



DPI HOLDINGS BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth (9th) Annual General Meeting of the Company will be held at Function Room 1, Level 1, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor, Malaysia on Thursday, 19th November 2026, at 10.30 a.m. for the following purposes:

A G E N D A

AS ORDINARY BUSINESS

1. To table the Audited Financial Statements for the year ended **31 May 2026** together with the Reports of the Directors (Please refer to Note A) and Auditors thereon. **(Resolution 1)**
2. To approve the payment of Directors' Fees of RM360,000 and benefits of RM1,790,836 for the financial year ended **31 May 2026**. **(Resolution 2)**
3. To approve the payment of Directors' Fees and benefits to Non-Executive Directors up to an amount not exceeding RM360,000 from 1 June 2026 until the next Annual General Meeting. **(Resolution 3)**
4. To re-elect the following Directors retiring in accordance with Clause 95 of the Constitution of the Company:
(a) Mr. Choy Mui Seng @ Chai Mui Seng **(Resolution 4)**
(b) Mr. Fong Yoo Kaw @ Fong Yee Kow **(Resolution 5)**
5. To re-appoint Messrs Crowe Malaysia PLT (LLP0018817-LCA) (AF 1018) as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without any modifications, the following as Ordinary Resolution:

6. **ORDINARY RESOLUTION – AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT, 2016** **(Resolution 7)**
"THAT subject to the Companies Act, 2016, the Constitution of the Company and the approvals of Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 & 76 of the Companies Act, 2016 to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued share capital of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."
7. **ORDINARY RESOLUTION – PROPOSED CONTINUATION IN OFFICE OF DATUK SERI NURMALA BINTI ABD. RAHIM AS SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR** **(Resolution 8)**
"THAT authority be and is hereby given to Datuk Seri Nurmala Binti Abd. Rahim who has served as Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Senior Independent Non-Executive Director of the Company."
8. **ORDINARY RESOLUTION – PROPOSED CONTINUATION IN OFFICE OF MR. FONG YOO KAW @ FONG YEE KOW AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **(Resolution 9)**
"THAT authority be and is hereby given to Mr. Fong Yoo Kaw @ Fong Yee Kow who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company."
9. **ORDINARY RESOLUTION – PROPOSED CONTINUATION IN OFFICE OF MR. LUA KOK HIYONG AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **(Resolution 10)**
"THAT authority be and is hereby given to Mr. Lua Kok Hiyong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company."

By Order of the Board

WONG YOUN KIM (F) (MAICSA 7018778)

(SSM PC No.: 201908000410)

Company Secretary

30 September 2026

Notes:

- (A) The Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.
- (1) A member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (2) Subject to Note (3) below, where a member appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- (3) The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his/her attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney duly authorised.
- (4) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- (5) Where the Form of Proxy is executed by a corporation, it must be executed under its seal or under the hand of its attorney.
- (6) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must, to be valid, be deposited at the office of the Company's Registrars, Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia. Alternatively, the form of proxy may also be lodged electronically via <https://investor.boardroomlimited.com> not less than forty-eight (48) hours, i.e. latest by Tuesday, 17th November 2026 at 10.30 a.m., before the time appointed for holding the Meeting, or any adjournment thereof.
- (7) Only a depositor whose name appears on the Record of Depositors as at 11 November 2026 shall be entitled to attend the said meeting and to appoint a proxy or proxies to attend, speak and/or vote on his/her behalf.
- (8) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and Clause 72 of the Company's Constitution, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory notes on Special Business:

- (9) Resolution 6
Ordinary Resolution – Authority to allot and issue shares pursuant to Sections 75 & 76 of the Companies Act, 2016
The proposed Ordinary Resolution 6 is a renewable mandate for the issue of shares under Sections 75 & 76 of the Companies Act, 2016. If passed, will give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares (other than bonus or rights issue) and for such purposes as they consider would be in the best interests of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. 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. No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last AGM held on 19th November 2025 pursuant to this authority.
The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to the placing of shares, funding future investment(s), acquisition(s) and working capital and thereby reducing administrative time and cost associated with the convening of such meeting(s).
- (10) Resolution 7
Ordinary Resolution – Proposed Continuation in Office of Datuk Seri Nurmala Binti Abd. Rahim as Senior Independent Non-Executive Director
In line with the Malaysian Code on Corporate Governance, the Board of Directors has assessed the independence of Datuk Seri Nurmala Binti Abd. Rahim, who has served as Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and the Board has recommended her to continue to act as Senior Independent Non-Executive Director of the Company based on the following justifications:

Explanatory notes on Special Business: (Cont'd)

- (10) Resolution 7 (Cont'd)
 - (i) Datuk Seri Nurmala Binti Abd. Rahim has fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements of Bursa Securities, and hence, she would be able to provide an element of objectivity, independent judgement and balance to the Board;
 - (ii) Her length of services on the Board of more than nine (9) years does not in any way interfere with her exercise of objective judgement or her ability to act in the best interests of the Company and Group. In fact, Datuk Seri Nurmala Binti Abd. Rahim, has been with the Company for more than nine (9) years, is familiar with the Group's business operations and has devoted sufficient time and commitment to her role and responsibilities as Senior Independent Director for informed and balance decision making; and
 - (iii) She has exercised due care during her tenures as Senior Independent Director of the Company and has discharged her duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the interest of the Company and its shareholders.
- (11) Resolution 8
Ordinary Resolution – Proposed Continuation in Office of Mr. Fong Yoo Kaw @ Fong Yee Kow as Independent Non-Executive Director
In line with the Malaysian Code on Corporate Governance, the Board of Directors has assessed the independence of Mr. Fong Yoo Kaw @ Fong Yee Kow, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and the Board has recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:
 - (i) Mr. Fong Yoo Kaw @ Fong Yee Kow has fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements of Bursa Securities, and hence, he would be able to provide an element of objectivity, independent judgement and balance to the Board;
 - (ii) His length of services on the Board of more than nine (9) years does not in any way interfere with his exercise of objective judgement or his ability to act in the best interests of the Company and Group. In fact, Mr. Fong Yoo Kaw @ Fong Yee Kow, has been with the Company for more than nine (9) years, is familiar with the Group's business operations and has devoted sufficient time and commitment to his role and responsibilities as Independent Director for informed and balance decision making; and
 - (iii) He has exercised due care during his tenures as Independent Director of the Company and has discharged his duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the interest of the Company and its shareholders.
- (12) Resolution 9
Ordinary Resolution – Proposed Continuation in Office of Mr. Lua Kok Hiyong as Independent Non-Executive Director
In line with the Malaysian Code on Corporate Governance, the Board of Directors has assessed the independence of Mr. Lua Kok Hiyong, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and the Board has recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:
 - (i) Mr. Lua Kok Hiyong has fulfilled the criteria under the definition of Independent Director as stated in the ACE Market Listing Requirements of Bursa Securities, and hence, he would be able to provide an element of objectivity, independent judgement and balance to the Board;
 - (ii) His length of services on the Board of more than nine (9) years does not in any way interfere with his exercise of objective judgement or his ability to act in the best interests of the Company and Group. In fact, Mr. Lua Kok Hiyong, has been with the Company for more than nine (9) years, is familiar with the Group's business operations and has devoted sufficient time and commitment to his role and responsibilities as Independent Director for informed and balance decision making; and
 - (iii) He has exercised due care during his tenures as Independent Director of the Company and has discharged his duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the interest of the Company and its shareholders.