IPO Proceeds are as follows:

No.	Purpose	Original use of IPO Proceeds <sup>(1)</sup> (RM'000) (A)	Actual utilisation as at the LPD (RM'000) (B)	Balance of IPO Proceeds unutilised (RM'000) (A) – (B) = (C)	Proposed Variation (RM'000) (D)	Revised utilisation after the Proposed Variation (RM'000) (C) + (D) = (E)	Proposed Extension of the timeframe for the revised utilisation (from 7 January 2024)
(i)	Capital expenditure and expansion	23,540	13,039	10,501	(6,895)	3,606 <sup>(2)</sup>	Within 12 months (up to 7 January 2025)
(ii)	Sales, marketing and advertising expenses	3,000	1,088	1,912	(1,912)	-	-
(iii)	Product development	1,300	284	1,016	(766)	250 <sup>(3)</sup>	Within 12 months (up to 7 January 2025)
(iv)	Estimated listing expenses	3,800	3,428	372 <sup>(4)</sup>	-	-	-
(v)	Acquisition	-	-	-	9,573	9,573 <sup>(5)</sup>	Within 12 months (up to 7 January 2025)
	<b>Total</b>	<b>31,640</b>	<b>17,839</b>	<b>13,429</b>	<b>-</b>	<b>13,429</b>	

Notes:

(1) As disclosed in our prospectus dated 27 November 2018.

(2) Our management has committed RM3.61 million under capital expenditure and expansion for the purchase of machineries and equipment for its aerosol paint production facilities, furniture and fittings and for minor renovation works, at the New Factory.

(3) Our management has committed RM0.25 million under product development for the purchase of testing machineries and for upgrading of our lab, compressor and air filter systems.

(4) The surplus has been reallocated and fully utilised for payment of salaries to employees.

(5) Our management is currently in the process of identifying a new factory for DPIC.

In the event that any of the above amount is still unutilised by 7 January 2025, it is proposed that the unutilised amount be reallocated for working capital purposes, namely for the purchase of raw materials and packaging, general administrative and daily operational expenses such as staff costs, utilities, statutory payments and any other overhead expenditures. The amount of proceeds to be allocated for each of the working capital requirements stated above cannot be ascertained at this juncture and will be dependent on the operating and funding requirements at the time of utilisation. We expect to utilise such reallocated proceeds, if applicable, within 1 year from the date of reallocation.

Pending the utilisation of the IPO Proceeds for the Acquisition, the RM9.57 million shall be placed in short-term money market instruments with licensed financial institutions. Interest income from such money market instruments will be used as additional working capital for similar purposes as stated in the preceding paragraph.

Further, any shortfall of funds required to complete the Acquisition will be financed from our Group's working capital. We are currently exploring potential premises located in Shah Alam, Selangor, and the estimated size of the land to be acquired is approximately 1 acre, with a built-up area of approximately 24,500 square feet which will also include a warehouse and corporate office.

As the Acquisition target is still being identified, our Company will announce the details of the Acquisition in due course in accordance with the Listing Requirements and will seek your approval, if required.

### **3. RATIONALE FOR THE PROPOSED VARIATION AND EXTENSION**

The actual expenditure for the construction of our New Factory is lower than our original estimation due to cost savings. The actual expenditure for the IPO Proceeds allocated for sales, marketing, advertising expenses and product development has been low due to the global Covid-19 pandemic lockdowns and the overall delay in the progress of the construction of the New Factory which was due to the movement control orders to contain the Covid-19 pandemic. In view of the above, our Board proposes to reallocate the unutilised IPO Proceeds amounting to RM9.57 million for the Acquisition.

The existing factory of DPIC is a rented premise and it was flooded on 8 December 2021 due to flash floods that occurred in several parts of Shah Alam, Selangor. There was no material impact to our Company as no machineries were kept there, and inventories and assets of the factory were covered by insurance. DPIC had resumed its operations on 14 December 2021 after cleaning up debris from the floods.

In order to mitigate the possibility of any future damage from floods, it would be prudent for our Group to consider the relocation of DPIC's existing factory and office to a premise located in an area that is not expected to be prone to flash floods. Hence, the Proposed Variation and Extension would be in the best interest of our Group as it would allow our Group to utilise the surplus funds available for DPIC to acquire and own a factory instead of utilising its existing working capital funds for this purpose. The estimated savings in rental cost arising from owning a new factory instead of renting is approximately RM40,000 to RM45,000 per annum.

In addition, it is also intended to serve as our corporate office. We are currently still looking for a suitable factory location and premise to serve as our warehouse, factory and corporate office.

Further, any unutilised IPO Proceeds after 7 January 2025 that will be reallocated for working capital purposes (as detailed in Section 2 of this Circular) is expected to benefit our Group as it would complement the expansion of our Group's business via the New Factory. Such additional funds available would allow our Group to purchase more raw materials to fulfil higher demand by customers and achieve greater cost savings in view that we will be in a better negotiating position with our suppliers due to the larger volume of purchases.

#### **4. EFFECTS OF THE PROPOSED VARIATION AND EXTENSION**

The Proposed Variation and Extension will not have any effect on our Group's issued share capital, substantial shareholders' shareholdings, net assets, gearing and earnings per share for the FYE 31 May 2024.

The Proposed Variation and Extension is expected to contribute positively to our Group's future earnings when the benefits from the Acquisition and/or utilisation of the IPO Proceeds that may be reallocated to working capital are realised.

#### **5. APPROVALS REQUIRED AND CONDITIONALITY**

The Proposed Variation and Extension is subject to the approval of our shareholders at our Company's forthcoming EGM.

The Proposed Variation and Extension is not conditional upon any other proposals undertaken or to be undertaken by our Company.

#### **6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM**

None of our Directors, major shareholders, chief executive and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Variation and Extension.

#### **7. DIRECTORS' STATEMENT AND RECOMMENDATION**

Our Board, having considered all aspects of the Proposed Variation and Extension, including but not limited to the rationale and effects of the Proposed Variation and Extension, after careful deliberation, is of the opinion that the Proposed Variation and Extension is in the best interest of our Group.

Accordingly, our Board recommends that you **vote in favour** of the resolution pertaining to the Proposed Variation and Extension to be tabled at our forthcoming EGM.

#### **8. ESTIMATED TIMEFRAME FOR COMPLETION**

Barring any unforeseen circumstances and subject to your approval, we expect to complete the Proposed Variation and Extension within the 4<sup>th</sup> quarter of 2023.

#### **9. CORPORATE EXERCISE ANNOUNCED BUT PENDING COMPLETION**

Save for the Proposed Variation and Extension, our Company does not have any other corporate exercises which have been announced but are pending completion as at the LPD.

## **10. EGM**

The EGM, the notice of which is enclosed in this Circular, will be held at Function Room 8, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan for the purpose of considering and if thought fit, passing the resolution, with or without any modifications, to give effect to the Proposed Variation and Extension.

If you are unable to attend and vote in person at the EGM, you may appoint a proxy to attend and vote on your behalf by completing, signing and returning the enclosed Proxy Form in accordance with the instructions contained therein as soon as possible, so as to arrive at the office of our share registrar, Boardroom Share Registrars Sdn. Bhd. situated at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for the EGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

## **11. FURTHER INFORMATION**

You are advised to refer to the appendix as set out in this Circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**DPI HOLDINGS BERHAD**

**CHOY MUI SENG @ CHAI MUI SENG**  
Executive Chairman / Managing Director

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

Our Board has seen and approved the contents of this Circular, and the Directors collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular. They confirm that, after making all reasonable enquires and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular misleading.

**2. CONSENT AND DECLARATION OF CONFLICT OF INTEREST**

Affin Hwang IB, being the Principal Adviser to our Company for the Proposed Variation and Extension, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which they appear in this Circular.

Affin Hwang IB is not aware of any conflict of interest that exists or is likely to exist in its capacity as the Principal Adviser to our Company for the Proposed Variation and Extension.

**3. MATERIAL LITIGATION**

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware of any proceedings, pending or threatened, against our Group, or of any facts likely to give rise to any such proceedings which might materially or adversely affect our Group's business or financial position.

**4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**

Saved as disclosed below, as at 31 May 2023 (being the latest annual report publicly available), our Board is not aware of any contingent liabilities or any other material commitments incurred or known to be incurred by our Group, which upon becoming enforceable may have a material effect on our Group's business or financial position:

<b>Material Commitments</b>	<b>RM</b>
Approved and not contracted for:- Property, plant and equipment	10,275,845
Approved and contracted for:- Property, plant and equipment	1,065,401
<b>Total</b>	<b>11,341,246</b>

**5. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at our Company's registered office at B-25-2, Block B, Jaya One, No. 72A, Jalan Prof Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan during normal office hours on Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM of our Company:

- (i) our Constitution;
- (ii) our Group's audited consolidated financial statements for the past 2 FYEs 31 May 2022 and 2023; and
- (iii) the letter of consent referred to in Section 2 above.



**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 Function Room 8, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan on Thursday, 16 November 2023, at 12.00 p.m. (noon) or after the conclusion or adjournment (as the case may be) of the 6<sup>th</sup> Annual General Meeting of DPI which is scheduled to be held on the same day and at the same venue at 10.30 a.m., whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

**ORDINARY RESOLUTION**

**PROPOSED VARIATION AND EXTENSION OF TIMEFRAME FOR THE UTILISATION OF PROCEEDS RAISED FROM THE INITIAL PUBLIC OFFERING OF THE COMPANY ("IPO") ("**PROPOSED VARIATION AND EXTENSION**")**

"**THAT** approval be and is hereby given to the Company for the extension of timeframe and variation of the utilisation of the proceeds raised from the IPO in the manner set out in the Circular to Shareholders of the Company dated 1 November 2023.

**AND THAT** the Board of Directors of the Company 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 Variation and Extension 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

1 November 2023

*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 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.*
- (vii) *Only a depositor whose name appears on the Record of Depositors as at 9 November 2023 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.*





# DPI HOLDINGS BERHAD

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

## 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 Extraordinary General Meeting (“**EGM**”) of DPI Holdings Berhad (“**DPI**” or “**Company**”) to be held at Function Room 8, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan on Thursday, 16 November 2023, at 12.00 p.m. (noon) or after the conclusion or adjournment (as the case may be) of the 6<sup>th</sup> Annual General Meeting of DPI which is scheduled to be held on the same day and at the same venue at 10.30 a.m., whichever is later.

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

No.	RESOLUTION	FOR	AGAINST
1.	Proposed Variation and Extension		

(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.)

Number of shares held	
CDS Account No.	

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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



**Notes:**

- (i) *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.*
- (ii) *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.*
- (iii) *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.*
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- (viii) *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  
STAMP

To:

The Share Registrar

**DPI HOLDINGS BERHAD**

Registration No.: 201701035607 (1249778-M)

Boardroom Share Registrars Sdn Bhd

11<sup>th</sup> Floor, Menara Symphony,

No. 5, Jalan Prof Khoo Kay Kim, Seksyen 13,

46200 Petaling Jaya, Selangor Darul Ehsan

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