

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (“EGM”) of Datasonic Group Berhad (“Datasonic” or “Company”) will be held at the Conference Room, Level 6, Bangunan Setia 1, No. 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur (“Broadcast Venue”) on Thursday, 17 September 2020 at 11:30 a.m. or immediately after the conclusion of the Twelfth Annual General Meeting of the Company (which will be held at the same venue on the same day at 10:00 a.m.), whichever is later or at any adjournment thereof through live streaming and online remote voting via the Remote Participation and Electronic Voting (“RPEV”) facilities which are available at Boardroom Share Registrars Sdn Bhd’s (“Boardroom”) online website at <https://boardroomlimited.my>, for the purpose of considering and if thought fit, passing with or without modifications the resolution set out below:-

**ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 2,176,875,000 NEW ORDINARY SHARES IN DATASONIC (“DATASONIC SHARES” OR “SHARES”) (“BONUS SHARES”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 DATASONIC SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE”)**

**“THAT** subject to the approvals granted by Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation of the Bonus Shares to be issued pursuant to the Proposed Bonus Issue, additional warrants 2018/2023 in Datasonic (“Warrants A”) to be issued arising from such adjustment as may be made to the number of outstanding Warrants A pursuant to the Proposed Bonus Issue (“Additional Warrants A”) and new Datasonic Shares to be issued arising from the exercise of the Additional Warrants A on the Main Market of Bursa Securities, and by any other relevant authorities/ parties (if required), the Board of Directors of the Company (“Board”) be and is hereby authorised to allot and issue up to 2,176,875,000 Bonus Shares in the share capital of the Company credited as fully paid to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later (“Entitlement Date”) on the basis of 1 Bonus Share for every 1 existing Datasonic Share held;

**THAT** the Board be and is hereby authorised to implement any other adjustments to the exercise price and number of outstanding Warrants A in accordance with the deed poll dated 18 June 2018 constituting the Warrants A as a result of the Proposed Bonus Issue and to issue the Additional Warrants A and the new Datasonic Shares arising from the exercise of the Additional Warrants A;

**THAT** the Bonus Shares and the new Datasonic Shares to be issued arising from the exercise of the Additional Warrants A shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Datasonic Shares, save and except that the Bonus Shares and the new Datasonic Shares to be issued arising from the exercise of the Additional Warrants A will not be entitled to any dividends, rights, allotments and/ or any other distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Bonus Shares and the new Datasonic Shares to be issued arising from the exercise of the Additional Warrants A;

**THAT** any fractional entitlements under the Proposed Bonus Issue will be disregarded and will be dealt with in such manner and on such terms and conditions as the Board shall in its sole and absolute discretion deem fit, expedient and in the best interest of the Company;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents to give 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 imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue.”

By Order of the Board

**NIU CHEW WEI (MAICSA 7022900)**

SSM Practising Certificate Registration No.: 202008001346

Company Secretary

Kuala Lumpur  
25 August 2020

**Notes: -**

- (1) *As a precautionary measure amid COVID-19 outbreak, the EGM will be conducted on a fully virtual basis through live streaming and online remote voting via the RPEV facilities which are available at Boardroom’s online website at <https://boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via the RPEV facilities.*
- (2) *The main and only venue of the EGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 106 of the Company’s Constitution that requires the Chairman of the Meeting to be present at the main venue of the Meeting. Shareholders/proxies/corporate representatives should not be physically present nor will they be admitted at the Broadcast Venue on the day of the EGM.*
- (3) *A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. Since the EGM will be conducted via a virtual meeting, a member who is unable to attend and vote at the Meeting may appoint the Chairman of the Meeting as his/ her proxy and indicate the voting instruction in the Form of Proxy. For Corporate Shareholder, Authorised Nominee and Exempt Authorised Nominee, you may also appoint a proxy who is not the Chairman of the Meeting.*
- (4) *Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*
- (5) *Where a member 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 Industries (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.*
- (6) *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of its attorney or duly authorised officer.*
- (7) *The instrument appointing a proxy or proxies 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 be deposited at the office of Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd [Registration No. 199601006647 (378993-D)] at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.*
- (8) *The proxy appointment may also be lodged electronically at <https://boardroomlimited.my> not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof. For further information, please refer to the “Electronic Lodgement of Form of Proxy” in the Administrative Guide.*
- (9) *In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at 3 September 2020 shall be entitled to attend the said meeting or appoint proxy(ies) to attend, speak and vote in his/her stead.*
- (10) *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, voting at the EGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the result of the poll respectively.*