DATASONIC GROUP CATASONIC GROUP BERHAD (Registration No. 200801008472 (809759-X)) (Incorporated in Malaysia)

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NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING		
NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting ("AGM") of DATASONIC GROUP BERHAD (Registration No. 200801008472 (809759-X)) (the "Company") will be held and conducted on a fully virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities to be provided by SS E Solutions Sdn Bhd via Securities Services e-Portal's platform at <u>https://sshsb.net.my</u> in Malaysia on Wednesday, 15 September 2021 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:- <b>AGENDA</b>		
<ul> <li>As Ordinary Business</li> <li>To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2021 together with the Reports of the Directors and Auditors thereon. (<i>Please refer to Explanatory Note A</i>)</li> <li>To approve the payment of Directors' fees to the Non-Executive Directors of the Company up to an amount of RM1,100,000 from the day after the Thirteenth AGM until the next AGM of the Company, to be payable a monthly</li> </ul>		AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the purchase(s) of the ordinary shares with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company." ( <i>Please refer to Explanatory</i> , Note E)
basis in arrears. Ore (Please refer to Explanatory Note B)	dinary Resolution 1	9. Ordinary Resolution Retention of General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd) as Independent Non-Executive
3. To approve the payment Directors' benefits to the Non-Executive Directors of the Company up to an amount of	dinary Resolution 2	Director of the Company "THAT General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd) who has served as an Independent Non-Executive
<ol> <li>To re-elect the following Directors who retire in accordance with Clause 165 of the Constitution of the Company and being eligible, have offered themselves for re-election:-</li> </ol>		Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance ("MCCG")." Ordinary Resolution 12
	dinary Resolution 3	(Please refer to Explanatory Note F) 10. Ordinary Resolution
(Please refer to Explanatory Note $\tilde{C}$ )	dinary Resolution 4	Retention of Dato'Wan Mohd Safiain bin Wan Hasan as Independent Non-Executive Director of the Company "THAT subject to the passing of Ordinary Resolution 3, Dato'Wan Mohd Safiain bin Wan Hasan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and
<ol> <li>To re-elect the following Directors who retire in accordance with Clause 156 of the Constitution of the Company and being eligible, have offered themselves for re-election:-</li> <li>a) Encik Wan Zalizan bin Wan Jusoh</li> </ol>	dinary Resolution 5	is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the MCCG." Ordinary Resolution 13
b) Mr Chia Kok Khuang Ore	dinary Resolution 6 dinary Resolution 7	(Please refer to Explanatory Note F) 11. Ordinary Resolution
<ul> <li>d) Encik Azrul bin Yahaya</li> <li>6. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM of the</li> </ul>	dinary Resolution 8	Retention of Dato' Wan Ibrahim bin Wan Ahmad as Independent Non-Executive Director of the Company "THAT Dato' Wan Ibrahim bin Wan Ahmad who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-
As Special Business	dinary Resolution 9	Executive Director of the Company until the conclusion of the next AGM in accordance with the MCCG." Ordinary Resolution 14 (Please refer to Explanatory Note F)
To consider and, if thought fit, to pass the following Ordinary Resolutions:- 7. Ordinary Resolution		12. Ordinary Resolution Retention of Mr Yee Kim Shing @ Yew Kim Sing as Independent Non-Executive Director of the Company
Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016 "THAT subject to Sections 75 and 76 of the Companies Act, 2016, the Constitution of the Company and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered		"THAT subject to the passing of Ordinary Resolution 4, Mr Yee Kim Shing @ Yew Kim Sing who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next AGM
to issue and allot shares in the Company, at any time, to such persons 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		in accordance with the MCCG." Ordinary Resolution 15 (Please refer to Explanatory Note F)
shares to be issued does not exceed ten per centum (10%) of the total number of issued shares 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		13. Ordinary Resolution Proposed allocation of Employees' Share Option Scheme Options to Encik Wan Zalizan bin Wan Jusoh "THAT pursuant to the Employees' Share Option Scheme ("ESOS") of the Company approved by the shareholders
commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company." Ordi	inary Resolution 10	of the Company at the Extraordinary General Meeting held on 20 February 2020, approval be and is hereby given to the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant ESOS Options
(Please refer to Explanatory Note D) Ordinary Resolution Proposed Renewal of Share Buy-Back Authority		to Encik Wan Zalizan bin Wan Jusoh, being the Managing Director of the Company, provided that not more than 10% of the ESOS Options shall be allocated to him if he is a Director of the Company and/or he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued ordinary shares of
"THAT subject to the Companies Act, 2016 ("the Act"), the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and the approvals of all relevant		the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws." Ordinary Resolution 16
governmental and/or regulatory authorities (if any), approval be and is hereby given to the Company to purchase such number of ordinary shares as may be determined by the Directors of the Company from time to time through		( <i>Please refer to Explanatory Note G</i> ) 14. Ordinary Resolution Proposed allocation of Employees' Share Option Scheme Options to Mr Chia Kok Khuang
Bursa Malaysia upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:- a) the maximum aggregate number of ordinary shares to be purchased by the Company shall not exceed ten per		THAT pursuant to the Employees' Share Option Scheme ("ESOS") of the Company approved by the shareholders of the Company at the Extraordinary General Meeting held on 20 February 2020, approval be and is hereby given to
centum (10%) of the total number of issued shares of the Company at any point in time; b) the maximum fund to be allocated by the Company for the purpose of purchasing its ordinary shares shall not		the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant ESOS Options to Mr Chia Kok Khuang, being the Deputy Managing Director of the Company, provided that not more than 10% of
exceed the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase; and		the ESOS Options shall be allocated to him if he is a Director of the Company and/or he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued ordinary shares of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or
<ul> <li>c) the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:-</li> <li>i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which</li> </ul>		any adjustment which may be made in accordance with the provisions of the By-Laws." Ordinary Resolution 17 (Please refer to Explanatory Note G)
this resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that next AGM, the authority is renewed, either unconditionally or subject to conditions; or		15. Ordinary Resolution Proposed allocation of Employees' Share Option Scheme Options to Encik Safian bin Mohd Yunus
<ul> <li>the expiration of the period within which the next AGM of the Company is required by law to be held; or</li> <li>revoked or varied by ordinary resolution passed by the shareholders in a general meeting,</li> </ul>		THAT pursuant to the Employees' Share Option Scheme ("ESOS") of the Company approved by the shareholders of the Company at the Extraordinary General Meeting held on 20 February 2020, approval be and is hereby given to the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant ESOS Options to
whichever, occur first. THAT upon completion of the purchase(s) by the Company of its own ordinary shares, the Directors be and are		Encik Safian bin Mohd Yunus, being the Executive Director of the Company, provided that not more than 10% of the ESOS Options shall be allocated to him if he is a Director of the Company and/or he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued ordinary shares of the
hereby authorised to deal with the ordinary shares so purchased in their absolute discretion in the following manners:- a) cancel all the ordinary shares so purchased; or		Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws." Ordinary Resolution 18
<ul> <li>b) retain the ordinary shares so purchased as treasury shares; or</li> <li>c) retain part of the ordinary shares so purchased as treasury shares and cancel the remainder of the ordinary shares.</li> </ul>		( <i>Please refer to Explanatory Note G</i> ) 16. To transact any other business of which due notice has been given in accordance with the Companies Act, 2016.
THAT where such ordinary shares are held as treasury shares, the Directors be and are hereby authorised to deal with the treasury shares in their absolute discretion, in the following manner:-		By Order of the Board
<ul> <li>a) distribute the ordinary shares as dividends to shareholders, such dividends to be known as "shares dividends"; or</li> <li>b) resell the ordinary shares or any of the ordinary shares in accordance with the relevant rules of Bursa Malaysia; or</li> </ul>		
<ul> <li>c) transfer the ordinary shares or any of the ordinary shares for the purposes of or under an employees' share scheme; or</li> <li>d) transfer the ordinary shares or any of the ordinary shares as purchase consideration; or</li> </ul>		NIU CHEW WEI (MAICSA 7022900) SSM Practising Certificate Registration No.: 202008001346
<ul><li>e) cancel the ordinary shares or any of the ordinary shares; or</li><li>f) sell, transfer or otherwise use the ordinary shares for such other purposes as the Minister charged with the</li></ul>		Company Secretary Kuala Lumpur
responsibilities for companies may by order prescribe.		
NOTES: (1) As part of the initiatives to curb the spread of COVID-19, the Thirteenth AGM will be conducted on a fully virtual basis through live streaming and the RPV Facilities to be provided by S5 E Solutions Sdn Bhd via Securities Services e-Portal's platform at <u>https://shshnet.my</u> /which are available <u>https://shshnet.my</u> /. Please follow the procedures provided in the Administrative Guide for the Thirteenth AGM in order to register, participate a	e at SS e-Portal website at	The proposed Ordinary Resolution 10, if passed, will empower the Directors pursuant to Sections 75 and 76 of the Companies Act, 2016, from the conclusion of this AGM, to issue and allot shares in the Company provided that the aggregate number of shares issued does not exceed 10% of the total number of issued share capital of the Company at the time of issue for such purposes as they consider would be in the best interest of the Company.
<u>Integrational entry</u> is a subject of the proceeding provide an une administrative duration of the integration and the proceeding provide and the proceeding provide and the proceeding provide and	estions to the Chairman,	This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.
(c) Inclusion provide or complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the Meeting to be at the mail Shareholders/Proxy(ies)/Corporate Representative(s) from the public will be allowed to be physically present on the day of the Thirteenth AGM. A member of the Company entitled to attend, participate and vote at the meeting is entitled to appoint a proxy or proxise to attend, participate and vote at the meeting is entitled to appoint a proxy or proxise to attend, participate and vote at the meeting is entitled to appoint a proxy or proxise to attend, participate and vote at the meeting is entitled to appoint a proxy or proxise to attend, participate and vote at the meeting is entitled to appoint a proxy or proxise to attend, participate and vote at the meeting is entitled to appoint a proxy or proxise to attend, participate and vote at the meeting is entitled to appoint a proxy or proxise to attend, participate and vote at the meeting is entitled to appoint a proxy or proxise to attend, participate and vote at the meeting is entitled to appoint a proxy or proxise to attend, participate and vote at the meeting is entitled to appoint a proxy or proxise to attend, participate and vote at the meeting is entitled to appoint a proxy or proxise to attend, participate and vote at the meeting is entitled to appoint a proxy or proxise to attend.	in venue in Malaysia. No	The renewal of this general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding investment project(s), working capital and/or acquisition. At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.
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 Thirteenth fully virtual, a member who is unable to attend, participate and vote at the Meeting may appoint the Chairman of the Meeting as his/ here voting instruction in the Form of Proxy. For Corporate Shareholder, Authorised Nominee and Exempt Authorised Nominee, you may also appoin	h AGM will be conducted r proxy and indicate the	E) Special Business Ordinary Resolution 11 – Proposed Renewal of Share Buy-Back Authority
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 proxy.	-	The proposed Ordinary Resolution 11, if passed, will empower the Company to purchase up to 10% of the total number of issued shares of the Company. The details on the Proposed Renewal of Share Buy-Back Authority are set out in the Share Buy-Back Statement dated 30 July 2021.
(5) Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one secur Account") as defined under the Securities Industries (Central Depositories) Act. 1991, there is no limit to the number of proxies which the Exem may appoint in respect of each Omnibus Account it holds.	rities account ("Omnibus npt Authorised Nominee	F) Special Business Ordinary Resolutions 12, 13, 14 and 15 – Retention of General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd), Dato' Wan Mohd Safiain bin Wan Hasan, Dato' Wan Ibrahim bin Wan Ahmad and Mr Yee Kim Shing @ Yew Kim Sing as Independent Non-Executive Directors of the Company
(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 ap 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 cert		General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd), Dato' Wan Mohd Safiain bin Wan Hasan, Dato' Wan Ibrahim bin Wan Ahmad and Mr Yee Kim Shing @ Yew Kim Sing were appointed as Independent Non-Executive Directors on 27 June 2011 and have therefore served for a cumulative term of more than nine (9) years.
or authority, must be deposited not less than 48 hours before the time set for holding the meeting or at any adjournment thereof through eit avenues:- (a) In Hardcopy Form of Proxy	ther one of the following	The Board through the Nomination and Remuneration Committee had assessed the performance and independence of General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd), Dato'Wan Mohd Safiain bin Wan Hasan, Dato'Wan Ibrahim bin Wan Ahmad and Mr Yee Kim Shing @ Yew Kim Sing and recommended them to be retained as Independent Non-Executive Directors of the Company based on the following justifications:-
<ul> <li>To be 'deposited at the office of the Share Registrar, Securities Services (Holdings) Sdn Bhd (Registration No. 197701005827 (3684 Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur; or</li> <li>To be submitted via fax at +603 2094 9940 or +603 2095 0292 or emailed to inf@eshsb.com.my.</li> </ul>	69T)) at Level 7, Menara	<ul> <li>a) They have met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia and are therefore able to give independent opinion to the Board;</li> <li>b) Being Directors for more than nine (9) years have enabled them to contribute positively during deliberations/ discussions at meetings as they are familiar with the</li> </ul>
<ul> <li>(b) By Electronic Form of Proxy</li> <li>(i) To be submitted electronically via Securities Services e-Portal at https://sshsb.net.my/. Please refer to the Administrative Guide av http://www.datasonic.com.my for further details.</li> </ul>		operations of the Company and possess sound knowledge of the Company's operations; c) They have contributed sufficient time and exercised due care during their tenure as Independent Non-Executive Directors;
(8) For the purpose of determining members who shall be entitled to attend, participate and vote at the Thirteenth AGM, the Company shall be re Depository Sdn Bhd to issue a Record of Depositors as at 8 September 2021. Only depositors whose names appear on the Record of Depositors shall be entitled to attend, participate and vote at the said meeting or appoint proxylies) to attend, participate, speak and vote on their behalf.	equesting Bursa Malaysia s as at 8 September 2021	<ul> <li>d) They have discharged their professional duties in good faith and also in the best interest of the Company and shareholders;</li> <li>e) They have the calibre, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner;</li> <li>f) They have never compromised on their independent judgement; and</li> </ul>
EXPLANATORY NOTES: A) To receive the Audited Financial Statements		g) They have ensured that there were effective checks and balances in Board proceedings. The proposed Ordinary Resolutions 12, 13, 14 and 15, if passed, will allow General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd), Dato'Wan Mohd Safiain bin Wan
<ul> <li>This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approva Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.</li> <li>Ordinary Resolutions 1 and 2 – Directors' Fees and Benefits Payable To Non-Executive Directors</li> </ul>	ai of shareholders for the	Hasan, Dato' Wan Ibrahim bin Wan Ahmad and Mr Yee Kim Shing @ Yew Kim Sing to be retained as Independent Non-Executive Directors of the Company until the conclusion of the next AGM in accordance with the MCCG. G) Special Business
Section 230(1) of the Companies Act, 2016, provides amongst others, that the fees of the Directors and any benefits payable to the Directors approved at a general meeting.		Ordinary Resolutions 16, 17 and 18 – Proposed allocation of ESOS Options to Encik Wan Zalizan bin Wan Jusoh, Mr Chia Kok Khuang and Encik Safian bin Mohd Yunus
The proposed Ordinary Resolutions 1 and 2, if passed, will allow payment of Directors' fees and benefits to Non-Executive Directors of the Com and/or as and when incurred within the stipulated period. The presend Directory's hear fits results are not as of a parties of and the strength of the strength	pany on a monthly basis	The establishment of the ESOS of up to 7.5% of the total number of issued ordinary shares in the Company (excluding treasury shares, if any) at any point in time during the duration of the ESOS for the eligible Directors and employees of the Company and its subsidiaries (excluding dormant subsidiaries) was approved by the shareholders of the Company at the Extraordinary General Meeting held on 20 February 2020.
The proposed Directors' benefits payable comprises of meeting allowance and other benefits. The estimated amount of Directors' benefits payable is based on the size of the Board and Board Committees and the number of scheduled Board meetings for the period commencing from the day after the Thirteenth AGM until the next AGM of the Company.	rd and Board Committees	Encik Wan Zalizan bin Wan Jusoh, Mr Chia Kok Khuang and Encik Safian bin Mohd Yunus ("Interested Directors") who were appointed to the Board of Directors on 24 February 2021, 29 March 2021 and 29 March 2021 respectively have not been allocated the ESOS Options.
C) Annual Assessment of the Independence of the Independent Directors The Board through the Nomination and Remuneration Committee has undertaken an annual assessment of the independence of all its Independence.		The Interested Directors will abstain from voting in respect of their shareholdings (if any) in the Company on the respective resolutions pertaining to the proposed allocation of ESOS Options to them at the AGM. The proposed Ordinary Resolutions 16, 17 and 18, if passed, will empower the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant
Dato' Wan Mohd Safiain bin Wan Hasan and Mr Yee Kim Shing @ Yew Kim Sing who are seeking for re-election as Directors of the Company at th	he Thirteenth AGM of the	The proposed ordinary resolutions to, in and to, in passed, will empower the LSOS Committee from time to time throughout the duration of the ESOS, to offer and grant

The Board through the Nomination and Remuneration Committee has undertaken an annual assessment of the independence of all its Independent Directors, including Dato' Wan Mohd Safiain bin Wan Hasan and Mr Yee Kim Shing @ Yew Kim Sing who are seeking for re-election as Directors of the Company at the Thirteenth AGM of the Company. The Board is satisfied that they meet the criteria prescribed by the Main Market Listing Requirements of Bursa Malaysia.

## D)

The Board is satisfied that they meet the criteria prescribed by the Main Market Listing Requirements of Bursa Malaysia. Special Business Ordinary Resolution 10 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016 The existing general mandate for the authority to Issue and allott shares was approved by the shareholders of the Company at the Twelfth AGM held on 17 September 2020. The Company had on 6 April 2021 issued and allotted 262,000,000 new ordinary shares in the share capital of the Company at an issue price of RM0.4820 per share under a private placement exercise in accordance with the general mandate obtained from the shareholders of the Company at the Twelfth AGM negression of RM126,284,000 was raised from the private placement exercise, to be utilised for repayment of bank borrowings and to finance the Company's existing and future projects.

allocation of ESOS Options to them at the AGM. The proposed Ordinary Resolutions 16, 17 and 18, if passed, will empower the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant ESOS Options to Encik Waa Zalizan bin Wan Jusoh, Mr Chia Kok Khuang and Encik Safian bin Mohd Yunus being the Director of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws." STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING Pursuant to Paragraph 8.2(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad 1. Details of individuals who are standing for election as Directors No individuals is standing for election as Directors No individuals is standing for election as Directors No individuals is standing for election of suce of securities in accordance with – Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad Details of the general mandate for the Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016 are set out in Explanatory Note D of the Notice of Thirteenth AGM.