

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

AGM4/2021

**MINUTES OF THE FOURTH (4<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE COMPANY CONDUCTED FULLY VIRTUAL FROM THE ONLINE MEETING PLATFORM AT [HTTPS://BIT.LY/3E7FNDH](https://bit.ly/3E7FNDH) PROVIDED BY NICHE & MILESTONES INTERNATIONAL SDN BHD ON MONDAY, 15 NOVEMBER 2021, AT 10.30 A.M.**

Chairman	: Mr. Choy Mui Seng @ Chai Mui Seng ("Mr. Peter Chai")
Shareholders/Proxies Present	: As per Attendance List
Directors Present	: Mr. Chai Chun Vui ("Mr. Adam Chai") Mr. Fong Yoo Kaw @ Fong Yee Kow Datuk Seri Nurmala Binti Abd. Rahim Mr. Lua Kok Hiyong
In Attendance	: Ms. Wong Youn Kim – Company Secretary : Ms. Lee Chin Wen – Company Secretary
By Invitation	: As per Attendance List

**1 CHAIRMAN**

- 1.1 Mr. Peter Chai took the chair and called the conducted virtually meeting to order at 10.30 a.m.
- 1.2 The Chairman informed the attendees that this meeting is conducted in a fully virtual environment in accordance with the Securities Commission's Guidance on the Conduct of General Meetings for Listed Issuers as well as in line with the Government's efforts to encourage social distancing and limiting mass gathering to prevent the spread of COVID -19.
- 1.3 The Chairman then introduced the members of the Board, the Company Secretaries, the Sponsor, Affin Hwang Investment Bank Berhad and the External Auditors, Messrs. Crowe Malaysia PLT who were present virtually via online meeting platform.

**2 QUORUM**

- 2.1 The requisite quorum being present pursuant to Clause 66 of the Constitution of the Company, the Chairman declared the meeting duly convened.

### **3 NOTICE OF MEETING**

- 3.1 The Notice convening the meeting having been circulated together with the Annual Report within the prescribed period was taken as read.

### **4. BRIEFING ON THE HOUSEKEEPING PROCEDURES**

- 4.1 The Company Secretary was invited to brief the shareholders on the housekeeping procedures to be adhered to pertaining to this fully virtual meeting, in tabling and approving the resolutions via the online polling platform for the proposed Six (6) Ordinary Resolutions as set out in the notice of meeting circulated to the shareholders on 30 September 2021.
- 4.2 The Company Secretary briefed the meeting that pursuant to Clause 72 of the Constitution of the Company, any resolution set out in the notice of any general meeting or notice of resolution will be voted by poll, which would be conducted by way of online voting upon completion of the business of the meeting.
- 4.3 The Company has appointed Messrs. Niche & Milestones International Sdn Bhd, as Poll Administrator to conduct the polling process and Messrs. U Search Management Services as Independent Scrutineer to verify the poll results. To facilitate the flow of meeting, Mr. Lua Kok Hiyong and Mr. Fong Yoo Kaw @ Fong Yee Kow, the Company's Directors, who are also the shareholders, have offered themselves to be the Proposer and Seconder for all motions to be tabled at the meeting.

### **5 PRESENTATIONS ON THE GROUP'S OPERATIONS AND FINANCIAL PERFORMANCES**

- 5.1 Before proceeding with the meeting, the Shareholders were enlightened by Mr. Adam Chai's presentation on the overall Group's operations and the financial performance for the year ended 31 May 2021, followed by the Company's responses to the questions received from the Minority Shareholder Watchdog Group ("MSWG") and shareholders as per Annexures 1 and 2, respectively, as attached.

### **6 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MAY 2021**

- 6.1 The Audited Financial Statements for the financial year ended 31 May 2021 together with the Reports of the Directors and Auditors thereon were laid before the meeting pursuant to Section 340(1)(a) of the Companies Act 2016.
- 6.2 The Chairman declared that the financial statements and the reports therein were taken as laid before the meeting pursuant to Section 340(1)(a) of the Companies Act, 2016.

**7 TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS FOR THE FINANCIAL YEAR ENDED 31 MAY 2021**

7.1 The first item on the agenda was to approve the payment of Directors' Fees of RM360,000.00 and benefits of RM1,682,516.00 for the financial year ended 31 May 2021.

7.2 The Chairman put the motion to vote by poll.

**8 TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS TO NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT NOT EXCEEDING RM300,000.00 FROM 1 JUNE 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING**

8.1 The next item on the agenda was to approve the payment of Directors' fees and benefits to Non-Executive Directors up to an amount not exceeding RM300,000.00 from 1 June 2021 until the next Annual General Meeting.

8.2 The Chairman put the motion to vote by poll.

**9 RE-ELECTION OF DIRECTORS RETIRING UNDER THE PROVISION OF THE CONSTITUTION OF THE COMPANY**

9.1 The Chairman informed the meeting that the following Directors were retiring by rotation pursuant to Clause 95 of the Company's Constitution and being eligible, had offered themselves for re-election: -

- (a) Mr. Choy Mui Seng @ Chai Mui Seng
- (b) Datuk Seri Nurmala binti Abd. Rahim

9.2 The Chairman requested Mr. Adam Chai to chair the meeting for this agenda. Mr. Adam Chai put the following motions to vote by poll:

"THAT Mr. Choy Mui Seng @ Chai Mui Seng retiring pursuant to Clause 95 of the Company's Constitution be and is hereby re-elected as Director of the Company."

"THAT Datuk Seri Nurmala binti Abd. Rahim retiring pursuant to Clause 95 of the Company's Constitution be and is hereby re-elected as Director of the Company."

9.3 Mr. Adam Chai handed over the meeting to the Chairman to continue the rest of the agenda.

## **10 RE-APPOINTMENT OF CROWE MALAYSIA PLT AS AUDITORS**

- 10.1 The next item on the agenda is the re-appointment of Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration.
- 10.2 The Chairman put the motion to vote by poll.

## **11 SPECIAL BUSINESS**

### **11.1 AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 & 76 OF THE COMPANIES ACT, 2016**

- 11.1.1 The Chairman proceeded to move the following motion: -

#### **Ordinary Resolution: -**

#### **Authority to allot and issue shares pursuant to Section 75 & 76 of the Companies Act, 2016**

“THAT subject to the Companies Act, 2016, the Constitution of the Company and the approvals of the Securities Commission, 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 Section 75 and Section 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 and quotation of 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 of the Company.”

- 11.1.2 The Chairman put the motion to vote by poll.

## **12. QUESTION AND ANSWER**

A summary of questions raised by the shareholders together with the Company's responses was annexed hereto and marked as “Annexure 2”.

## **13. ANY OTHER BUSINESS**

- 13.1 Upon the confirmation of the Company Secretary, the Chairman declared that the Company had not received any notice for transact of any other business which due notice had been given in accordance with the Companies Act, 2016.

#### 14. POLLING

- 14.1 The Chairman informed that the meeting was adjourned for approximately 10-15 minutes for the polling and the voting results to be verified.

#### 15 ANNOUNCEMENT OF POLL RESULTS

- 15.1 At 11.30 a.m., the Chairman reconvened the meeting for the declaration of results. He informed that he had received the poll results and the said results were verified by the Independent Scrutineer. The Chairman read out the poll results in respect of Ordinary Resolutions 1 to 6 as displayed, which were carried as follows:

- 15.2 Resolution 1: To Approve the Payment of Directors' Fees of RM360,000.00 And Benefits of RM1,682,516.00 for the Financial Year Ended 31 May 2021

Poll result: -

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
<b>Ordinary Resolution 1</b>	545,561,136	99.9986	7,800	0.0014

Based on the poll result, the Chairman declared that Resolution 1 was carried as follow: -

“THAT the directors’ fees of RM360,000.00 and benefits of RM 1,682,516.00 for the financial year ended 31 May 2021 be approved.”

- 15.3 Resolution 2: To Approve the Payment of Directors' Fees and Benefits to Non-Executive Directors Up to An Amount Not Exceeding RM300,000.00 From 1 June 2021 Until the Next Annual General Meeting

Poll result: -

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
<b>Ordinary Resolution 2</b>	545,551,286	99.9968	17,650	0.0032

Based on the poll result, the Chairman declared that Resolution 2 was carried as follow: -

“THAT the Payment of Directors’ Fees and Benefits to Non-Executive Directors Up to An Amount Not Exceeding RM300,000.00 From 1 June 2021 Until the Next Annual General Meeting be approved.”

15.4 Resolution 3: To Re-elect Mr. Choy Mui Seng @ Chai Mui Seng as Director – Clause 95 of the Constitution of the Company

Poll result: -

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
<b>Ordinary Resolution 3</b>	545,555,436	99.9986	7,500	0.0014

Based on the poll result, the Chairman declared that Resolution 3 was carried as follow: -

“THAT Mr. Choy Mui Seng @ Chai Mui Seng who is retiring pursuant to Clause 95 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

15.5 Resolution 4: To Re-elect Datuk Seri Nurmala binti Abd. Rahim as Director – Clause 95 of the Constitution of the Company

Poll result: -

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
<b>Ordinary Resolution 4</b>	545,561,286	99.9986	7,650	0.0014

Based on the poll result, the Chairman declared that Resolution 4 was carried as follow: -

“THAT Datuk Seri Nurmala binti Abd. Rahim who is retiring pursuant to Clause 95 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

15.6 Resolution 5: To re-appoint Messrs. Crowe Malaysia PLT who have indicated their willingness as Auditors of the Company and to authorise the Directors to fix their remuneration

Poll result: -

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
<b>Ordinary Resolution 5</b>	545,561,436	99.9986	7,500	0.0014

Based on the poll result, the Chairman declared that Resolution 5 was carried as follow: -

“THAT Messrs. Crowe Malaysia PLT who have indicated their willingness to act as Auditors of the Company, be and is hereby appointed at a remuneration to be fixed by Directors.”

15.7 Resolution 6: Special Business - To approve the authority to Directors to allot and issue shares pursuant to Section 75 & 76 of the Companies Act, 2016

Poll result: -

<b>Resolution</b>	<b>For</b>		<b>Against</b>	
	<b>No. of Shares</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>
<b>Ordinary Resolution 5</b>	545,561,286	99.9986	7,650	0.0014

Based on the poll result, the Chairman declared that Resolution 6 was carried as follow: -

“THAT special business pertaining to the authority to Directors to allot and issue shares pursuant to Sections 75 & 76 of the Companies Act, 2016, which is as set out in the notice of meeting be approved.”

## 16 CLOSURE OF MEETING

- 16.1 As there was no other matter to be discussed, for which due notice has been given in accordance with the Companies Act, 2016, the meeting concluded at 11.40 a.m. with a note of thanks to the Chair.

Confirmed as a correct record

**CHAIRMAN**