

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting ("AGM") of DATASONIC GROUP BERHAD (Registration No. 200801008472 (809759-X)) (the "Company") will be held and conducted as a virtual meeting through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities via <https://sshsb.net.my/> for the broadcast venue at Conference Room, Level 6, Bangunan Setia 1, No. 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia ("Broadcast Venue") on Wednesday, 31 July 2024 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:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note A

2. To approve the Directors' fees payable to the Non-Executive Directors of the Company up to an amount of RM1,500,000 for the period from the Sixteenth AGM until the next AGM of the Company, to be payable on monthly basis in arrears.

Ordinary Resolution 1

3. To approve the Directors' benefits payable to the Non-Executive Directors of the Company up to an amount of RM300,000 for the period from the Sixteenth AGM until the next AGM of the Company.

Ordinary Resolution 2

4. 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:-

a) Mr Chia Kok Khuang

Ordinary Resolution 3

b) Encik Azrul bin Yahaya

Ordinary Resolution 4

5. 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:-

a) YM Tengku Dato' Seri Abu Bakar Ahmad bin Tengku Tan Sri Abdullah

Ordinary Resolution 5

b) Encik Ahmad Ridwan bin Abdullah

Ordinary Resolution 6

c) Ms Michelle Yong Voon Sze

Ordinary Resolution 7

6. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 8

As Special Business

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

7. **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 Act") and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered 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 shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) ("New Shares") for the time being and the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the New Shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company.

THAT pursuant to Section 85 of the Act to be read together with Clause 31 of the Constitution of the Company, the shareholders of the Company do hereby waive their statutory pre-emptive rights over all New Shares issued from the exercise of the authority granted pursuant to Sections 75 and 76 of the Act."

Ordinary Resolution 9

8. **Proposed Renewal of Share Buy-Back Authority**

"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 governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares as may be determined by the Directors of the Company from time to time through 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 aggregate number of ordinary shares to be purchased and/or held by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company including the shares previously purchased and retained as treasury shares (if any); and

b) the maximum fund to be allocated by the Company for the purpose of purchasing its ordinary shares shall not 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, upon such terms and conditions as set out in the Statement to Shareholders dated 28 June 2024.

THAT the authority conferred by this resolution shall continue to be in force until:-

- the conclusion of the next AGM of the Company following this AGM at which 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
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- the authority is revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) of the ordinary shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia and/or any other relevant governmental and/or regulatory authorities (if any).

THAT upon completion of the purchase(s) of the ordinary shares by the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manners:-

- distribute the ordinary shares as share dividends to shareholders; and/or
- resell the ordinary shares or any of the ordinary shares in accordance with the relevant rules of Bursa Malaysia; and/or
- transfer the ordinary shares or any of the ordinary shares for the purposes of or under an employees' share scheme; and/or
- transfer the ordinary shares or any of the ordinary shares as purchase consideration; and/or
- cancel the ordinary shares or any of the ordinary shares; and/or
- sell, transfer or otherwise use the ordinary shares for such other purposes as allowed by the Act.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as necessary or expedient to implement, finalise or complete or to give full effect to the purchase(s) of the ordinary shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 10

9. **Proposed allocation of Employees' Share Option Scheme Options to YM Tengku Dato' Seri Abu Bakar Ahmad bin Tengku Tan Sri Abdullah**

"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 YM Tengku Dato' Seri Abu Bakar Ahmad bin Tengku Tan Sri Abdullah, being the Executive Chairman 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 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 11

10. **Proposed allocation of Employees' Share Option Scheme Options to Encik Ahmad Ridwan bin Abdullah**

"THAT pursuant to the 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 Encik Ahmad Ridwan bin Abdullah, being the Independent Non-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 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 12

11. **Proposed allocation of Employees' Share Option Scheme Options to Ms Michelle Yong Voon Sze**

"THAT pursuant to the 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 Ms Michelle Yong Voon Sze, being the Independent Non-Executive Director of the Company, provided that not more than 10% of the ESOS Options shall be allocated to her if she is a Director of the Company and/or she, either singly or collectively through persons connected to her, 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 any adjustment which may be made in accordance with the provisions of the By-Laws."

Ordinary Resolution 13

12. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and the Constitution of the Company.

By Order of the Board

NIU CHEW WEI (MAICSA 7022900) SSM PC Registration No.: 202008001346
LEE JIN FOONG (MAICSA 7077841) SSM PC Registration No.: 202308000123
Company Secretaries

Kuala Lumpur
28 June 2024

NOTES:

- The Sixteenth AGM of the Company will be conducted on a fully virtual basis through live streaming from the Broadcast Venue via online remote voting via the Remote Participation Voting ("RPV") Facilities to be provided by SS E Solutions Sdn Bhd. Please follow the procedures provided in the Administrative Guide for the Sixteenth AGM in order to register, participate and vote remotely via the RPV Facilities. With the RPV facilities, members and proxies are strongly encouraged to exercise their rights to participate (including to pose questions to the Chairman, Board of Directors or Management) and vote at the Meeting.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 and Clause 106 of the Constitution of the Company, which requires the Chairman of the Meeting to be at the main venue in Malaysia. Shareholders/Proxy(ies)/Corporate Representative(s) will not be allowed to be physically present nor admitted at the Broadcast Venue on the day of the Sixteenth AGM.
- A member of the Company entitled to attend, participate and vote at the meeting is entitled to appoint a proxy or proxies to attend, participate, speak and vote in his/her 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 Sixteenth AGM will be conducted fully virtual, a member who is unable to attend, participate 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.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her 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.
- The instrument appointing a proxy or 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 not less than 48 hours before the time set for holding the meeting or at any adjournment thereof through either one of the following avenues:-
 - In Hardcopy Form of Proxy
 - To be deposited at the office of the Share Registrar, Securities Services (Holdings) Sdn Bhd (Registration No. 197701005827 (36869-T)) at Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur; or
 - To be submitted via fax at +603 2094 9940 or +603 2095 0292 or emailed to info@sshsb.com.my.
 - By Electronic Form of Proxy
 - To be submitted electronically via Securities Services e-Portal at <https://sshsb.net.my/>. Please refer to the Administrative Guide available for download at <http://www.datasonic.com.my> for further details.
- For the purpose of determining members who shall be entitled to attend, participate and vote at the Sixteenth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 24 July 2024. Only depositors whose names appear on the Record of Depositors as at 24 July 2024 shall be entitled to attend, participate and vote at the said meeting or appoint proxy(ies) to attend, participate, speak and vote on their behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

Ordinary Resolution 10

EXPLANATORY NOTES:

A) To receive the Audited Financial Statements

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 approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

B) Ordinary Resolutions 1 and 2 – Directors' Fees and Benefits Payable to Non-Executive Directors

Section 230(1) of the Companies Act 2016, provides amongst others, that the fees of the Directors and any benefits payable to the Directors of the Company shall be approved at a general meeting.

In May 2024, the Nomination and Remuneration Committee ("NRC") conducted an annual review on the Directors' fees and benefits payable to the Non-Executive Directors ("NED") and recommended it to remain unchanged. The Board of Directors ("the Board") approved the NRC recommendation and recommended the same to be tabled to shareholders of the Company for approval at the Sixteenth AGM.

The proposed Ordinary Resolutions 1 and 2, if passed, will allow payment of Directors' fees and benefits to NED of the Company on a monthly basis and/or as and when incurred within the stipulated period.

The estimated amount of Directors' benefits payable is based on the size of the Board and Board Committees and the number of scheduled Board and Board Committees meetings for the period from the Sixteenth AGM until the next AGM of the Company.

C) Ordinary Resolutions 3 to 7 - Re-election of Directors who retire in accordance with Clauses 156 and 165 of the Constitution of the Company

Clause 156 of the Constitution of the Company provides that the Board of the Company can appoint a person as an additional Director or as a replacement for another Director and the Director appointed shall hold office until the next following AGM after the appointment unless elected or re-elected in the AGM.

Clause 165 of the Constitution of the Company provides that one-third (1/3) of the Directors of the Company at the date of the notice convening the AGM or if the total number of the Directors is not three (3) or a multiple of it, the number nearest to one-third (1/3) shall retire by rotation at the AGM and be eligible for re-election.

The proposed Ordinary Resolutions 3 and 4 under Agenda 4 and Ordinary Resolutions 5 to 7 under Agenda 5 as set out in the Notice of Sixteenth AGM are to seek the shareholders' approval on the re-election of Directors who are standing for re-election in accordance with Clauses 165 and 156 of the Constitution of the Company and being eligible, have offered themselves for re-election.

The NRC had assessed the performance, contributions, independence, fitness and propriety of each Director who is standing for re-election at the Sixteenth AGM, taking into consideration the results of the evaluation on the effectiveness of the Board, Board Committees and Directors' self-assessment conducted for the financial year 2024; time commitment in discharging their roles and responsibilities including attendance at Board or Board Committees meetings, briefings and site visitations; participation in continuing training programmes; and contribution to the Board's deliberation through their skills, knowledge, expertise and experience. The NRC also carried out fit and proper assessment based on the fit and proper declaration submitted by each of the retiring Director.

Based on the outcome of the self-independent assessment, the NRC was satisfied that the Independent Directors, namely, Encik Ahmad Ridwan bin Abdullah and Ms Michelle Yong Voon Sze have complied with the independence criteria as set out in the Main Market Listing Requirements of Bursa Malaysia and continue to bring independent and objective judgment to the Board deliberations.

Based on the assessment, the NRC was satisfied with the performance and contributions of the Directors who are standing for re-election and recommended to the Board the proposed re-election of the Directors in accordance with Clauses 156 and 165 of the Constitution of the Company.

i) Mr Chia Kok Khuang who retired in accordance with Clause 165

Mr Chia was appointed as Director and Deputy Managing Director of the Company on 29 March 2021 and subsequently redesignated to Executive Director on 14 September 2022.

Mr Chia has the appropriate mix of skills, knowledge and experience in security, information technology and project development. He has contributed effectively to the Board's deliberations.

ii) Encik Azrul bin Yahaya who retired in accordance with Clause 165

Encik Azrul was appointed as Non-Independent Non-Executive Director of the Company on 31 May 2021.

Encik Azrul has the appropriate mix of skills, knowledge and experience in corporate management/business, finance/taxation, and accounting/auditing. He has contributed effectively to the Board's and Board Committee's deliberations.

iii) **YM Tengku Dato' Seri Abu Bakar Ahmad bin Tengku Tan Sri Abdullah who retired in accordance with Clause 156**

YM Tengku Dato' Seri Abu Bakar Ahmad was appointed as the Executive Chairman of the Company on 26 July 2023.

YM Tengku Dato' Seri Abu Bakar Ahmad has the appropriate mix of skills, knowledge and experience in project development, corporate management, human capital and IT/engineering.

YM Tengku Dato' Seri Abu Bakar Ahmad demonstrates sound leadership skills and leads the Board meeting and encourages participation and contribution from the Board members.

iv) **Encik Ahmad Ridwan bin Abdullah who retired in accordance with Clause 156**

Encik Ahmad Ridwan was appointed as Director and Independent Non-Executive Director of the Company on 26 July 2023.

Encik Ahmad Ridwan has the appropriate mix of skills, knowledge and experience in project development and corporate management. He has contributed effectively to the Board's and Board Committee's deliberations.

v) **Ms Michelle Yong Voon Sze who retired in accordance with Clause 156**

Ms Michelle Yong was appointed as Director and Independent Non-Executive Director of the Company on 2 August 2023.

Ms Michelle Yong has the appropriate mix of skills, knowledge and experience in Audit and assurance and Initial Public Offerings. She has contributed effectively to the Board's and Board Committee's deliberations.

The Board (save for the retiring Directors who had abstained from deliberation and decision on their own eligibility to stand for re-election) approved the recommendation of NRC that the Directors who are retiring in accordance with Clauses 156 and 165 of the Constitution of the Company are eligible to stand for re-election.

The profile of the Directors standing for re-election are set out in the Directors' profile section of the 2024 Annual Report.

D) **Ordinary Resolution 8 – Re-appointment of Messrs. Crowe Malaysia PLT as Auditors of the Company**

The Audit Committee ("AC") has assessed and evaluated the performance, suitability and competencies of Messrs. Crowe Malaysia PLT based on the guidelines and criterion as disclosed in the AC Report of the 2024 Annual Report.

The Board was satisfied with the effective assessment procedures performed and reported by the AC. Accordingly, the Board approved the AC's recommendation to re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM of the Company. Messrs. Crowe Malaysia PLT have indicated their willingness to be re-appointed as Auditors of the Company.

E) **Special Business
Ordinary Resolution 9 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

Ordinary Resolution 9, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding ten per centum (10%) of the issued shares of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next AGM. This renewed mandate will provide flexibility to the Company for the allotment of shares for the purpose of funding working capital, future expansion, investment and/or acquisition(s) as deemed necessary.

As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Director at the Fifteenth AGM held on 2 August 2023 which will lapse at the conclusion of the Sixteenth AGM.

F) **Special Business
Ordinary Resolution 10 – Proposed Renewal of Share Buy-Back Authority**

Ordinary Resolution 10, 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 Statement to Shareholders dated 28 June 2024.

G) **Ordinary Resolutions 11, 12 and 13 – Proposed allocation of ESOS Options to YM Tengku Dato' Seri Abu Bakar Ahmad bin Tengku Tan Sri Abdullah, Encik Ahmad Ridwan bin Abdullah and Ms Michelle Yong Voon Sze**

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.

YM Tengku Dato' Seri Abu Bakar Ahmad bin Tengku Tan Sri Abdullah, Encik Ahmad Ridwan bin Abdullah and Ms Michelle Yong Voon Sze ("Interested Directors") who were appointed to the Board of Directors in the year 2023 have not been allocated the ESOS Options.

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 Sixteenth AGM.

The proposed Ordinary Resolutions 11, 12 and 13, if passed, will empower the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant ESOS Options to YM Tengku Dato' Seri Abu Bakar Ahmad bin Tengku Tan Sri Abdullah, Encik Ahmad Ridwan bin Abdullah and Ms Michelle Yong Voon Sze being the Directors 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 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

1. Details of individuals who are standing for election as Directors

There are no individuals who are standing for election as Directors at this forthcoming Sixteenth AGM of the Company.

2. Statement relating to general mandate for issue 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 E of the Notice of Sixteenth AGM.

PERSONAL DATA PRIVACY

By registering for the remote participation and voting meeting and/or submitting the instrument appointing proxy(ies) and/or representative(s) to attend, participate and vote at the Sixteenth AGM, the member, proxy(ies) and/or representative(s) of the Company has consented to the collection, use and disclosure of the member's personal data for the purpose of processing and administration by the Company or its agents and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.