

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, banker, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has conducted a limited review of this Circular pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities. Bursa Securities 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 Sponsor to DPI Holdings Berhad ("**DPI**") and Principal Adviser for the Proposed Bonus Issue (as defined below).



DPI HOLDINGS BERHAD

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED BONUS ISSUE OF 243,365,500 NEW ORDINARY SHARES IN DPI ("DPI SHARES" OR "SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING DPI SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



AFFIN HWANG
CAPITAL

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 herein. The EGM will be conducted entirely on a virtual basis through live streaming from the Broadcast Venue and online remote voting via Virtual Meeting Facilities, the details of which are as follows:

Broadcast Venue : 10th Floor, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur

Date and time of the EGM : Friday, 23 July 2021 at 10:30 a.m.

Members/proxies **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue. Please follow the procedures provided in the Administrative Details in order to register, participate and vote remotely via Virtual Meeting Facilities.

In the event the implementation of the Full Lockdown Movement Control Order is extended, the Company will conduct a Fully Virtual EGM via Online Meeting Platform instead of live streaming from the Broadcast Venue.

A member entitled to participate and vote remotely at the EGM via Virtual Meeting Facilities is entitled to appoint a proxy(ies) to virtually participate and vote remotely in his/her stead. The instrument appointing a proxy must 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 48 hours before the time of the meeting or any adjournment thereof.

Last date and time for lodging the Proxy Form : Wednesday, 21 July 2021 at 10:30 a.m.

This Circular is dated 6 July 2021

DEFINITIONS

Unless stated otherwise, the following terms and abbreviations shall apply throughout this Circular:

Act	:	Companies Act, 2016, as amended from time to time and any reenactment thereof
Affin Hwang IB	:	Affin Hwang Investment Bank Berhad [Registration No.: 197301000792 (14389-U)]
Announcement	:	Announcement dated 4 June 2021 in relation to the Proposed Bonus Issue
Board	:	Board of Directors of DPI
Bonus Shares	:	243,365,500 new DPI Shares to be issued pursuant to the Proposed Bonus Issue
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd [Registration No.: 198701006854 (165570-W)]
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No.: 200301033577 (635998-W)]
Circular	:	This circular to DPI's shareholders dated 6 July 2021 in relation to the Proposed Bonus Issue
DPI or the Company	:	DPI Holdings Berhad [Registration No.: 201701035607 (1249778-M)]
DPI Group or the Group	:	DPI and its subsidiaries, collectively
DPI Share or the Share(s)	:	Ordinary share(s) in DPI
EGM	:	Extraordinary general meeting of DPI
Entitled Shareholders	:	Shareholders whose names appear in the Company's Record of Depositors as at 5:00 p.m. on the Entitlement Date
Entitlement Date	:	A date to be determined and announced later by the Board, on which the names of the shareholders must appear in the Company's Record of Depositors as at 5:00 p.m. in order to be entitled to participate in the Proposed Bonus Issue
EPS	:	Earnings per Share
FYE	:	Financial year ended/ending, as the case may be
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities
LPD	:	16 June 2021, being the latest practicable date prior to the printing of this Circular
NA	:	Net assets attributable to ordinary equity holders of the Company
Proposed Bonus Issue	:	Proposed bonus issue of 243,365,500 Bonus Shares on the basis of 1 Bonus Share for every 2 existing DPI Shares held on the Entitlement Date

DEFINITIONS (*Cont'd*)

Record of Depositors	:	A record of securities holders established by Bursa Depository under the Rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991
RM and sen	:	Ringgit Malaysia and sen respectively
TEBP	:	Theoretical ex-bonus price
VWAP	:	Volume weighted average price

References to “we”, “us”, “our” and “ourselves” are to our Company, and where the context otherwise requires, our subsidiaries. All references to “you” are to the shareholders of DPI.

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*. References to persons shall include corporations.

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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NOTICE OF EGM **ENCLOSED**

PROXY FORM **ENCLOSED**



DPI HOLDINGS BERHAD

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

Registered Office

B-25-B, Block B, Jaya One
No. 72A, Jalan Universiti
46200 Petaling Jaya
Selangor Darul Ehsan

6 July 2021

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 the Company

Dear Sir / Madam,

PROPOSED BONUS ISSUE

1. INTRODUCTION

On 4 June 2021, Affin Hwang IB had, on behalf of our Board, announced that our Company proposes to undertake the Proposed Bonus Issue.

Subsequently, on 28 June 2021, Affin Hwang IB had, on behalf of our Board, announced that Bursa Securities, had *vide* its letter dated 25 June 2021, approved the listing of and quotation for the Bonus Shares on the ACE Market of Bursa Securities, subject to the conditions set out in **Section 6** of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED BONUS ISSUE AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE WHICH WILL BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE.

2. DETAILS OF THE PROPOSED BONUS ISSUE

2.1 Basis and number of Bonus Shares

The Proposed Bonus Issue will entail the issuance of 243,365,500 Bonus Shares on the basis of 1 Bonus Share for every 2 existing DPI Shares held by the Entitled Shareholders on the Entitlement Date.

The basis of 1 Bonus Share for every 2 existing DPI Shares was determined after taking into consideration, amongst others, the following:

- (i) the potential adjustments to the price of DPI Shares pursuant to the Proposed Bonus Issue; and
- (ii) the enlarged number of DPI Shares after the Proposed Bonus Issue.

As at the LPD, the issued share capital of our Company is RM66,257,198 comprising 486,731,000 DPI Shares. Upon completion of the Proposed Bonus Issue, the issued share capital of our Company will remain at RM66,257,198 while the number of issued shares of our Company will increase to 730,096,500 DPI Shares.

Fractional entitlements arising from the Proposed Bonus Issue, if any, will be disregarded, and dealt with in such manner as our Board may in its absolute discretion deem fit and expedient, and in the best interest of our Company.

The Entitlement Date will be determined and announced at a later date upon receipt of all relevant approvals for the Proposed Bonus Issue.

The Proposed Bonus Issue will not be implemented on a staggered basis.

There will be an adjustment to the market price of DPI Shares listed and quoted on the ACE Market of Bursa Securities pursuant to the Proposed Bonus Issue. For illustrative purposes, the effects of the Proposed Bonus Issue on DPI's share price is as follows:

	Before the Proposed Bonus Issue	After the Proposed Bonus Issue
	Share Price	TEBP
VWAP based on the 3-month period up to 18 June 2021, being the date before the submission of application to Bursa Securities for the Proposed Bonus Issue	RM0.547	RM0.365
As at the LPD	RM0.610	RM0.407

Further, our Board confirms that the Proposed Bonus Issue is in compliance with Rule 6.31(1A) of the Listing Requirements as the share price adjusted for the Proposed Bonus Issue will not be less than RM0.20 based on the daily VWAP of DPI Shares during the 3-month period preceding the application date to Bursa Securities.

2.2 No capitalisation of reserves

The Bonus Shares in respect of the Proposed Bonus Issue will be issued as fully paid, at nil consideration and without capitalisation of our Company's reserves.

For the avoidance of doubt, the Proposed Bonus Issue will increase the total number of DPI Shares but will not increase the value of DPI's issued share capital.

2.3 Ranking of the Bonus Shares

The Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing DPI Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date is before the date of allotment and issuance of the Bonus Shares.

As DPI Shares are prescribed securities under Section 14(5) of the Securities Industry (Central Depositories) Act 1991, the Bonus Shares will be credited directly into the respective central depository system accounts of the Entitled Shareholders and no physical share certificates will be issued.

2.4 Listing of and quotation for the Bonus Shares

The Bonus Shares will be listed and quoted on the ACE Market of Bursa Securities on the next market day after the Entitlement Date. The notice of allotment of the Bonus Shares will be issued and despatched to the Entitled Shareholders no later than 4 market days after the date of listing of and quotation for the Bonus Shares, or such other period as Bursa Securities may prescribe.

3. RATIONALE FOR THE PROPOSED BONUS ISSUE

The Proposed Bonus Issue serves to reward our existing shareholders for their continuous support to the DPI Group.

After due consideration of the various options available, our Board is of the view that the Proposed Bonus Issue is an appropriate avenue for our Company to reward our shareholders while increasing our Company's total number of issued shares as the Proposed Bonus Issue:

- (i) will enable our existing shareholders to have greater participation in our Company's equity in terms of the number of DPI Shares held, while maintaining their percentage of equity interest; and
- (ii) is expected to enhance the marketability and trading liquidity of DPI Shares on the ACE Market of Bursa Securities as there will be larger number of DPI Shares available, thereby providing an opportunity for greater participation by investors to trade and deal in DPI Shares.

Further, as the Proposed Bonus Issue will not result in any capitalisation of our Company's reserves, our Company will be able to deploy its reserves and total net assets towards future needs as it arises.

4. EFFECTS OF THE PROPOSED BONUS ISSUE

4.1 Issued share capital

For illustrative purposes, the proforma effects of the Proposed Bonus Issue on our Company's issued share capital are as follows:

	No. of DPI Shares	Amount RM
Issued share capital as at the LPD	486,731,000	66,257,198
Bonus Shares to be issued pursuant to the Proposed Bonus Issue	243,365,500	- ⁽¹⁾
Enlarged issued share capital upon completion of the Proposed Bonus Issue	730,096,500	66,257,198

Note:

(1) *The Bonus Shares in respect of the Proposed Bonus Issue will be issued as fully paid, at nil consideration and without capitalisation of our Company's reserves.*

4.2 Substantial shareholders' shareholdings

The Proposed Bonus Issue will not result in any change to the percentage equity interest of our Company's substantial shareholders as the Bonus Shares will be allotted on a pro-rata basis to all shareholders of our Company. Their total number of DPI Shares owned will, however, increase proportionately to their existing shareholdings in our Company as illustrated below:

Substantial shareholder	Shareholdings as at the LPD				After the Proposed Bonus Issue			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Choy Mui Seng @ Chai Mui Seng	277,331,672	56.98	-	-	415,997,508	56.98	-	-
Chai Chun Vui	82,839,328	17.02	-	-	124,258,992	17.02	-	-

4.3 NA, NA per DPI Share and gearing

Based on DPI's latest available audited consolidated statement of financial position as at 31 May 2020, the proforma effects of the Proposed Bonus Issue on the NA, NA per DPI Share and gearing ratio of the DPI Group are as follows:

Group level	Audited as at 31 May 2020	(I) After adjusting for subsequent events ⁽¹⁾	After (I) the Proposed Bonus Issue
	RM'000	RM'000	RM'000
Share capital	66,257	66,257	66,257
Merger deficit	(28,698)	(28,698)	(28,698)
Foreign exchange translation reserve	2	2	2
Retained profits	35,547	31,410	31,300 ⁽²⁾
Equity attributable to owners of the Company / NA	73,108	68,971	68,861
No. of DPI Shares in issue ('000)	486,731	486,731	730,097
NA per DPI Share (RM)	0.15	0.14	0.09
Total borrowings	-	-	-
Gearing ratio (times)	-	-	-

Notes:

(1) After deducting for dividends amounting to RM4,137,214 which had been paid subsequent to 31 May 2020.

(2) After deducting the estimated expenses of approximately RM110,000 in relation to the Proposed Bonus Issue.

4.4 Earnings and EPS

The Proposed Bonus Issue is not expected to have any material effect on the earnings of our Group for the FYE 31 May 2022. However, our Group's EPS will be proportionately diluted due to the increase in the number of DPI Shares in issue upon completion of the Proposed Bonus Issue.

4.5 Convertible securities

As at the LPD, our Company does not have any convertible securities.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of DPI Shares as traded on Bursa Securities for the past 12 months up to the LPD are as follows:

	High RM	Low RM
2020		
July	0.190	0.165
August	0.265	0.175
September	0.235	0.180
October	0.315	0.205
November	0.325	0.235
December	0.345	0.245
2021		
January	0.315	0.270
February	0.370	0.275
March	0.490	0.325
April	0.685	0.460
May	0.595	0.445
June (up to the LPD)	0.625	0.480

Last transacted market price of DPI Shares on 3 June 2021, being the last trading day prior to the announcement of the Proposed Bonus Issue 0.550

Last transacted market price of DPI Shares on the LPD 0.610

(Source: Bloomberg)

6. APPROVALS REQUIRED

The Proposed Bonus Issue is subject to the following approvals being obtained:

- (i) Bursa Securities for the listing of and quotation for the Bonus Shares, which was obtained *vide* its letter dated 25 June 2021, subject to the following conditions:
 - (a) DPI and Affin Hwang IB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue;
 - (b) DPI and Affin Hwang IB to inform Bursa Securities upon the completion of the Proposed Bonus Issue;
 - (c) DPI to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue is completed; and
 - (d) DPI and Affin Hwang IB are required to make the relevant announcements pursuant to Rules 6.36(2)(a) & (b) and 6.36(4) of the Listing Requirements.
- (ii) the shareholders of DPI at the forthcoming EGM; and
- (iii) any other relevant authorities, if required.

The Proposed Bonus Issue is not conditional upon any other proposals undertaken or to be undertaken by our Company.

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

None of our Directors, major shareholders of our Company, Chief Executive and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Bonus Issue, save for their respective entitlements as shareholders of DPI, to which all other shareholders of our Company are similarly entitled.

8. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, having considered all aspects of the Proposed Bonus Issue, including but not limited to the basis, rationale and effects of the Proposed Bonus Issue, is of the opinion that the Proposed Bonus Issue is in the best interest of our Company.

Accordingly, our Board recommends that you **vote in favour** of the resolution pertaining to the Proposed Bonus Issue to be tabled at our Company's forthcoming EGM.

9. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, we expect the Proposed Bonus Issue to be completed within the 3rd quarter of 2021. The tentative timeline for the implementation of the Proposed Bonus Issue is as follows:

Tentative timeline	Key milestones
23 July 2021	<ul style="list-style-type: none">EGMAnnouncement of the Entitlement Date
9 August 2021	Entitlement Date
11 August 2021	<ul style="list-style-type: none">Listing of and quotation for the Bonus SharesCompletion of the Proposed Bonus Issue

10. OTHER CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION

As at the date of this Circular, save for the Proposed Bonus Issue, our Company does not have any other corporate proposals that have been announced but are pending completion.

11. EGM

The EGM, the notice of which is enclosed in this Circular, will be conducted entirely on a virtual basis through live streaming from the Broadcast Venue at 10th Floor, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur on Friday, 23 July 2021 at 10:30 a.m. for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Bonus Issue. In the event the implementation of the Full Lockdown Movement Control Order is extended, the Company will conduct a Fully Virtual EGM via Online Meeting Platform instead of live streaming from the Broadcast Venue.

If you are unable to participate and vote at the virtual EGM and wish to appoint a person to participate and vote in your stead, please complete the Proxy Form in accordance with the instructions contained therein, and deposit it 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 48 hours before the time set for the EGM or any adjournment thereof. The lodging of the Proxy Form does not preclude you from participating and voting remotely at the EGM should you subsequently wish to do so. Please refer to the Administrative Details for further information.

12. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix 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

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

Our Board has seen and approved the contents of this Circular, and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular. They confirm that, after making all reasonable enquiries 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 CONFLICT OF INTEREST

Affin Hwang IB, being the Principal Adviser to our Company for the Proposed Bonus Issue, 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 Bonus Issue.

3. MATERIAL LITIGATION

As at the LPD, neither our Company nor any of our subsidiaries are involved 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 Company or any of our subsidiaries or of any fact likely to give rise to any such proceedings that may materially and adversely affect our Group's financial position or business.

4. MATERIAL COMMITMENTS

Save as disclosed below, as at the LPD, our Board is not aware of any other material commitments incurred or known to be incurred by our Group, which upon becoming enforceable may have a material impact on our Group's financial position or business.

	RM'000
Approved and not contracted for:	
Plant and equipment	19,950

5. CONTINGENT LIABILITIES

As at the LPD, our Board is not aware of any contingent liabilities incurred or known to be incurred by our Group, which upon becoming enforceable may have a material effect on our Group's financial position or business.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our Company's registered office at B-25-B, Block B, Jaya One, No. 72A, Jalan Universiti, 46200 Petaling Jaya, Selangor Darul Ehsan during normal business 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 audited consolidated financial statements for the past 2 FYE 31 May 2019 and 2020 and our latest unaudited quarterly results for the 9-months financial period 28 February 2021; 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 conducted entirely on a virtual basis through live streaming from the Broadcast Venue for the purposes of considering and if thought fit, passing with or without modifications, the resolution set out in this notice. In the event the implementation of the Full Lockdown Movement Control Order is extended, the Company will conduct a Fully Virtual EGM via Online Meeting Platform instead of live streaming from the Broadcast Venue.

Day and Date : Friday, 23 July 2021
Time : 10:30 a.m.
Broadcast Venue : 10th Floor, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF 243,365,500 NEW ORDINARY SHARES IN DPI (“DPI SHARES”) (“BONUS SHARES”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING DPI SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)

“**THAT** subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained, and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board of Directors of DPI (“**Board**”) to issue 243,365,500 Bonus Shares in the share capital of the Company on the basis of 1 Bonus Share for every 2 existing DPI Shares held by the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5:00 p.m. on an entitlement date to be determined and announced later by the Board;

THAT the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing DPI Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date is before the date of allotment and issuance of the Bonus Shares;

THAT the Proposed Bonus Issue will not be implemented on a staggered basis and that any fractional entitlements arising from the Proposed Bonus Issue will be disregarded and shall be dealt with in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute all documents as they may consider necessary to implement, finalise and give full effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations 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 interests of the Company.”

By order of the Board
DPI HOLDINGS BERHAD

WONG YOUN KIM (F) (MAICSA 7018778) (SSM PC No.: 201908000410)
LEE CHIN WEN (F) (MAICSA 7061168) (SSM PC No.: 202008001901)
Company Secretaries

6 July 2021

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 (v) below, where a member appoints two (2) or more proxies, the appointments shall be invalid unless he 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 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) *To be valid, the instrument appointing a proxy or by an officer and the power of attorney or other authority (if any) must be completed and deposited at the Registered Office of the Company at B-25-B, Block B, Jaya One, No. 72A, Jalan Universiti, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for the holding of the EGM or adjourned EGM (or in the case of a poll before the time appointed for the taking of the poll).*
- (v) *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.*
- (vi) *Only a depositor whose name appears on the Record of Depositors as at 15 July 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.*
- (vii) *Pursuant to Clause 72 of the Constitution of the Company, the resolution set out in this Notice will be put to vote by way of poll.*



PROXY FORM

I/We _____ NRIC No.: _____
(Full name in block letters)

of _____
(Address)

Email Address: _____ Mobile Number: _____

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

1) Name of proxy : _____ NRIC No.: _____
(Full name in block letters)

Address : _____ No. of Shares Represented : _____

Email Address: _____ Mobile Number: _____

2) Name of proxy : _____ NRIC No.: _____
(Full name in block letters)

Address : _____ No. of Shares Represented : _____

Email Address: _____ Mobile Number: _____

or *the Chairman of the Meeting as *my/*our proxy to vote for *me/*us and on *my/*our behalf at the Extraordinary General Meeting (“EGM”) of the Company to be held at Friday, 23 July 2021 at 10:30 a.m..

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

ORDINARY RESOLUTION	FOR	AGAINST
PROPOSED BONUS ISSUE		

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

Dated this _____ day of _____ 2021.

NUMBER OF SHARES HELD

Signature / Seal of Shareholders
(*Delete if not applicable)

CDS Account No. _____

Notes:

- (a) A member 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.
- (b) Subject to (e) below, where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- (c) The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his attorney or in the case of a corporation executed under its common seal signed on behalf of the corporation by its attorney or by an officer duly authorised.
- (d) Duly completed form of proxy should be deposited with the Company’s Registered Office at B-25-B, Block B, Jaya One, No. 72A, Jalan Universiti, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for the holding of the EGM or adjourned EGM (or in the case of a poll before the time appointed for the taking of the poll).
- (e) 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.
- (f) Only a depositor whose name appears on the Record of Depositors as at 15 July 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.
- (g) Pursuant to Clause 72 of the Constitution of the Company, the resolution set out in this Notice will be put to vote by way of poll.

Fold this flap for sealing

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STAMP

To:

The Company Secretaries
DPI HOLDINGS BERHAD
Registration No.: 201701035607 (1249778-M)

B-25-B, Block B, Jaya One
No. 72A, Jalan Universiti
46200 Petaling Jaya
Selangor Darul Ehsan

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