



**DIGISTAR CORPORATION BERHAD**  
(603652-K)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fourteenth Annual General Meeting of Digistar Corporation Berhad will be held at Merak 3, Level 2, De Palma Hotel Ampang, Jalan Selaman 1/2, Palm Square, Ampang Point, Jalan Ampang, 68000 Ampang, Selangor Darul Ehsan on Tuesday, 28 February 2017 at 11.00 a.m. for the following purposes:

### AGENDA

#### As Ordinary Businesses:

- To receive the Audited Financial Statements for the financial year ended 30 September 2016 together with the Reports of the Directors and Auditors thereon. (Refer to Explanatory Note 1)
- To approve the payment of Directors' fees amounting to RM90,000.00 for the financial year ended 30 September 2016. (Ordinary Resolution 1)
- To re-elect the following Directors who are retiring under Article 86 of the Articles of Association of the Company:
  - Dato' Haji Ishak Bin Haji Mohamed (Ordinary Resolution 2)
  - Lee Mely (Ordinary Resolution 3)
- To re-elect Thee Kok Chuan who is retiring under Article 92 of the Articles of Association of the Company. (Ordinary Resolution 4)
- To consider and if thought fit, to pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965:

"THAT, Tan Sri Datuk Mohd Zaman Khan @ Hassam B Rahim Khan retiring pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed a Director of the Company and to hold office until the conclusion of the next Annual General Meeting". (Ordinary Resolution 5)
- To re-appoint Messrs Crowe Horwath as Auditors for the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

#### As Special Businesses:

To consider and if thought fit, pass the following Ordinary Resolutions:

- Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965**

"THAT, subject to the Companies Act, 1965 the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant government /regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad." (Ordinary Resolution 7)  
(Please refer to Explanatory Note 2)
- Proposed Renewal of Authority to Purchase the Company's Own Shares**

"THAT, subject to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Directors of the Company, with effect from the date on which this resolution is passed, be and are hereby authorised to purchase such number of ordinary shares of RM0.10 each in the Company as may be determined by the Directors of the Company from time to time through the Main Market of Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

  - the aggregate number of ordinary shares purchased and/or retained by the Company as treasury shares pursuant to this resolution shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company during the authorised period;
  - the maximum fund allocated by the Company for the Share Buy-back shall not exceed the total retained profits and share premium account of the Company and based on the Audited Financial Statements as at 30 September 2016, the retained profits and share premium account of the Company were RM714,931 and RM31,120,927 respectively. Based on the unaudited First Quarter results for the period ended 31 December 2016, the retained profits and share premium account of the Company were RM2,215,876 and RM31,120,927 respectively;
  - the authority conferred by this resolution shall continue to be in force until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting or upon the expiration of the period within which the next Annual General Meeting after that date is required by law to be held, whichever occurs first; and
  - upon completion of the purchase(s) of the shares by the Company, the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:
    - cancel all the shares so purchased; or
    - retain the shares so purchased as treasury shares; or
    - retain part of the shares so purchased as treasury shares and cancel the remainder; or
    - distribute the treasury shares as dividend to shareholders and/or resell on the market of Bursa Securities and/or cancel all or part of them; or

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements of the Bursa Securities and any other relevant authority for the time being in force." (Ordinary Resolution 8)  
(Please refer to Explanatory Note 3)

#### BY ORDER OF THE BOARD

TAN BEE HWEE (MAICSA 7021024)

WONG WAI FOONG (MAICSA 7001358)

Company Secretaries

Kuala Lumpur

26 January 2017

#### Notes:

- For the purpose of determining a member who shall be entitled to attend, speak and vote at the Fourteenth Annual General Meeting, the Company shall be requesting the Record of Depositors as at 21 February 2017. Only a depositor whose name appears on the Record of Depositors as at 21 February 2017 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend, speak and vote on his/her stead.
- A member entitled to attend, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak and vote in his/her stead. If a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney or if such appointor is a corporation under its common seal or the hands of its attorney.
- The instrument appointing a proxy or the power of attorney (if any) under which it is signed or an office copy or notarially certified copy thereof shall be deposited at the Registered Office of the Company at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding of the meeting.
- If the Form of Proxy is signed under the hands of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If the Form of Proxy is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in the Form of Proxy.

#### Explanatory Notes

##### 1. Item 1 of the Agenda

To receive the Audited Financial Statements for the financial year 30 September 2016 together with the Reports of the Directors and Auditors thereon.

This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

##### 2. Item 7 of the Agenda

###### Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution 7 is proposed to seek for a renewal of general authority pursuant to Section 132D of the Companies Act, 1965, if passed, it will give the Directors of the Company from the date of the above meeting, authority to allot and issue ordinary shares from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.

As at the date of this notice, 45,604,000 new shares in the Company were issued pursuant to the mandate granted to the Directors at the Thirteenth Annual General Meeting held on 24 March 2016 and which will lapse at the conclusion of the Fourteenth Annual General Meeting. The proceeds of RM6,384,560.00 raised from the issuance of 45,604,000 shares via the Private Placement as at the date of this Notice were utilised for working capital of the Company, partial repayment of term loan and to defray expenses related to the Private Placement

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further placing of shares for purpose of funding investment(s), working capital and/or acquisitions, at any time to such persons in their absolute discretion without convening a general meeting as it would be both costs and time-consuming to organise a general meeting.

##### 3. Item 8 of the Agenda

###### Proposed Renewal of Authority to Purchase the Company's Own Shares

The proposed Ordinary Resolution 8, if passed, will empower the Company to purchase and/or hold up to a maximum of ten per centum (10%) of the issued and paid-up share of the Company at any point of time, by utilising the amount allocated which shall not exceed the total retained profits and/or share premium account of the Company, subject to the Act, Listing Requirements of Bursa Securities, any prevailing laws, orders, regulations, rules, regulations and guidelines issued by the relevant authorities at the time of purchase. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

Please refer to the Statement to Shareholders as set out in this Annual Report for further information.