

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

AGM7/2024

MINUTES OF THE SEVENTH (7TH) ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE GREENS III (SPORTS WING), TROPICANA GOLF & COUNTRY RESORT, JALAN KELAB TROPICANA, 47410 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA ON FRIDAY, 29 NOVEMBER 2024, AT 10.00 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. Lee Chin Wen – Company Secretary |
| By Invitation | : As per Attendance List |

1. CHAIRMAN

- 1.1 Mr. Peter Chai as the Chairman of the Board of Directors presided over the meeting in accordance with Clause 69 of the Company's Constitution.

2. QUORUM

- 2.1 The requisite quorum being present pursuant to Clause 66 of the Constitution of the Company, the meeting had a requisite quorum, as confirmed by the Secretary. The Chairman called the meeting to order at 10.05 a.m. and welcomed all present at the 7th Annual General Meeting of the Company.

3. NOTICE OF MEETING

- 3.1 The Notice convening the Meeting, having been circulated together with the Annual Report within the prescribed period, was with the permission of the Meeting taken as read and this was seconded by **Ms. Chen Sook Yee (a shareholder)**.
- 3.2 The Secretary was invited to brief the Meeting on the procedures of the meeting and voting for the proposed Six (6) ordinary resolutions as set out in the notice of meeting circulated to the shareholders on 30 September 2024.
- 3.3 The Secretary briefed the shareholders that pursuant to the Listing Requirements of Bursa Malaysia Securities Berhad, any resolution set out in the notice of any general meeting or notice of resolution will be voted by way of poll, which would be conducted upon completion of the remaining business of the meeting

4. PRESENTATION ON THE GROUP'S OVERALL PERFORMANCE AND HIGHLIGHTS OF THE COMPANY

- 4.1 Before proceeding with the meeting, the shareholders were presented with a brief overview of the Group's performance by Mr. Adam Chai, the Deputy Managing Director of the Company, followed by a presentation on the financial performance for the financial year ended 31 May 2024 by Ms. Esther Quah Li Yee ("Ms. Esther"), the Chief Financial Officer of the Company. Details of these presentation is attached as Annexure 1.

5. MINORITY SHAREHOLDER WATCHDOG GROUP AND SHAREHOLDERS – QUESTIONS AND ANSWERS

- 5.1 Chairman informed the Meeting that the Company has received a list of questions from Minority Shareholder Watchdog Group ("MSWG") and shareholders prior to the Meeting.
- 5.2 Ms. Esther presented the questions that were raised by the MSWG and shareholders, along with the Company's responses as per Annexure 2 and 3 as attached.

6. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MAY 2024

- 6.1 The Audited Financial Statements for the financial year ended 31 May 2024 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 invited questions pertaining to the financial statements from the members and proxies. However, no questions were raised during the meeting.
- 6.3 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 2024

- 7.1 The first item on the Agenda was to approve the payment of Directors' Fees of RM360,000.00 and benefits of RM1,600,302.00 for the financial year ended 31 May 2024.
- 7.2 Upon the proposal by **Ms. Chen Sook Yee (a shareholder)** and duly seconded by **Mr Chan Fung Han (a shareholder)**, the Chairman put the motion to the Meeting to vote.

8. TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS TO NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT NOT EXCEEDING RM350,000.00 FROM 1 JUNE 2024 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 RM350,000.00 from 1 June 202 until the next Annual General Meeting
- 8.2 Upon the proposal by **Ms. Chen Sook Yee (a shareholder)** and duly seconded by **Mr Chan Fung Han (a shareholder)**, the Chairman put the motion to the Meeting to vote.

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) Mr. Lua Kok Hiyong

9.2 As the agenda related to his re-election, the Chairman hereby nominated Mr. Adam Chai to chair the meeting for this agenda. Upon the proposal by **Mr. Chee Sai Mun (a shareholder)** and duly seconded by **Mr Chang Yoke Long (a shareholder)**, the Chairman put the following motion to the Meeting to vote:

“THAT **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.”

9.3 Upon the proposal by **Mr. Lim San Kim (a shareholder)** and duly seconded by **Ms. Lim Choon Ean (a shareholder)**, Mr. Adam Chai put the following motion to the Meeting to vote:

“THAT **Mr. Lua Kok Hiyong** retiring pursuant to Clause 95 of the Company's Constitution be and is hereby re-elected as Director of the Company.”

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

10. RE-APPOINTMENT OF MESSRS CROWE MALAYSIA PLT AS AUDITORS

10.1 The next item on the agenda is the re-appointment of Messrs Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the directors to determine their remuneration.

10.2 On the proposal by **Mr. Lim San Kim (a shareholder)** and duly seconded by **Mr. Chan Fung Han (a shareholder)** the Chairman put the motion to the meeting to vote.

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 informed the Meeting that the next item on the agenda was to consider and if thought fit, to pass an Ordinary Resolution authorising the Directors pursuant to Sections 75 & 76 of the Companies Act, 2016 to allot and issue shares not exceeding 10% of the Company's total issued share capital. The Meeting noted that the primary purpose of this resolution would be to give flexibility to the Board of Directors to issue and allot shares at any time at their absolute discretion and in the best interest of the Company without having to convene a separate general meeting. This authority shall continue in force until the conclusion of the next Annual General Meeting.

11.1.2 Upon the proposal by **Mr. Chan Fung Han (a shareholder)** and duly seconded by **Ms. Chen Sook Yee (a shareholder)**, the Chairman put the following motion to the Meeting to vote:

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 Bursa Malaysia Securities Berhad and other relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 & 76 of the Companies Act, 2016 to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued share capital of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on 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.

THAT pursuant to Section 85 of the Companies Act, 2016, read together with Clause 5 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares pursuant to Sections 75 & 76 of the Companies Act, 2016.”

12. ANY OTHER BUSINESS

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

13. POLLING PROCESS

- 13.1 The Chairman invited Mr. Farhan Khaider, the representative of Boardroom Share Registrars Sdn. Bhd. to brief shareholders on the polling procedures. Mr. Farhan Khaider informed the Meeting that the Company had appointed Messrs. USearch Corporate Services Sdn. Bhd. as the scrutineers for the poll. The Meeting was adjourned for approximately 20 to 30 minutes for the polling and the vote results to be ascertained. The Meeting was later re-convened for the declaration of the poll results.

14. ANNOUNCEMENT OF POLL RESULTS

- 14.1 At 11.10 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 Scrutineers. The Chairman read out the poll results in respect of Ordinary Resolutions 1 to 6 as displayed, which were carried as follows:

- 14.2 Resolution 1: To Approve the Payment of Directors’ Fees of RM360,000.00 and Benefits of RM1,600,302.00 for the financial year ended 31 May 2024

Poll result:

| Resolution | For | | Against | |
|------------------------------|---------------|---------|---------------|--------|
| | No. of Shares | % | No. of Shares | % |
| Ordinary Resolution 1 | 541,953,101 | 99.9999 | 700 | 0.0001 |

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 RM1,600,302.00 for the financial year ended 31 May 2024 be approved.”

- 14.3 Resolution 2: To Approve the Payment of Directors’ Fees and Benefits to Non-Executive Directors up to an amount not exceeding RM350,000.00 from 1 June 2024 until the next Annual General Meeting

Poll result:

| Resolution | For | | Against | |
|------------------------------|---------------|---------|---------------|--------|
| | No. of Shares | % | No. of Shares | % |
| Ordinary Resolution 2 | 541,952,901 | 99.9998 | 900 | 0.0002 |

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 RM350,000.00 from 1 June 2024 until the next Annual General Meeting be approved.”

- 14.4 Resolution 3: To Re-elect of 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 | % |
| Ordinary Resolution 3 | 541,953,401 | 99.9999 | 400 | 0.0001 |

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.”

- 14.5 Resolution 4: To Re-elect Mr. Lua Kok Hiyong as Director – Clause 95 of the Constitution of the Company

Poll result:

| Resolution | For | | Against | |
|------------------------------|---------------|---------|---------------|--------|
| | No. of Shares | % | No. of Shares | % |
| Ordinary Resolution 4 | 541,953,401 | 99.9999 | 400 | 0.0001 |

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

“THAT Mr. Lua Kok Hiyong who is retiring pursuant to Clause 95 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

- 14.6 Resolution 5: To re-appoint of 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 | % |
| Ordinary Resolution 5 | 541,952,901 | 99.9998 | 900 | 0.0002 |

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 as is hereby appointed at a remuneration to be fixed by Directors.”

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

Poll result:

| Resolution | For | | Against | |
|------------------------------|---------------|---------|---------------|--------|
| | No. of Shares | % | No. of Shares | % |
| Ordinary Resolution 6 | 541,936,401 | 99.9968 | 17,400 | 0.0032 |

Based on the poll result, the e 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 Section 75 & 76 of the Companies Act, 2016, which is as set out in the notice of meeting be approved.”

15. CLOSURE OF MEETING

- 15.1 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 11.15 a.m. with a note of thanks to the Chair.

Confirmed as a Correct Record

CHOY MUI SENG @ CHAI MUI SENG
Chairman