

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

MINUTES OF THE FIFTEENTH ANNUAL GENERAL MEETING (“15TH AGM”) OF DATASONIC GROUP BERHAD (REGISTRATION NO. 200801008472 (809759-X)) (THE “COMPANY”) HELD AND CONDUCTED AS A VIRTUAL MEETING THROUGH LIVE STREAMING FROM THE BROADCAST VENUE VIA REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES AT THE CONFERENCE ROOM, LEVEL 6, BANGUNAN SETIA 1, NO. 15, LORONG DUNGUN, DAMANSARA HEIGHTS, 50490 KUALA LUMPUR, MALAYSIA ON WEDNESDAY, 2 AUGUST 2023 AT 10:00 A.M.

DIRECTORS PRESENT AT THE BROADCAST VENUE:

1. YHM Tengku Dato’ Indera Abu Bakar Ahmad bin Tengku Tan Sri Abdullah
(Executive Chairman)
2. YBhg. Datuk Haji Abu Hanifah bin Noordin
(Executive Deputy Chairman/Chief Executive Officer)
3. YBhg. Dato’ Wan Mohd Safian bin Wan Hasan
(Non-Independent Non-Executive Deputy Chairman)
4. Mr Chew Chi Hong
(Executive Director)
5. Mr Chia Kok Khuang
(Executive Director)
6. YBhg. CP(R) Datuk Mohd Khalil bin Kader Mohd
(Independent Non-Executive Director)
7. YBhg. Dato’ Ibrahim bin Abdullah
(Independent Non-Executive Director)
8. YBhg. Datin Normaliza binti Kairon
(Independent Non-Executive Director)
9. Encik Azrul bin Yahaya
(Non-Independent Non-Executive Director)
10. Encik Ahmad Ridwan bin Abdullah
(Independent Non-Executive Director)

DIRECTORS PARTICIPATING VIA VIDEO CONFERENCING:

1. YBhg. Dato’ Wan Ibrahim bin Wan Ahmad
(Non-Independent Non-Executive Director)
2. YBhg. Dato’ Roseleen binti Buyong
(Non-Independent Non-Executive Director)
3. YBhg. Tan Sri Ahmad Zaki Ansore bin Mohd Yusof
(Independent Non-Executive Director)
4. Encik Safian bin Mohd Yunus
(Non-Independent Non-Executive Director)
5. Mr Yee Kim Sing @ Yew Kim Shing
(Non-Independent Non-Executive Director)

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ABSENT WITH APOLOGIES:

1. YBhg. Tan Sri Dato' Seri Dr Khalid bin Abu Bakar
(Independent Non-Executive Director)
2. YBhg. Tan Sri Borhan bin Dolah
(Independent Non-Executive Director)

IN ATTENDANCE:

1. Mr Niu Chew Wei
(Company Secretary)
2. Ms Lee Jin Foong
(Assistant Company Secretary)

SHAREHOLDERS AND PROXIES PARTICIPATED VIA RPV:

As per attendance list

BY INVITATION:

As per attendance list

1. OPENING ADDRESS

YHM Tengku Dato' Indera Abu Bakar Ahmad bin Tengku Tan Sri Abdullah ("the Chairman") presided as the Chairman of the 15th AGM. The Chairman welcomed all shareholders and proxies present to the live streaming of the Company's 15th AGM.

2. CONFIRMATION OF QUORUM

Upon enquiry from the Chairman, the Company Secretary confirmed that there was sufficient quorum for the meeting. With the requisite quorum being present, the Chairman called the 15th AGM to order at 10:00 a.m.

The Chairman informed that those members whose name appeared in the Record of Depositors on 26 July 2023 would be eligible to attend and participate in the Meeting.

The Chairman then proceeded to introduce the Board members, the Company Secretaries and the representative from Messrs Crowe Malaysia PLT to the shareholders and proxies.

The Chairman extended the apologies from YBhg. Tan Sri Dato' Seri Dr Khalid bin Abu Bakar and YBhg. Tan Sri Borhan bin Dolah for not being able to attend the 15th AGM due to prior engagements.

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3. NOTICE

The Notice of the 15th AGM having been circulated within the stipulated prescribed period was taken as read. The Chairman then proceeded with the business of the AGM.

The Chairman informed the Meeting that the Company had received notices dated 26, 27 and 31 July 2023 from Tan Sri Ahmad Zaki Ansore bin Mohd Yusof, Tan Sri Borhan bin Dolah, Tan Sri Dato' Seri Dr Khalid bin Abu Bakar, Datin Normaliza binti Kairon and Dato' Roseleen binti Buyong informing that they wished to withdraw their consent for re-election as Directors of the Company at the 15th AGM.

In view thereof, Ordinary Resolutions 7, 8, 9, 11, 12, 19, 20, 21, 23 and 24 would be withdrawn from voting at the Meeting.

4. CONFIRMATION OF PROXIES

Upon enquiry from the Chairman, the Company Secretary reported that the Company had received in total 89 valid proxy forms from the shareholders for a total of 1,776,795,286 ordinary shares or 62.88% of the total issued share capital of the Company.

The Company Secretary informed the Meeting that the Company had received 68 valid proxy forms representing 1,345,641,663 ordinary shares or 47.62% of the total issued share capital of the Company who had appointed the Chairman of the Meeting as proxy to vote on their behalf.

5. PROCEDURES FOR TABLING AND VOTING ON THE RESOLUTIONS

The Chairman informed that the voting for the Meeting would be conducted by way of poll in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

In accordance with Section 330 of the Companies Act, 2016, the Chairman called for a poll to be conducted for all the resolutions set out in the Notice of 15th AGM at the conclusion of all businesses of the 15th AGM.

The Chairman informed the Meeting that with the remote participation and voting facilities, shareholder/proxy may exercise the right as a shareholder/proxy of the Company to post questions to the Board of Directors ("the Board") of the Company and vote remotely at the Meeting.

The Chairman informed that as there was no legal requirement for a proposed resolution to be seconded, shareholders, corporate representatives and proxies may proceed to vote at their own time.

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In order to facilitate the polling process, the Chairman informed that the voting module had been made accessible to all shareholders, corporate representatives and proxies to submit their votes from the start of the Meeting and an additional 10 minutes would be given to cast and submit the votes after the Board had dealt with all the questions transmitted to the Board during the Meeting. The voting module would be closed upon the closure of the voting session.

The Chairman then invited the Company Secretary to brief the shareholders and proxies on the proceedings of the Meeting.

The Company Secretary briefed the shareholders and proxies on the proceedings of the Meeting. The Company Secretary informed that the Company had appointed SS E Solutions Sdn Bhd as the Poll Administrator whilst Aldpro Corporate Services Sdn Bhd was appointed as the Independent Scrutineer to verify the results of the voting by poll.

The step-by-step guide together with a short audio clip on the online voting module within the e-Portal were presented to the Meeting.

6. LETTER FROM MINORITY SHAREHOLDERS WATCH GROUP

The Chairman informed that the Company had received a letter dated 25 July 2023 from the Minority Shareholders Watch Group (“MSWG”) seeking clarification/information on several questions which they have requested the reply to be presented to the Meeting for the interest of the minority shareholders.

The Chairman then requested the Company Secretary to read out the Company’s response to the questions from the MSWG, details of which are set out in Appendix I as attached.

7. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023

The Audited Financial Statements of the Company for the financial year ended 31 March 2023 together with the Directors’ and Auditors’ Reports thereon were tabled for discussion.

The Chairman informed the Meeting that the Audited Financial Statements was meant for discussion only as it would not require formal approval from the shareholders in accordance with Section 340 of the Companies Act 2016. Hence, this Agenda item was not put forward for voting.

The Meeting noted that the Company’s Audited Financial Statements was available in the Company’s 2023 Annual Report, which had been submitted to Bursa Malaysia Securities Berhad and uploaded onto the Company’s corporate website on 1 June 2023.

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It was recorded that the Audited Financial Statements of the Company had been duly received by the shareholders and proxies.

The Chairman informed the Meeting that the Board would respond to the questions transmitted by the shareholders, proxies and corporate representatives via the text box after going through all the items on the Agenda of the Meeting.

8. ORDINARY RESOLUTION 1

TO APPROVE THE INCREASE OF DIRECTORS' FEES PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY UP TO AN AMOUNT OF RM1,500,000 FOR THE PERIOD FROM THE 15TH AGM UNTIL THE NEXT AGM OF THE COMPANY, TO BE PAYABLE ON A MONTHLY BASIS IN ARREARS

The Chairman informed the Meeting that the Ordinary Resolution 1 was to seek the shareholders' approval for the increase of Directors' fees payable to the Non-Executive Directors of the Company up to an amount of RM1,500,000 for the period from the 15th AGM until the next AGM of the Company, to be paid on a monthly basis in arrears.

The Meeting noted that the proposed increase of Directors' fees takes into account any future increases in Non-Executive Directors, increase in the number of Non-Executive Directors serving the Board Committees or the introduction of new Board Committees requiring the participation of Non-Executive Directors or the appointment of additional women Non-Executive Directors in line with the Malaysian Code on Corporate Governance on gender diversity. The actual amount of Directors' fees paid to the Non-Executive Directors in respect of the financial year ended 31 March 2023 was RM944,624.74.

9. ORDINARY RESOLUTION 2

TO APPROVE THE INCREASE OF DIRECTORS' BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY UP TO AN AMOUNT OF RM300,000 FOR THE PERIOD FROM THE 15TH AGM UNTIL THE NEXT AGM OF THE COMPANY

The Chairman informed that the next Agenda was to seek the shareholders' approval for the increase of Directors' benefits payable to the Non-Executive Directors of the Company up to an amount of RM300,000 for the period from the 15th AGM until the next AGM of the Company. The proposed Directors' benefits payable to the Non-Executive Directors of the Company comprised of meeting allowances and other benefits.

The Chairman informed the Meeting that the actual amount of Directors' benefits paid to the Non-Executive Directors in respect of the financial year ended 31 March 2023 was RM126,000.

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10. ORDINARY RESOLUTION 3 RE-ELECTION OF DATO' IBRAHIM BIN ABDULLAH

The Chairman informed that for the fourth item on the Agenda, there were two (2) resolutions, Ordinary Resolutions 3 and 4 to be passed in relation to the re-election of Dato' Ibrahim bin Abdullah and Encik Safian bin Mohd Yunus who retire in accordance with Clause 165 of the Company's Constitution. Dato' Ibrahim bin Abdullah and Encik Safian bin Mohd Yunus had undergone a performance evaluation and had demonstrated that they remain committed to the role and continues to be an effective and valuable member of the Board. The Directors concerned being eligible, had offered themselves for re-election.

The Chairman informed that Ordinary Resolution 3 was to consider the re-election of Dato' Ibrahim bin Abdullah as Director of the Company. The profile of Dato' Ibrahim bin Abdullah was set out on page 22 of the Annual Report, whilst the details on his performance and contributions were set out on page 219 of the Annual Report.

11. ORDINARY RESOLUTION 4 RE-ELECTION OF ENCIK SAFIAN BIN MOHD YUNUS

The Chairman informed that Ordinary Resolution 4 was to consider the re-election of Encik Safian bin Mohd Yunus as Director of the Company. The profile of Encik Safian bin Mohd Yunus as Director was set out on page 24 of the Annual Report, whilst the details on his performance and contributions were set out on page 219 of the Annual Report.

12. ORDINARY RESOLUTION 5 RE-ELECTION OF DATUK HAJI ABU HANIFAH BIN NOORDIN

The Chairman informed that for the fifth item on the Agenda, there were three (3) resolutions to be passed, Ordinary Resolutions 5, 6 and 10 on the re-election of Directors who retire in accordance with Clause 156 of the Company's Constitution. The Directors who were seeking re-election under this clause were Datuk Haji Abu Hanifah bin Noordin, Mr Chew Chi Hong and CP(R) Datuk Mohd Khalil bin Kader Mohd. The Directors standing for re-election had undergone a performance evaluation and had demonstrated that they remain committed to the role and continues to be an effective and valuable member of the Board and being eligible for re-election, had offered themselves for re-election.

The Meeting was informed that Ordinary Resolution 5 was to consider the re-election of Datuk Haji Abu Hanifah bin Noordin as Director of the Company. The profile of Datuk Haji Abu Hanifah bin Noordin was set out on page 14 of the 2023 Annual Report, whilst the details on his performance and contributions were set out on page 220 of the Annual Report.

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13. ORDINARY RESOLUTION 6
RE-ELECTION OF MR CHEW CHI HONG

The Chairman informed that Ordinary Resolution 6 was to consider the re-election of Mr Chew Chi Hong as Director of the Company. The profile of Mr Chew Chi Hong as Director was set out on page 16 of the 2023 Annual Report, whilst the details on his performance and contributions were set out on page 220 of the Annual Report.

14. ORDINARY RESOLUTION 7
RE-ELECTION OF TAN SRI AHMAD ZAKI ANSORE BIN MOHD YUSOF

The Chairman informed the Meeting that the Company had received a notice dated 26 July 2023 from Tan Sri Ahmad Zaki Ansore bin Mohd Yusof informing that he wished to withdraw his offer for re-election as Director of the Company at the 15th AGM.

As such, Ordinary Resolution 7 in respect of the re-election of Tan Sri Ahmad Zaki Ansore bin Mohd Yusof as Director of the Company had been withdrawn. Tan Sri Ahmad Zaki Ansore bin Mohd Yusof would retire upon the conclusion of the 15th AGM.

15. ORDINARY RESOLUTION 8
RE-ELECTION OF TAN SRI BORHAN BIN DOLAH

The Chairman informed the Meeting that the Company had received a notice dated 27 July 2023 from Tan Sri Borhan bin Dolah informing that he wished to withdraw his offer for re-election as Director of the Company at the 15th AGM.

As such, Ordinary Resolution 8 in respect of the re-election of Tan Sri Borhan bin Dolah as Director of the Company had been withdrawn. Tan Sri Borhan bin Dolah would retire upon the conclusion of the 15th AGM.

16. ORDINARY RESOLUTION 9
RE-ELECTION OF TAN SRI DATO' SERI DR KHALID BIN ABU BAKAR

The Chairman informed the Meeting that the Company had received a notice dated 31 July 2023 from Tan Sri Dato' Seri Dr Khalid bin Abu Bakar informing that he wished to withdraw his offer for re-election as Director of the Company at the 15th AGM.

As such, Ordinary Resolution 9 in respect of the re-election of Tan Sri Dato' Seri Dr Khalid bin Abu Bakar as Director of the Company had been withdrawn. Tan Sri Dato' Seri Dr Khalid bin Abu Bakar would retire upon the conclusion of the 15th AGM.

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**17. ORDINARY RESOLUTION 10
RE-ELECTION OF CP(R) DATUK MOHD KHALIL BIN KADER MOHD**

The Chairman informed that Ordinary Resolution 10 was to consider the re-election of CP(R) Datuk Mohd Khalil bin Kader Mohd as Director of the Company and the profile of CP(R) Datuk Mohd Khalil bin Kader was set out on page 23 of the 2023 Annual Report, whilst the details on his performance and contributions were set out on page 220 of the Annual Report.

**18. ORDINARY RESOLUTION 11
RE-ELECTION OF DATIN NORMALIZA BINTI KAIRON**

The Chairman informed the Meeting that the Company had received a notice dated 26 July 2023 from Datin Normaliza binti Kairon informing that she wished to withdraw her offer for re-election as Director of the Company at the 15th AGM.

As such, Ordinary Resolution 11 in respect of the re-election of Datin Normaliza binti Kairon as Director of the Company had been withdrawn. Datin Normaliza binti Kairon would retire upon the conclusion of the 15th AGM.

**19. ORDINARY RESOLUTION 12
RE-ELECTION OF DATO' ROSELEEN BINTI BUYONG**

The Chairman informed the Meeting that the Company had received a notice dated 27 July 2023 from Dato' Roseleen binti Buyong informing that she wished to withdraw her offer for re-election as Director of the Company at the 15th AGM.

As such, Ordinary Resolution 12 in respect of the re-election of Dato' Roseleen binti Buyong as Director of the Company had been withdrawn. Dato' Roseleen binti Buyong would retire upon the conclusion of the 15th AGM.

**20. ORDINARY RESOLUTION 13
RE-APPOINTMENT OF MESSRS. CROWE MALAYSIA PLT AS AUDITORS
OF THE COMPANY**

The Chairman informed that the proposed Ordinary Resolution 13 was to consider the re-appointment of Messrs. Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Messrs. Crowe Malaysia PLT had indicated their willingness to continue in office for the ensuing year.

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21. ORDINARY RESOLUTION 14
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The Chairman informed that the first Special Business item was to consider and if thought fit, to authorise the Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016. The proposed Ordinary Resolution 14, 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 it considers 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.

22. ORDINARY RESOLUTION 15
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Chairman informed that the next item on the Agenda was to consider the Proposed Renewal of Share Buy-Back Authority. The proposed Ordinary Resolution 15, if passed, will allow the Board to exercise the power of the Company to purchase not more than ten per centum (10%) of the existing total number of issued shares of the Company including the shares previously purchased and retained as treasury shares at any time, within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

23. ORDINARY RESOLUTION 16
PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME OPTIONS TO DATUK HAJI ABU HANIFAH BIN NOORDIN

The Chairman informed that for the item nos. ninth to seventeenth of the Special Business, there were four (4) resolutions, Ordinary Resolutions 16, 17, 18 and 22 were to consider the proposed allocation of Employees' Share Option Scheme ("ESOS") Options to Datuk Haji Abu Hanifah bin Noordin, Mr Chew Chi Hong, Encik Azrul bin Yahaya and CP(R) Datuk Mohd Khalil bin Kader Mohd who were appointed to the Board on 14 September 2022, 14 September 2022, 31 May 2021 and 14 September 2022 respectively and had not been allocated the ESOS Options. The Company had obtained the shareholders' approval on the implementation of the ESOS at the Extraordinary General Meeting held on 20 February 2020.

The Meeting noted that Ordinary Resolution 16 was to consider the proposed allocation of ESOS Options to Datuk Haji Abu Hanifah bin Noordin.

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**24. ORDINARY RESOLUTION 17
PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME
OPTIONS TO MR CHEW CHI HONG**

The Chairman informed that Ordinary Resolution 17 was to consider the proposed allocation of ESOS Options to Mr Chew Chi Hong.

**25. ORDINARY RESOLUTION 18
PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME
OPTIONS TO ENCIK AZRUL BIN YAHAYA**

The Chairman informed that Ordinary Resolution 18 was to consider the proposed allocation of ESOS Options to Encik Azrul bin Yahaya.

**26. ORDINARY RESOLUTION 19
PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME
OPTIONS TO TAN SRI AHMAD ZAKI ANSORE BIN MOHD YUSOF**

The Chairman informed that Ordinary Resolution 19 was to consider the proposed allocation of ESOS Options to Tan Sri Ahmad Zaki Ansore bin Mohd Yusof. As Tan Sri Ahmad Zaki Ansore bin Mohd Yusof had withdrawn his offer for re-election as Director of the Company at the 15th AGM and would retire upon the conclusion of the 15th AGM, the Ordinary Resolution 19 in respect of the proposed allocation of ESOS Options to Tan Sri Ahmad Zaki Ansore bin Mohd Yusof had been withdrawn accordingly.

**27. ORDINARY RESOLUTION 20
PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME
OPTIONS TO TAN SRI BORHAN BIN DOLAH**

The Chairman informed that Ordinary Resolution 20 was to consider the proposed allocation of ESOS Options to Tan Sri Borhan bin Dolah. As Tan Sri Borhan bin Dolah had withdrawn his offer for re-election as Director of the Company at the 15th AGM and would retire upon the conclusion of the 15th AGM, the Ordinary Resolution 20 in respect of the proposed allocation of ESOS Options to Tan Sri Borhan bin Dolah had been withdrawn accordingly.

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28. ORDINARY RESOLUTION 21
PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME
OPTIONS TO TAN SRI DATO' SERI DR KHALID BIN ABU BAKAR

The Chairman informed that Ordinary Resolution 21 was to consider the proposed allocation of ESOS Options to Tan Sri Dato' Seri Dr Khalid bin Abu Bakar. As Tan Sri Dato' Seri Dr Khalid bin Abu Bakar had withdrawn his offer for re-election as Director of the Company at the 15th AGM and would retire upon the conclusion of the 15th AGM, the Ordinary Resolution 21 in respect of the proposed allocation of ESOS Options to Tan Sri Dato' Seri Dr Khalid bin Abu Bakar had been withdrawn accordingly.

29. ORDINARY RESOLUTION 22
PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME
OPTIONS TO CP(R) DATUK MOHD KHALIL BIN KADER MOHD

The Chairman informed that Ordinary Resolution 22 was to consider the proposed allocation of ESOS Options to CP(R) Datuk Mohd Khalil bin Kader Mohd.

30. ORDINARY RESOLUTION 23
PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME
OPTIONS TO DATIN NORMALIZA BINTI KAIRON

The Chairman informed that Ordinary Resolution 23 was to consider the proposed allocation of ESOS Options to Datin Normaliza binti Kairon. As Datin Normaliza binti Kairon had withdrawn her offer for re-election as Director of the Company at the 15th AGM and would retire upon the conclusion of the 15th AGM, the Ordinary Resolution 23 in respect of the proposed allocation of ESOS Options to Datin Normaliza binti Kairon had been withdrawn accordingly.

31. ORDINARY RESOLUTION 24
PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME
OPTIONS TO DATO' ROSELEEN BINTI BUYONG

The Chairman informed that Ordinary Resolution 24 was to consider the proposed allocation of ESOS Options to Dato' Roseleen binti Buyong. As Dato' Roseleen binti Buyong had withdrawn her offer for re-election as Director of the Company at the 15th AGM and would retire upon the conclusion of the 15th AGM, the Ordinary Resolution 24 in respect of the proposed allocation of ESOS Options to Dato' Roseleen binti Buyong had been withdrawn accordingly.

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32. ANY OTHER BUSINESS

The Chairman informed that there was no other business to be transacted of which due notice had been given in accordance with the Companies Act, 2016.

33. QUESTIONS AND ANSWERS SESSION

Since all the resolutions have been tabled, the Chairman proceeded to the Questions and Answers session.

The Chairman addressed the questions submitted by the shareholders and proxies via the RPV facilities, details of which are set out in Appendix II as attached.

The Chairman then declared the Questions and Answers session closed after substantial number of questions had been dealt with.

34. POLLING PROCESS

The step-by-step guide together with a short audio clip on the online voting module within the e-Portal were presented to the Meeting again.

The Shareholders and proxies were allocated 10 minutes to cast and submit their votes through the e-Portal.

35. ADJOURNMENT OF MEETING FOR POLL VOTING

The Meeting was adjourned at 10.30 a.m. for the voting by poll to commence immediately.

36. RESUMPTION OF MEETING AND ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 10.50 a.m. for the declaration of the results of the poll. The results of the poll were presented to the Meeting as follows:-

ORDINARY RESOLUTION 1

TO APPROVE THE INCREASE OF DIRECTORS' FEES PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY UP TO AN AMOUNT OF RM1,500,000 FOR THE PERIOD FROM THE 15TH AGM UNTIL THE NEXT AGM OF THE COMPANY, TO BE PAYABLE ON A MONTHLY BASIS IN ARREARS

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	149	1,766,471,263	99.4369	Carried
Voted Against	:	51	10,004,132	0.5631	

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Based on the results of the poll, the Chairman declared that Ordinary Resolution 1 was carried. Accordingly, it was RESOLVED:-

That the increase of Directors' fees payable to the Non-Executive Directors of the Company up to an amount of RM1,500,000 for the period from the 15th AGM until the next AGM of the Company, to be payable on a monthly basis in arrears be and is hereby approved.

ORDINARY RESOLUTION 2

TO APPROVE THE INCREASE OF DIRECTORS' BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY UP TO AN AMOUNT OF RM300,000 FOR THE PERIOD FROM THE 15TH AGM UNTIL THE NEXT AGM OF THE COMPANY

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	147	1,766,461,183	99.4363	Carried
Voted Against	:	53	10,014,212	0.5637	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 2 was carried. Accordingly, it was RESOLVED:-

That the increase of Directors' benefits payable to the Non-Executive Directors of the Company up to an amount of RM300,000 for the period from the 15th AGM until the next AGM of the Company be and is hereby approved.

ORDINARY RESOLUTION 3

RE-ELECTION OF DATO' IBRAHIM BIN ABDULLAH

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	173	1,776,228,624	99.9505	Carried
Voted Against	:	29	879,471	0.0495	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 3 was carried. Accordingly, it was RESOLVED:-

That Dato' Ibrahim bin Abdullah who retired in accordance with Clause 165 of the Constitution of the Company be and is hereby re-elected as a Director of the Company.

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		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	123	916,754,440	98.7720	Carried
Voted Against	:	32	11,398,055	1.2280	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 4 was carried. Accordingly, it was RESOLVED:-

That Encik Safian bin Mohd Yunus who retired in accordance with Clause 165 of the Constitution of the Company be and is hereby re-elected as a Director of the Company.

ORDINARY RESOLUTION 5**RE-ELECTION OF DATUK HAJI ABU HANIFAH BIN NOORDIN**

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	171	1,768,839,440	99.5347	Carried
Voted Against	:	31	8,268,655	0.4653	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 5 was carried. Accordingly, it was RESOLVED:-

That Datuk Haji Abu Hanifah bin Noordin who retired in accordance with Clause 156 of the Constitution of the Company be and is hereby re-elected as a Director of the Company.

ORDINARY RESOLUTION 6**RE-ELECTION OF MR CHEW CHI HONG**

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	172	1,768,841,440	99.5348	Carried
Voted Against	:	30	8,266,655	0.4652	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 6 was carried. Accordingly, it was RESOLVED:-

That Mr Chew Chi Hong who retired in accordance with Clause 156 of the Constitution of the Company be and is hereby re-elected as a Director of the Company.

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*- Minutes of the 15th Annual General Meeting of the Company held on 2 August 2023***ORDINARY RESOLUTION 10****RE-ELECTION OF CP® DATUK MOHD KHALIL BIN KADER MOHD**

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	176	1,776,798,123	99.9826	Carried
Voted Against	:	24	309,972	0.0174	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 10 was carried. Accordingly, it was RESOLVED:-

That CP(R) Datuk Mohd Khalil bin Kader Mohd who retired in accordance with Clause 156 of the Constitution of the Company be and is hereby re-elected as a Director of the Company.

ORDINARY RESOLUTION 13**RE-APPOINTMENT OF MESSRS. CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY**

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	154	1,774,210,705	99.8626	Carried
Voted Against	:	13	2,441,485	0.1374	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 13 was carried. Accordingly, it was RESOLVED:-

That Messrs. Crowe Malaysia PLT be and is hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Directors to fix their remuneration.

ORDINARY RESOLUTION 14**AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	145	1,528,207,656	86.0169	Carried
Voted Against	:	19	248,428,534	13.9831	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 14 was carried. Accordingly, it was RESOLVED:-

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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 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 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 hereby 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 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 15**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	154	1,527,658,388	86.0151	Carried
Voted Against	:	10	248,376,902	13.9849	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 15 was carried. Accordingly, it was RESOLVED:-

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 3 July 2023.

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

- a) 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
- b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- c) 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:-

- a) distribute the ordinary shares as share dividends to shareholders; and/or
- b) resell the ordinary shares or any of the ordinary shares in accordance with the relevant rules of Bursa Malaysia; and/or
- c) transfer the ordinary shares or any of the ordinary shares for the purposes of or under an employees' share scheme; and/or
- d) transfer the ordinary shares or any of the ordinary shares as purchase consideration; and/or
- e) cancel the ordinary shares or any of the ordinary shares; and/or
- f) 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.

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*- Minutes of the 15th Annual General Meeting of the Company held on 2 August 2023***ORDINARY RESOLUTION 16****PROPOSED ALLOCATION OF ESOS OPTIONS TO DATUK HAJI ABU HANIFAH BIN NOORDIN**

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	112	1,262,519,657	81.6986	Carried
Voted Against	:	48	282,818,333	18.3014	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 16 was carried. Accordingly, it was RESOLVED:-

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 Datuk Haji Abu Hanifah bin Noordin, 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 17**PROPOSED ALLOCATION OF ESOS OPTIONS TO MR CHEW CHI HONG**

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	106	1,340,852,457	82.4697	Carried
Voted Against	:	48	285,021,333	17.5303	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 17 was carried. Accordingly, it was RESOLVED:-

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 Mr Chew Chi Hong, 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 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.

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*- Minutes of the 15th Annual General Meeting of the Company held on 2 August 2023***ORDINARY RESOLUTION 18****PROPOSED ALLOCATION OF ESOS OPTIONS TO ENCIK AZRUL BIN YAHAYA**

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	113	1,491,597,757	83.9563	Carried
Voted Against	:	50	285,038,333	16.0437	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 18 was carried. Accordingly, it was RESOLVED:-

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 Encik Azrul bin Yahaya, being the Non-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 22**PROPOSED ALLOCATION OF ESOS OPTIONS TO CP(R) DATUK MOHD KHALIL BIN KADER MOHD**

		No. of Shareholders	No. of Shares	% of Voted Shares	Result
Voted For	:	112	1,491,597,557	83.9563	Carried
Voted Against	:	51	285,038,533	16.0437	

Based on the results of the poll, the Chairman declared that Ordinary Resolution 22 was carried. Accordingly, it was RESOLVED:-

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 CP(R) Datuk Mohd Khalil bin Kader Mohd, being the Non-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.

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37. CONCLUSION

There being no other business to be transacted, the Meeting ended at 11:25 a.m. with a vote of thanks to the Chair and the Board.

SIGNED AS A CORRECT RECORD

- signed -

CHAIRMAN

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APPENDIX I – RESPONSE TO THE QUESTIONS FROM THE MINORITY SHAREHOLDERS WATCH GROUP

Operational & Financial Matters

1. At end-FY2023, following the various contracts secured, Datasonic's order book stands at RM339 million, providing us with promising prospects for the upcoming financial years. (page 39 of Annual Report 2023)

(a) How long is the order book of RM339 million expected to last?

Answer: Our order book is expected to provide healthy earnings visibility for the coming 2-3 years and this is excluding new projects that we may potentially secure.

(b) What was the total order book secured in FY2023?

Answer: The total order book secured in FY2023 is approximately RM192.3 million.

(c) What is the order book replenishment target for FY2024?

Answer: We do have our internal targets but we are unable to share as we are bound by the Bursa guidelines. However, what we can share is that we are upbeat on our prospects and have participated in several tenders. Additionally, a few of our projects will be fulfilled soon and we are confident on securing the extension for these contracts. All in all, we strongly believe that Datasonic can considerably enhance our order book in FY2024.

2. Meanwhile, while the demand for MyKad has been picking up in FY2023 but it remained below the annual demand prior to the pandemic, indicating the backlog is high. In anticipation, Datasonic has been readying ourselves to accommodate any surge in orders especially given the current situation regarding chips? (page 44 of Annual Report 2023)

What are the possible reasons for the demand for MyKad remaining below the annual demand prior to the pandemic, despite a recovery in the economy and pent-up demand post-pandemic?

Answer: The demand for MyKad in FY2023 doubled from FY2022 in tandem with the post-pandemic economic recovery. The government is continuously evaluating the public issuance and usage of the MyKad, and at Datasonic, we are actively engaging with our clients to prepare for manufacturing and supplying MyKad. We anticipate a continued recovery in orders throughout FY2024.

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3. In reply to the fourth question raised by the Minority Shareholders Watch Group at the 14th Annual General Meeting of the Company, at which the Board informed that the Company had resumed the discussion with a few banks in Indonesia for the sales and personalisation of debit and credit card. Please provide an update on the business progress in the Indonesian market.

Answer: Datasonic has made progress in this area and we continue to be in active engagement with our security printing partners and banks in Indonesia to supply credit/debit cards and components to multiple banks. We maintain a positive outlook in regards to the opportunities in Indonesia and are hopeful to capitalize on all the opportunities arising from this market.

4. In line with better corporate governance, MSWG does not encourage the practice of giving options to independent non-executive directors (“INEDs”) as they are not executive management and as they are responsible for monitoring the option allocation to employees and executive directors. The very definition of ESOS i.e. Employees’ Share Option Scheme alludes to it being applicable to employees; independent directors are not employees.

The Company is seeking shareholders’ approvals to offer and grant ESOS options to five independent non-executive directors, namely, Tan Sri Ahmad Zaki Ansore bin Mohd Yusof, Tan Sri Borhan bin Dolah, Tan Sri Dato’ Seri Dr Khalid bin Abu Bakar, CP (R) Datuk Mohd Khalil bin Kader Mohd and Datin Normaliza binti Kairon. The risk is that the independent directors may be fixated with their share price and this may affect their impartial decision-making, which should be made without reference to share price considerations.

Why is the Proposed ESOS extended to the five INEDs since they do not perform executive roles; the directors’ fee and other benefits they receive are supposed to be adequate to compensate the services rendered by them?

Answer: The proposed allocation of ESOS options is extended to the Independent Non-Executive Directors as Datasonic in recognition of their contributions towards the growth and performance of the Group. In addition, the opportunity to participate in the equity of the Datasonic is an incentive for their continuous efforts and contributions to the development and growth of the Group.

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APPENDIX II – RESPONSE TO THE LIVE QUESTIONS FROM SHAREHOLDERS AND PROXIES DURING THE MEETING

1. Will 2023 be better than 2022 or will be worse due to new challenges?

Answer: Following the delivery of a solid performance in FY23, we are looking to keep up the positive momentum and bring Datasonic to a new high. As we are bound by the listing guidelines, we are unable to share too much on the exact figures even though we have an internal forecast. However, what we can share is that the outlook for FY24 continues to be very promising. On the back of: - Continued rising demand for passport, - MyKad orders are gaining good traction, - Healthy demand for security documents and financial card personalization solutions, as well as - The deployment of i-Kad. All in all, we are looking forward to an exciting financial year in FY24 barring any unforeseen circumstances.

2. Is the legal issue with K FIMA settled?

Answer: The legal issue with K FIMA was settled last year and the time limit for Percetakan Keselamatan Nasional Sdn Bhd to file their appeal had lapsed on 26 November 2022.