

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Datasonic Group Berhad (“Datasonic” or the “Company”) will be held and conducted as a virtual meeting through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) Facilities via <https://www.symphonycorporateservices.com.my> provided by Symphony Corporate Services Sdn Bhd (Domain Registration No. D1C534619) from the broadcast venue at Conference Room, Level 6, Bangunan Setia 1, No. 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia (“Broadcast Venue”) on Friday, 13 December 2024 at 10:00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 1,548,419,500 FREE WARRANTS IN DATASONIC (“WARRANT(S)”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES IN DATASONIC (“DATASONIC SHARE(S) OR “SHARE(S)”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS WARRANTS”)

“THAT subject to approvals of all relevant authorities being obtained, the Board of Directors of the Company (“Board”) be and is hereby authorised to issue 1,548,419,500 Warrants to the shareholders of the Company whose names appear in the Record of Depositors of the Company on an Entitlement Date, on the basis of 1 Warrant for every 2 existing Datasonic Shares held;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new Datasonic Shares arising from the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of a deed poll to be executed (“Deed Poll”);

THAT the new Datasonic Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the existing Datasonic Shares, save and except that such new Datasonic Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid to the shareholders of the Company, unless such new Datasonic Shares were allotted and issued on or before the entitlement date of such dividends, rights, allotments and/or other distributions;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Warrants, if any, in such a manner as its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Warrants be constituted under the Deed Poll and the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Warrants.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”) OPTIONS TO DATUK HAJI ABU HANIFAH BIN NOORDIN

“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, subject to the approvals of all relevant authorities or parties (where relevant), 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 Datuk Haji Abu Hanifah Bin Noordin, being the Executive Deputy Chairman/Chief Executive Officer 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 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO YM TUNKU DATUK NOORUDDIN BIN TUNKU DATO’ SERI SHAHABUDDIN

“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, subject to the approvals of all relevant authorities or parties (where relevant), 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 Tunku Datuk Nooruddin Bin Tunku Dato’ Seri Shahabuddin, 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 4

PROPOSED ALLOCATION OF ESOS OPTIONS TO HAJAH ERNA BT ISMAIL

“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, subject to the approvals of all relevant authorities or parties (where relevant), 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 Hajah Erna Bt Ismail, being the 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.”

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

“THAT approval be and is hereby given to amend and modify the existing Constitution of the Company in the form and manner as set out in Section 2.3 of the Circular to shareholders of the Company dated 21 November 2024.”

AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities, and to do all such acts, deeds and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendment.”

BY ORDER OF THE BOARD

NIU CHEW WEI (MAICSA 7022900) SSM PC Registration No.: 202008001346
TAN TONG LANG (MAICSA 7045482) SSM PC Registration No.: 202208000250
Company Secretaries

Kuala Lumpur
21 November 2024

NOTES:

- The EGM of the Company will be conducted on a fully virtual basis through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) Facilities via <https://www.symphonycorporateservices.com.my> provided by Symphony Corporate Services Sdn Bhd (Domain Registration No. D1C534619). Please follow the procedures provided in the Administrative Guide for the EGM 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 EGM.
- 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 EGM 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, Symphony Corporate Services Sdn Bhd (Registration No. 201201037454 (1021936-V)) at S-4-04, The Gamuda Biz Suite, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor, Malaysia.
 - By Electronic Form of Proxy
To be submitted electronically via Symphony’s Online website at <https://www.symphonycorporateservices.com.my> before the Proxy Form submission cut-off time as mentioned in the above.
- For the purpose of determining members who shall be entitled to attend, participate and vote at the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 6 December 2024. Only depositors whose names appear on the Record of Depositors as at 6 December 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 EGM 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.