

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

DS Sigma Holdings Berhad (“**DS Sigma**” or “**Company**”) was listed on the ACE Market of Bursa Securities on 6 January 2023. The admission of DS Sigma to the ACE Market of Bursa Securities was sponsored by Public Investment Bank Berhad (“**PIVB**”). This Circular has been reviewed by PIVB, who is the Sponsor and Principal Adviser to DS Sigma for the Proposed Variation and Extension (as defined herein).



DS SIGMA HOLDINGS BERHAD
(Registration No. 202101030362 (1430662-K))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED VARIATION AND EXTENSION OF TIMEFRAME FOR THE UTILISATION OF PROCEEDS RAISED FROM THE PUBLIC ISSUE UNDER THE INITIAL PUBLIC OFFERING (“IPO”) OF DS SIGMA HOLDINGS BERHAD (“DS SIGMA”) (“PROPOSED VARIATION AND EXTENSION”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



PUBLIC INVESTMENT BANK BERHAD
(Registration No. 197401002880 (20027-W))
A Participating Organisation Of Bursa Malaysia Securities Berhad
(Wholly-owned Subsidiary Of Public Bank Berhad)

The Extraordinary General Meeting (“**EGM**”) of DS Sigma will be held on a fully virtual basis via Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“**TIIH**”) via its TIIH Online website at <https://tiih.online> on Thursday, 14 March 2024, or at any adjournment thereof. The Notice of the EGM, Administrative Guide for the EGM together with the Form of Proxy are enclosed herewith. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via TIIH Online website.

Should you not be able to participate and vote at the EGM, you are entitled to appoint one (1) or more proxies to participate and vote on your behalf. The Form of Proxy should be lodged and deposited at the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or by electronic means via TIIH Online website at <https://tiih.online> not less than 48 hours before the time appointed for the meeting or at any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending and voting in person should you subsequently wish to do so, in which case the Form of Proxy deposited shall be deemed withdrawn and the proxy shall not be entitled to be present or vote at the EGM.

Last day and time for lodging the Form of Proxy for the EGM : Tuesday, 12 March 2024 at 10.00 a.m.

Date and time of the EGM : Thursday, 14 March 2024 at 10.00 a.m.

This Circular is dated 26 February 2024

DEFINITIONS

For the purpose of this Circular and the accompanying appendices, except where the context otherwise requires, or where otherwise defined herein, the following words and abbreviations shall apply throughout this Circular and shall have the following meanings:

Acquisition	: Acquisition by DS Packaging, a wholly-owned subsidiary of DS Sigma, of the Said Lot, for the Purchase Consideration pursuant to the terms of the SPA which was announced on 29 December 2023
Announcement	: Announcement dated 29 December 2023 in relation to the Proposals
Board	: Board of Directors of DS Sigma
Bursa Securities	: Bursa Malaysia Securities Berhad (200301033577 (635998-W))
Circular	: This circular to the shareholders of DS Sigma dated 26 February 2024 in relation to the Proposed Variation and Extension
DS Manufacturing	: Dai Suwon Manufacturing Sdn Bhd (200401010175 (648678-M))
DS Packaging	: Dai Suwon Packaging Sdn Bhd (200301016198 (618618-W))
DS Sigma or Company	: DS Sigma Holdings Berhad (202101030362 (1430662-K))
DS Sigma Group or Group	: DS Sigma and its subsidiaries, collectively
Director(s)	: Directors of the Company and shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007
E&E	: Electrical and electronics
EGM	: Extraordinary general meeting
FYE(s)	: Financial year(s) ended/ending
IPO	: Initial public offering exercise in conjunction with the listing of and quotation for the entire issued share capital of DS Sigma on the ACE Market of Bursa Securities on 6 January 2023
IPO Proceeds	: Total gross proceeds of approximately RM50.15 million raised from the public issue under the IPO
Klang Factories	: No. 27 Klang Factory and No. 29 Klang Factory, collectively
Klang Factory 2	: A new head office and factory proposed to be established in Klang
Laurelcap or Independent Valuer	: Laurelcap Sdn Bhd (Registration No.: 200801005362 (806610-U)), the independent valuer appointed by DS Packaging to carry out the valuation of the Said Lot pursuant to the Acquisition
Listing Date	: 6 January 2023, being the date of listing of and quotation for the entire issued share capital of DS Sigma on the ACE Market of Bursa Securities
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities
Lot 15007	: A vacant leasehold industrial land held under land title no. PN 15879, Lot PT 15007 which is located in Seksyen 20, Bandar Serendah, Daerah Ulu Selangor, Negeri Selangor

DEFINITIONS (Cont'd)

Lot 17945	: A vacant leasehold industrial land held under land title no. HSD 63084, Lot PT 17945 which is located in Seksyen 20, Bandar Serendah, Daerah Ulu Selangor, Negeri Selangor
LPD	: 31 January 2024, being the latest practicable date prior to the issuance of this Circular
Major Shareholder(s)	: Any person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares in the Company, is: (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company, where such person is the largest shareholder of the Company. For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Companies Act 2016
Master Titles	: The land titles for Lot 17945 and Lot 15007, collectively
MCA	: Mutual covenants agreement dated 29 December 2023 entered into between DS Packaging and UMW Development pursuant to the Acquisition
No. 27 Klang Factory	: An intermediate single storey semi-detached factory with double storey office on a leasehold industrial land owned by DS Packaging bearing postal address of No. 27, Lorong Jala 14/KS10, Jalan Telok Gong, 42000 Port Klang, Selangor
No. 29 Klang Factory	: An intermediate single storey semi-detached factory with double storey office on a leasehold industrial land rented by DS Manufacturing bearing postal address of No. 29, Lorong Jala 14/KS10, Jalan Telok Gong, 42000 Port Klang, Selangor
Nilai Factory	: A double storey detached office cum single storey factory on a freehold industrial land owned by DS Manufacturing bearing postal address of Lot 16132, Jalan Nilai 3/12, Kawasan Perindustrian Nilai 3, 71800 Nilai, Negeri Sembilan
PIVB or Principal Adviser	: Public Investment Bank Berhad (197401002880 (20027-W))
Proposals	: Acquisition and Proposed Variation and Extension, collectively
Proposed Variation and Extension	: Proposed variation and extension of time for the utilisation of IPO Proceeds
Prospectus	: The Company’s prospectus dated 13 December 2022 issued in conjunction with the IPO
Purchase Consideration	: Total cash consideration of RM12,196,800, being the purchase consideration for the Acquisition
PV	: Photovoltaic
RE	: Renewable energy
RM and sen	: Ringgit Malaysia and sen, respectively
Said Lands	: Vacant leasehold industrial lands held under the Master Titles
Said Lot	: A plot of vacant leasehold industrial land measuring approximately 4 acres (located within Precinct 5B, Northern Zone of the UMW HVM Park) currently forming part of the Said Lands

DEFINITIONS (Cont'd)

Serendah Factory	:	A new factory proposed to be established in Serendah on the Said Lot
SPA	:	Unconditional sale and purchase agreement dated 29 December 2023 entered into between DS Packaging and UMW Development for the Acquisition
UMW Development or Developer or Vendor	:	UMW Development Sdn Bhd (198201013979 (93742-U))
UMW HVM Park	:	UMW high value manufacturing park

All references to “you” in this Circular are references to the shareholders of DS Sigma. Words referring to the singular shall, where applicable, include the plural and *vice versa*, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any legislation is a reference to that legislation as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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EXECUTIVE SUMMARY

ALL DEFINITIONS USED IN THIS EXECUTIVE SUMMARY SHALL HAVE THE SAME MEANING AS THE WORDS AND EXPRESSIONS PROVIDED IN THE “DEFINITIONS” SECTION AND CONTEXT OF THE CIRCULAR.

THIS EXECUTIVE SUMMARY HIGHLIGHTS ONLY THE PERTINENT INFORMATION OF THE PROPOSED VARIATION AND EXTENSION. SHAREHOLDERS OF DS SIGMA ARE ADVISED TO READ THIS CIRCULAR IN ITS ENTIRETY FOR FURTHER DETAILS AND CAREFULLY CONSIDER THE INFORMATION AND RECOMMENDATION CONTAINED IN THE LETTER FROM THE BOARD TO THE SHAREHOLDERS OF DS SIGMA BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED VARIATION AND EXTENSION TO BE TABLED AT THE FORTHCOMING EGM OF DS SIGMA.

Key information	Description																																																																																										
Summary of the Acquisition	<ul style="list-style-type: none">Acquisition by DS Packaging, a wholly-owned subsidiary of DS Sigma, of the Said Lot, for the Purchase Consideration pursuant to the terms of the SPA which was announced on 29 December 2023.The Group aims to construct the Serendah Factory, a single-storey detached factory with an estimated built up area of 50,000 sq. ft. and an office having an estimated built up area of 2,000 sq. ft., on the Said Lot pursuant to the Acquisition.																																																																																										
Summary of the Proposed Variation and Extension	<ul style="list-style-type: none">The Company had completed its IPO exercise on 6 January 2023 and as at the LPD, the Company has unutilised IPO Proceeds of approximately RM31.97 million.The details of the Proposed Variation and Extension of the unutilised IPO Proceeds are as follows: <table><tr><th>No.</th><th>Purpose</th><th>Balance of IPO Proceeds unutilised RM'000</th><th>Proposed Variation RM'000</th><th>Revised utilisation after the Proposed Variation RM'000</th><th>Revised timeframe for utilisation (from the Listing Date)</th></tr><tr><td>(a)</td><td>Expansion of operational facilities</td><td></td><td></td><td></td><td></td></tr><tr><td></td><td>- Expansion of operations to Penang</td><td>1,200</td><td>-</td><td>1,200</td><td>Within 30 months</td></tr><tr><td></td><td>- Establishment of Klang Factory 2</td><td>16,000</td><td>(16,000)</td><td>-</td><td>Not applicable</td></tr><tr><td>(b)</td><td>Purchase of new machinery and equipment</td><td></td><td></td><td></td><td></td></tr><tr><td></td><td>- Automated and robotic packing machines</td><td>6,782</td><td>-</td><td>6,782</td><td>Within 30 months</td></tr><tr><td></td><td>- Honeycomb board machines</td><td>3,200</td><td>-</td><td>3,200</td><td>Within 30 months</td></tr><tr><td></td><td>- 6-colour flexographic printing machine</td><td>4,790</td><td>-</td><td>4,790</td><td>No change</td></tr><tr><td>(c)</td><td>Establish packaging design and innovation centre</td><td>-</td><td>-</td><td>-</td><td>Not applicable</td></tr><tr><td>(d)</td><td>Repayment of bank borrowings</td><td>-</td><td>-</td><td>-</td><td>Not applicable</td></tr><tr><td>(e)</td><td>Working capital</td><td>-</td><td>-</td><td>-</td><td>Not applicable</td></tr><tr><td>(f)</td><td>Estimated listing expenses</td><td>-</td><td>-</td><td>-</td><td>Not applicable</td></tr><tr><td>(g)</td><td>Acquisition</td><td>-</td><td>10,000</td><td>10,000</td><td>Within 48 months</td></tr><tr><td>(h)</td><td>Construction of Serendah Factory</td><td>-</td><td>6,000</td><td>6,000</td><td>Within 48 months</td></tr><tr><td></td><td>Total</td><td>31,972</td><td>-</td><td>31,972</td><td></td></tr></table>	No.	Purpose	Balance of IPO Proceeds unutilised RM'000	Proposed Variation RM'000	Revised utilisation after the Proposed Variation RM'000	Revised timeframe for utilisation (from the Listing Date)	(a)	Expansion of operational facilities						- Expansion of operations to Penang	1,200	-	1,200	Within 30 months		- Establishment of Klang Factory 2	16,000	(16,000)	-	Not applicable	(b)	Purchase of new machinery and equipment						- Automated and robotic packing machines	6,782	-	6,782	Within 30 months		- Honeycomb board machines	3,200	-	3,200	Within 30 months		- 6-colour flexographic printing machine	4,790	-	4,790	No change	(c)	Establish packaging design and innovation centre	-	-	-	Not applicable	(d)	Repayment of bank borrowings	-	-	-	Not applicable	(e)	Working capital	-	-	-	Not applicable	(f)	Estimated listing expenses	-	-	-	Not applicable	(g)	Acquisition	-	10,000	10,000	Within 48 months	(h)	Construction of Serendah Factory	-	6,000	6,000	Within 48 months		Total	31,972	-	31,972	
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Further details of the Proposed Variation and Extension are set out in Section 2 of this Circular.																																																																																											

EXECUTIVE SUMMARY (Cont'd)

Key information	Description
Rationale for the Proposed Variation and Extension	<ul style="list-style-type: none"> • Enable the Company to utilise the IPO Proceeds in a more efficient manner facilitating the Acquisition and construction of the Serendah Factory without having to incur interest costs or service principal repayments as compared to funding it through bank borrowings. • Allow the Group to utilise its internally generated funds to meet its working capital obligations. • The Proposed Variation and Extension would allow the Board sufficient flexibility in its capital commitments and expenditures. • In addition to the above, the Proposed Variation and Extension will also allow the Company to continue with its plans of purchasing new machinery and equipment, relocating the new machinery and equipment originally intended for Klang Factory 2 to Klang Factories and Nilai Factory which is expected to contribute positively to the future earnings of the DS Sigma Group. <p>Further details on the rationale for the Proposed Variation and Extension are set out in Section 3 of this Circular.</p>
Effects of the Proposed Variation and Extension	<p>The Proposed Variation and Extension is not expected to have any effect on the issued share capital, substantial shareholders' shareholdings, net assets, gearing and earnings per share of the Group for the FYE 30 June 2024.</p> <p>The Proposed Variation and Extension is expected to contribute positively to the future earnings of the DS Sigma Group as and when the benefits of the revised utilisation of the IPO Proceeds are realised.</p>
Approvals required	<p>The Proposed Variation and Extension is subject to the approval of the following:</p> <ul style="list-style-type: none"> (i) shareholders of DS Sigma at the forthcoming EGM; and (ii) any other relevant authorities and/or parties, if required. <p>The Proposed Variation and Extension is conditional upon the Acquisition.</p> <p>Save for the above, the Proposed Variation and Extension is not conditional upon any other proposals undertaken or to be undertaken by the Company.</p>
Interests of Directors, Major Shareholders, chief executive and/or persons connected with them	<p>None of the Directors, Major Shareholders, chief executive and/or persons connected with them have any interest, either direct or indirect, in the Proposed Variation and Extension.</p>
Directors' statement and recommendation	<p>The Board, after having considered all aspects of the Proposed Variation and Extension, including but not limited to the rationale and effects of the Proposed Variation and Extension, is of the opinion that the Proposed Variation and Extension is in the best interest of the Company.</p> <p>Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Variation and Extension to be tabled at the forthcoming EGM.</p>



DS SIGMA HOLDINGS BERHAD
(Registration No. 202101030362 (1430662-K))
(Incorporated in Malaysia)

Registered Office:

Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur

26 February 2024

Board of Directors:

Mohamad Ismail Bin Abu Bakar (*Independent Non-Executive Chairman*)
Lucille Teoh Soo Lien (*Managing Director*)
Beh Seng Lee (*Executive Director*)
Beh Le Hao (*Executive Director*)
Lee Yew Weng (*Independent Non-Executive Director*)
Loo Hee Guan (*Independent Non-Executive Director*)
Maznida Binti Mokhtar (*Independent Non-Executive Director*)

To: The shareholders of DS Sigma

Dear Sir/Madam,

PROPOSED VARIATION AND EXTENSION

1. INTRODUCTION

On 29 December 2023, PIVB had, on behalf of the Board, announced that the Company proposed to undertake the Acquisition and Proposed Variation and Extension.

Further details of the Acquisition and Proposed Variation and Extension are set out in the ensuing sections of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED VARIATION AND EXTENSION AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED VARIATION AND EXTENSION WHICH WILL BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH ITS APPENDIX BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED VARIATION AND EXTENSION TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE ACQUISITION

The Vendor has agreed to sell and DS Packaging has agreed to purchase the Said Lot on an 'as is where is' basis with vacant possession and free from all encumbrances and subject to the category of land use, express or implied conditions and any restrictions-in-interest in the Master Titles and in any other separate issue document of title to the Said Lot which will be issued by the relevant authorities and subject to the terms and conditions contained in the SPA.

Simultaneously with the SPA, DS Packaging had also on 29 December 2023, entered into the MCA with the Vendor for the purposes of governing and regulating the use and management and maintenance of the basic infrastructure, common properties and common facilities and services of the UMW HVM Park subject to the terms and conditions contained in the MCA.

As at the LPD, UMW Development is in the midst of carrying out the earthworks for the Said Lot.

2.1 Information of the Said Lot and the Said Lands

The Said Lot is part of the vacant leasehold industrial land within the Said Lands. The Said Lands are located approximately 55 km due north-west of Kuala Lumpur City Centre. The Said Lands are easily accessible from Kuala Lumpur City Centre via Duta-Ulu Kelang Expressway, followed by New Klang Valley Expressway, there onto North-South Expressway, exit to Sungai Buaya toll (Exit 117), heading eastern direction towards Jalan Sungai Buaya, Jalan Ros, and finally onto unnamed laterite road leading to where the Said Lot is located.

The surrounding area is a mixture of residential, commercial and industrial developments in character, consisting of flats, apartments, terraced houses, semi-detached houses, detached houses, shop-offices, terraced factories, semi-detached factories and detached factories. The Pusat Latihan Polis (PULAPOL) Bukit Sentosa is sited approximately 4.00-kilometres due north-west, whilst the Perodua Industrial Complex is located some 4.00-kilometres due southern direction of the Said Lot respectively.

Other prominent landmarks located within the vicinity are Lotus Bukit Beruntung, SMK Sungai Choh, SMK Bukit Sentosa, SJKC Bukit Tangga, SMK Bukit Sentosa 2, Masjid As Salam, Tan Chong Motor Assemblies Sdn Bhd, Rawang Memorial Park, Serendah Train Station, Petron Petrol Station Bukit Beruntung, Petronas Petrol Station Bukit Beruntung, Caltex Petrol Station Sg Choh, Shell Petrol Station Sg Choh and Jing Loong Shan Wan Fo Shih Temple.

The location of the Said Lot is illustrated on the map below:





The Developer is the registered proprietor and beneficial owner of the Said Lands which are held under the following two (2) master titles. The details are as follows:

	Lot 17945	Lot 15007
Title description	HSD 63084, Lot PT 17945 Seksyen 20, Bandar Serendah, Daerah Ulu Selangor, Negeri Selangor	PN 15879, Lot 15007 Seksyen 20, Bandar Serendah, Daerah Ulu Selangor, Negeri Selangor
Land area	52.07 acres / 210,724 sqm	61.16 acres / 247,500 sqm
Tenure	Leasehold period expiring on 25 October 2098	
Category of land use	Bangunan	Bangunan
Registered owner	UMW Development	UMW Development
Express conditions	Bangunan Kediaman	Bangunan Kediaman
Encumbrances	Charged to RHB Islamic Bank Berhad via presentation number 46335/2022	Nil
Existing use	Vacant industrial land	
Independent valuer	Laurelcap	
Method of valuation	Comparison approach	
Market value ^(a)	RM12.20 million	
Date of valuation	15 December 2023	

Note:

- (a) *As appraised by Laurelcap, vide its valuation report dated 18 December 2023. The Independent Valuer had valued the Said Lot as a parcel of vacant industrial land measuring approximately 4.00 acres located within UMW HVM Park, 48200 Serendah, Selangor Darul Ehsan, in its existing physical conditions with vacant possession and subject to the title being free from encumbrances, good, marketable and registrable. The Independent Valuer had also taken into consideration the completion of basic infrastructure and earthworks, the conversion of the land use to “industrial” use, and the subdivision and issuance of the separate individual title.*

The Independent Valuer had only adopted the comparison approach of valuation in appraising the market value of the Said Lot as other alternative methods are not applicable in view that the Said Lot is a parcel of vacant industrial land without any development approval or approved layout plan obtained and do not generate any income as at 15 December 2023.

Under the comparison approach, the market value of the Said Lot is determined by comparing it with recently transacted properties of a similar nature or offers for sale/rental of similar properties in the area. “Market Value” is defined as the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

The Said Lands form part of the northern zone of a mixed industrial, commercial and residential development known as UMW HVM Park of which the master plan and site locations are demarcated and delineated by a qualified surveyor (referred to as the “**UMW HVM Park Master Plan**”). The Developer shall at its own costs and expense obtain the approval of the appropriate authorities for the subdivision and issuance of the separate issue documents of title to the Said Lands into individual industrial lots and other land use for the UMW HVM Park in accordance with the approved UMW HVM Park Master Plan.

The UMW HVM Park shall be developed specifically as a high-value industrial development park and shall be specifically zoned for high-value manufacturing activities involving approved industries (such industries may be amended or added to by the Vendor at its absolute discretion).

2.2 Information of the Vendor

The Vendor was incorporated in Malaysia on 30 November 1982 as a private limited company under the Companies Act, 1965 and is deemed registered under the Companies Act, 2016. The Vendor is principally engaged in the businesses of property investment, property development, project management consultancy services and facilities management services.

The Vendor is a wholly-owned subsidiary of UMW Corporation Sdn Bhd.

As at the LPD, the directors of the Vendor are Encik Megat Shahrul Azmir Bin Nordin, Dato’ Ir. Abdul Rashid Bin Musa and Puan Farnida Binti Ngah. None of the directors of the Vendor hold any direct and indirect shareholding in the Vendor.

The Vendor is not related to DS Sigma Group in any manner.

2.3 Basis and justification on arriving at the Purchase Consideration

The Purchase Consideration for the Said Lot of RM12,196,800.00, which includes the costs of the basic infrastructure and the earthworks, was fixed by the Vendor, being the Developer of UMW HVM Park.

The management of DS Packaging had conducted an internal review, taking into consideration the strategic location of the Said Lot, accessibility, suitability and development of the surrounding area of lands into the UMW HVM Park, the market value of the Said Lot of RM12.20 million as appraised by the Independent Valuer based on the comparison approach of valuation as well as considered the rationale for the Acquisition as set out in the Announcement.

2.4 Mode of settlement of the Purchase Consideration

Pursuant to the terms of the SPA, the Purchase Consideration will be satisfied entirely in cash in the following manner:

No.	Progress payments	Amount (RM)	%
1.	Deposit		
	Upon acceptance of conditional offer ^(a)	243,936	2.00
	Upon execution of the SPA	975,744	8.00
2.	Balance of Purchase Consideration		
	The commencement of the earthworks	1,829,520	15.00
	The completion of the earthworks	2,439,360	20.00
	The completion of drains excluding drain crossings	1,219,680	10.00
	The completion of roads	1,219,680	10.00
	The completion of water reticulation mains	1,829,520	15.00
	The completion of telephone ductworks and manholes	1,219,680	10.00
	Upon handing over of vacant possession of the Said Lot to the Purchaser	1,219,680	10.00
	Total Purchase Consideration	12,196,800	100.00

Note:

- (a) *The earnest deposit has been paid by DS Packaging to the Vendor on 30 October 2023 upon acceptance of the conditional offer.*

As stated above, UMW Development is currently carrying out the earthworks on the Said Lot. The Acquisition is only deemed completed upon handing over of vacant possession of the Said Lot to DS Packaging and after the scheduled final payment of the Group to the Vendor as shown in the table above, which is expected to occur in the 4th quarter of 2025.

2.5 Source of funding

The Purchase Consideration for the Acquisition shall be fully satisfied in cash, which shall be funded through a combination of the IPO Proceeds pursuant to the Proposed Variation and Extension (as detailed in Section 3 of this Circular) and internally generated funds in the following manner:

Source of funding	Amount (RM)	%
IPO Proceeds	10,000,000	81.99
Internally generated funds	2,196,800	18.01
Total	12,196,800	100.00

In the event that the Proposed Variation and Extension is not approved by the shareholders of DS Sigma at the EGM to be convened, the Acquisition will be financed via a combination of bank borrowings and/or internally generated funds, the exact proportion of which will be determined at a later date. In such event, in determining the funding requirements, the Board will take into consideration, amongst others, the gearing level, interest costs and cash reserves of DS Sigma Group.

2.6 Liabilities to be assumed

Save for the obligations and liabilities in and arising from, pursuant to or in connection with the SPA, there are no other liabilities, including contingent liabilities or guarantees to be assumed by DS Sigma Group pursuant to the Acquisition.

2.7 Additional financial commitment

Save for cost of constructing the Serendah Factory of approximately RM10.00 million (subject to change pending the finalisation of the building plan), there is no additional financial commitment expected to be incurred by the Group in relation to the Acquisition. The Group intends to fund the future construction of the Serendah Factory via a combination of the IPO Proceeds pursuant to the Proposed Variation and Extension and internally generated funds.

In the event that the Proposed Variation and Extension is not approved by the shareholders of DS Sigma at the EGM to be convened, construction of the Serendah Factory will be financed via a combination of bank borrowings and/or internally generated funds, the exact proportion of which will be determined at a later date. In such event, in determining the funding requirements, the Board will take into consideration, amongst others, the gearing level, interest costs and cash reserves of DS Sigma Group.

The Group aims to construct the Serendah Factory, a single-storey detached factory with an estimated built up area of 50,000 sq. ft. and an office having an estimated built up area of 2,000 sq. ft., on the Said Lot pursuant to the Acquisition.

The highest percentage ratio applicable to the Acquisition pursuant to Rule 10.02(g) of the Listing Requirements is 11.42% calculated based on the Purchase Consideration of the Said Lot compared to the audited net assets of DS Sigma as at 30 June 2023. As such, in accordance with Rule 10.06(1) of the Listing Requirements, the Acquisition is not subject to the approval of the shareholders of DS Sigma.

3. DETAILS OF THE PROPOSED VARIATION AND EXTENSION

The Company completed its IPO exercise on the Listing Date and had raised IPO Proceeds of approximately RM50.15 million. The details of the original utilisation of the IPO Proceeds as disclosed in the Company's Prospectus are as follows:

No.	Purpose	Reference	Original use of IPO Proceeds ⁽ⁱ⁾ RM'000	Actual utilisation as at the LPD RM'000	Balance of IPO Proceeds unutilised RM'000	Original timeframe for utilisation (from the Listing Date)
1.	Expansion of operational facilities					
	- Expansion of operations to Penang	(a)	1,200	-	1,200	Within 24 months
	- Establishment of Klang Factory 2	(b)	16,000	-	16,000	Within 24 months
2.	Purchase of new machinery and equipment					
	- Automated and robotic packing machines	(c)	7,100	318	6,782	Within 24 months
	- Honeycomb board machines	(d)	3,200	-	3,200	Within 24 months
	- 6-colour flexographic printing machine		5,700	910	4,790	Within 24 months
3.	Establish packaging design and innovation centre		1,140	1,140	-	Within 24 months
4.	Repayment of bank borrowings		6,000	6,000	-	Within 12 months
5.	Working capital		5,409	5,409	-	Within 12 months
6.	Estimated listing expenses		4,400	4,400	-	Within 3 months
	Total		50,149	18,177	31,972	

Note:

- (i) As disclosed in the Prospectus. The allocation of the IPO Proceeds and intended timeframe for utilisation should be read in conjunction with the Prospectus.

After taking into consideration the rationale as stated in Section 3 of this Circular, the Board proposes to vary the utilisation of a portion of the balance of the unutilised IPO Proceeds amounting to RM16.00 million, or approximately 31.90% of the IPO Proceeds and to extend the timeframe for the utilisation of the IPO Proceeds. The details of the Proposed Variation and Extension are provided in the ensuing paragraphs and table.

(a) Expansion of operational facilities – Expansion of operations to Penang

As disclosed in the Prospectus, the Company had allocated RM1.20 million from the IPO Proceeds to fund the establishment of a warehouse cum office in Batu Kawan, Penang. However, as at the LPD, the Company was unable to identify a suitable warehouse at the required size and price and is currently in the midst of searching for suitable warehouses. The Company is currently delivering its products from existing Klang Factories to existing customers in the Penang region as current sales volume of customers in the Penang region is lower than expected by the Company. Notwithstanding the above, the Company would still be expanding its operations in Penang by actively searching for potential new customers in the region.

(b) Expansion of operational facilities – Establishment of Klang Factory 2

As disclosed in the Prospectus, the Company had allocated RM16.00 million from the IPO Proceeds to fund the establishment of Klang Factory 2 which is part of the Company's plan to increase its business operations. The initial plan was to acquire a detached factory with a 2-storey office building with an estimated built-up of 100,000 square feet within the Klang area. Notwithstanding that the Company had previously identified several potential factories, they were unable to reach an agreement with the respective property agents and sellers to acquire either of these factories. As at the LPD, the Company has yet to identify any other suitable factories at the required size and price for the establishment of Klang Factory 2.

Nonetheless, the Company intends to continue with its plans of purchasing new machinery and equipment which initially intended to be located at Klang Factory 2 and to relocate those machinery and equipment to the Klang Factories and Nilai Factory. The Group believes that it will be able to cater to the current as well as any further increase in demand for the Group's products from existing and new customers operating in the E&E sector moving forward.

In addition, the Company proposed to undertake the Acquisition and to establish a new factory in Serendah which would strategically place the Group's manufacturing facility next to the new customer which the Group had begun supplying to since October 2023 on a purchase order basis in the UMW HVM Park. The Serendah Factory is proposed to be constructed as a single-storey detached factory with an estimated built up area of 50,000 sq. ft. and an office having an estimated built up area of 2,000 sq. ft. The total estimated costs for setting up the Serendah Factory are as follows:

No.	Estimated costs	Amount (RM)
(a)	Total construction costs	10,000,000
(b)	Machineries and equipment ⁽ⁱ⁾	4,000,000
	Total	⁽ⁱⁱ⁾ 14,000,000

Notes:

(i) *The Group aims to equip the Serendah Factory with the following machineries and equipment:*

Machinery and equipment	No of unit(s)	Estimated cost (RM)
Semi-automatic stitching machine	1	300,000
Semi-automatic pre-feeder machine	1	200,000
6-colour flexographic printing machine	1	3,500,000
Total		4,000,000

The Group aims to satisfy customer demand by producing corrugated paper products as well as engineered wooden pallets at the Serendah Factory.

(ii) *The total estimated costs for setting up the Serendah Factory shall be funded through a combination of IPO Proceeds and internally generated funds in the following manner:*

Source of funding	Amount (RM)	%
IPO Proceeds (to finance the construction costs of the Serendah Factory)	6,000,000	42.86
Internally generated funds (to finance the remaining construction costs and machineries and equipment of the Serendah Factory)	8,000,000	57.14
Total	14,000,000	100.00

The Serendah Factory is expected to commence construction by December 2025 and is targeted to be completed by December 2026. As at the LPD, the Group is in the midst of deciding the building layout plans of the Serendah Factory and would submit to the relevant authorities for their approval once the construction plans have been finalise. The Serendah Factory is expected to commence operations by March 2027 with a single production line having a production capacity of 1,000,000 pieces of carton per month.

In view of the Acquisition and construction of Serendah Factory, the Board had resolved to defer the establishment of Klang Factory 2 at this juncture and to undertake the Proposed Variation and Extension. The Group intends to defer its initial plans to establish Klang Factory 2 in the medium term of five (5) to seven (7) years to concentrate on establishing the Serendah Factory to facilitate the expansion of the Group's business operations to customers in other industries and sectors such as the solar PV sector. For future implementation of the plans to establish Klang Factory 2, the Company intends to fund it through a combination of internal generated funds and/or borrowings. The Board and the management of DS Sigma believe that the deferment will not have any adverse impact on DS Sigma's operations and financial performance.

The IPO Proceeds of RM16.00 million, which was originally earmarked for the establishment of Klang Factory 2, is to be reallocated for the following:

Reallocation purpose	Amount (RM)	Expected utilisation timeframe (from Listing Date)
To part finance the Purchase Consideration ⁽ⁱ⁾	10,000,000	Within 48 months
To part finance the construction of Serendah Factory	6,000,000	Within 48 months
Total	16,000,000	

Note:

- (i) *Kindly refer to Section 2.5 of this Circular for further details regarding the Purchase Consideration and the source of funding for the Purchase Consideration.*

(c) Purchase of new machinery and equipment – Automated and robotic packing machines

As disclosed in the Prospectus, the Company had allocated RM7.10 million to purchase and install automated and robotic packing machines for its existing production lines in its Klang Factories and Nilai Factory. As at the LPD, the Company has utilised RM318,000 for the purchase of 1 unit of semi-automatic pre-feeder machine and 1 unit of semi-automatic stitching machine for its manufacturing facilities. In view that current labour cost as at this juncture is relatively low, the Company intends to prolong its search for further cost effective and efficient automated machineries and equipment for its manufacturing facilities.

(d) Purchase of new machinery and equipment – Honeycomb board machines

As disclosed in the Prospectus, the Company had allocated RM3.20 million to purchase 2 units of honeycomb board machines to produce a new type of paper pallet using honeycomb board. However, as the demand for this new product is still low, the Company has decided to delay the purchase of these new honeycomb board machines whilst focusing on increasing the demand for this new product.

The details of the Proposed Variation and Extension of the unutilised IPO Proceeds are as follows:

No.	Purpose	Original use of IPO Proceeds ⁽ⁱ⁾ RM'000	Actual utilisation as at the LPD RM'000	Balance of IPO Proceeds unutilised RM'000	Proposed Variation RM'000	Revised utilisation after the Proposed Variation RM'000	Original timeframe for utilisation (from the Listing Date)	Revised timeframe for utilisation (from the Listing Date)
(a)	Expansion of operational facilities - Expansion of operations to Penang - Establishment of Klang Factory 2	1,200 16,000	- -	1,200 16,000	- (16,000)	1,200 -	Within 24 months Within 24 months	Within 30 months (ii)Not applicable
(b)	Purchase of new machinery and equipment - Automated and robotic packing machines - Honeycomb board machines - 6-colour flexographic printing machine	7,100 3,200 5,700	318 - 910	6,782 3,200 4,790	- - -	6,782 3,200 4,790	Within 24 months Within 24 months Within 24 months	Within 30 months Within 30 months No change
(c)	Establish packaging design and innovation centre	1,140	1,140	-	-	-	Within 24 months	(ii)Not applicable
(d)	Repayment of bank borrowings	6,000	6,000	-	-	-	Within 12 months	(ii)Not applicable
(e)	Working capital	5,409	5,409	-	-	-	Within 12 months	(ii)Not applicable
(f)	Estimated listing expenses	4,400	4,400	-	-	-	Within 3 months	(ii)Not applicable
(g)	Acquisition	-	-	-	10,000	10,000	-	Within 48 months
(h)	Construction of Serendah Factory	-	-	-	6,000	6,000	-	Within 48 months
	Total	50,149	18,177	31,972	-	31,972		

Notes:

- (i) As disclosed in the Prospectus. The allocation of the IPO Proceeds and intended timeframe for utilization should be read in conjunction with the Prospectus.
- (ii) Not applicable as the proceeds have been reallocated to other purpose / fully utilised.

In accordance with Rule 8.24(2)(a) of the Listing Requirements, the Proposed Variation and Extension is deemed a material change to the use of the IPO Proceeds as the varied amount amounting to RM16.00 million represents 31.90% of the total IPO Proceeds. Accordingly, the approval of the shareholders of DS Sigma for the Proposed Variation and Extension is required to be obtained at the forthcoming EGM.

4. RATIONALE FOR THE PROPOSED VARIATION AND EXTENSION

After due consideration of the benefits of the Acquisition as stated in the Announcement, the Board is of the opinion that the Proposed Variation and Extension would enable the Company to utilise the IPO Proceeds in a more efficient manner facilitating the Acquisition and construction of the Serendah Factory without having to incur interest costs or service principal repayments as compared to funding it through bank borrowings. Furthermore, the Proposed Variation and Extension would allow the Group to utilise its internally generated funds to meet its working capital obligations instead of utilising it for the Acquisition and construction of the Serendah Factory.

The Board is of the view that the Proposed Variation and Extension is necessary as the current challenging environment arising from the dampened demand of exports of consumer electronic products of the Group's customers in the E&E sector due to high global interest rate environments as well as the ongoing Russia-Ukraine conflicts has resulted in a decrease in orders received by the Group. As such, the Group's current production capacity and manual labour is able to meet its customers' current demands and orders. Furthermore, the current challenging environment of the E&E sector has also dampened the Group's customers' interest in exploring new products, namely the Group's honeycomb board products. Thus, the Board is of the opinion that the Proposed Variation and Extension would allow the Board sufficient flexibility in its capital commitments and expenditures. Further, the Group would only commence its business operations in Penang in the 3rd quarter of 2024 after the Group receives consistent orders at a sufficient volume from the new customer in Penang.

The Proposed Variation and Extension will also allow the Company to continue with its plans of purchasing new machinery and equipment, relocating the new machinery and equipment originally intended for Klang Factory 2 to Klang Factories and Nilai Factory which is expected to contribute positively to the future earnings of the Group.

Premised on the above, the Board is of the view that it is in the best interest of the Group to undertake the Proposed Variation and Extension.

5. EFFECTS OF THE PROPOSED VARIATION AND EXTENSION

The Proposed Variation and Extension is not expected to have any effect on the issued share capital, substantial shareholders' shareholdings, net assets, gearing and earnings per share of the Group for the FYE 30 June 2024.

The Proposed Variation and Extension is expected to contribute positively to the future earnings of the Group as and when the benefits of the revised utilisation of the IPO Proceeds are realised.

6. APPROVALS REQUIRED

The Proposed Variation and Extension is subject to the approval of the following:

- (i) shareholders of DS Sigma at the forthcoming EGM; and
- (ii) any other relevant authorities and/or parties, if required.

The Proposed Variation and Extension is conditional upon the Acquisition.

Save for the above, the Proposed Variation and Extension is not conditional upon any other proposals undertaken or to be undertaken by the Company.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, Major Shareholders, chief executive and/or persons connected with them have any interest, either direct or indirect, in the Proposed Variation and Extension.

8. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, after having considered all aspects of the Proposed Variation and Extension, including but not limited to the rationale and effects of the Proposed Variation and Extension, is of the opinion that the Proposed Variation and Extension is in the best interest of the Company.

Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Variation and Extension to be tabled at the forthcoming EGM.

9. OTHER CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Acquisition which is expected to be completed in the 4th quarter of 2025, there is no other outstanding corporate exercises which has been announced by the Company but pending completion as at the LPD.

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstance and subject to all required approvals being obtained, the Proposed Variation and Extension is expected to be completed in the 4th quarter of 2025.

11. EGM

The EGM, the notice of which is enclosed in this Circular, will be held on a fully virtual basis via Remote Participation and Voting facilities provided by TIIH via TIIH Online website at <https://tiih.online> on Thursday, 14 March 2024 at 10.00 a.m., or at any adjournment thereof for the purpose of considering and if thought fit, passing with or without modification, the resolution to give effect to the Proposed Extension and Variation.

Should you not be able to participate and vote at the EGM, you are entitled to appoint one (1) or more proxies to participate and vote on your behalf. The Form of Proxy should be lodged and deposited at the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or by electronic means via TIIH Online website at <https://tiih.online> not less than 48 hours before the time appointed for the meeting or at any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending and voting in person should you subsequently wish to do so, in which case the Form of Proxy deposited shall be deemed withdrawn and the proxy shall not be entitled to be present or vote at the EGM.

12. FURTHER INFORMATION

You are advised to refer to the appendix of this Circular for further information.

Yours faithfully,
for and on behalf of the Board of Directors of
DS SIGMA HOLDINGS BERHAD

Lucille Teoh Soo Lien
Managing Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the completeness and accuracy of the information given in this Circular. The Board confirms that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements contained in this Circular or other facts, the omission of which would make any statement in this Circular false or misleading.

2. CONSENTS AND CONFLICT OF INTEREST

PIVB, being the Principal Adviser for the Proposed Variation and Extension, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references in the form and context in which they appear.

PIVB has confirmed that there is no conflict of interest situation which exists or is likely to exist, in its capacity as the Principal Adviser for the Proposed Variation and Extension.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither DS Sigma nor any of its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which may have a material and adverse effect on the financial position or business of DS Sigma and/or its subsidiaries. The Board is not aware of any proceedings pending or threatened against DS Sigma and/or its subsidiaries or of any facts likely to give rise to any proceedings which might materially affect the financial position or business of DS Sigma and/or its subsidiaries.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**4.1 Material commitments**

As at the LPD, there are no material commitments incurred or known to be incurred by the Group which, upon becoming enforceable, may have a material impact on the financial position or financial performance of the Group, save as disclosed below:

	RM'000
<u>Capital expenditure</u>	
Approved and contracted for:	
- Acquisition of vacant industrial land	10,977
- Purchase of new machinery and equipment	2,704
Total	<u>13,681</u>

4.2 Contingent liabilities

As at the LPD, the Board is not aware of any contingent liabilities that exists or is likely to exist which, upon becoming enforceable, may have a material impact on the financial position or financial performance of the Group.

FURTHER INFORMATION (*Cont'd*)

5. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan during normal office hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

- (i) Constitution of DS Sigma;
- (ii) letter of consent referred to in Section 2 above;
- (iii) audited financial statements of DS Sigma for the financial period from 20 September 2021 (date of incorporation) to 30 June 2022; and
- (iv) audited consolidated financial statements of DS Sigma for the FYE 30 June 2023 and the latest unaudited consolidated results of DS Sigma for the 3-month financial period ended 30 September 2023; and
- (v) the SPA, MCA and valuation report in relation to the Acquisition.

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DS SIGMA HOLDINGS BERHAD

(Registration No. 202101030362 (1430662-K))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of DS Sigma Holdings Berhad (“**DS Sigma**” or “**Company**”) will be held on a **fully virtual basis** via Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“**TIIH**”) via TIIH Online website at <https://tiih.online> on Thursday, 14 March 2024 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:

ORDINARY RESOLUTION

PROPOSED VARIATION AND EXTENSION OF TIMEFRAME FOR THE UTILISATION OF PROCEEDS RAISED FROM THE PUBLIC ISSUE UNDER THE INITIAL PUBLIC OFFERING (“IPO”) OF DS SIGMA HOLDINGS BERHAD (“DS SIGMA”) (“PROPOSED VARIATION AND EXTENSION”)

“**THAT** subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company (“**Board**” or “**Directors**”) for the variation of the utilisation of proceeds raised from the public issue under the initial public offering of the Company as disclosed in the circular to the shareholders of the Company dated 26 February 2024 (“**Circular**”) (“**Proposed Variation and Extension**”);

AND THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Variation and Extension and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Variation and Extension.”

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)/SSM PC NO. 201908002648

CHENG CHIA PING (MAICSA 1032514)/SSM PC NO. 202008000730

Company Secretaries

Kuala Lumpur

26 February 2024

Notes:

- (i) *For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7(b) of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) to issue a General Meeting Record of Depositors as at 7 March 2024. Only a depositor whose name appears on the Record of Depositors as at 7 March 2024 shall be entitled to attend the EGM or appoint proxies to attend and/or speak and/or vote on his/her behalf.*
- (ii) *Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the EGM via the Remote Participation and Voting facilities (“**RPV**”) provided by TIIH via its TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV provided in the Administrative Guide for the EGM and read the notes below in order to participate remotely via RPV.*
- (iii) *Members may submit questions to the Board prior to the EGM via TIIH Online website at <https://tiih.online> to pose questions and submit electronically no later than 48 hours before the time appointed for the meeting or at any adjournment thereof or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.*

- (iv) *A member entitled to attend and vote at the EGM is entitled to appoint a proxy/proxies to attend, participate, speak and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak and vote at the EGM.*
- (v) *A member may, subject to Notes (vi) and (vii) below, appoint more than one (1) proxy to attend and vote at the EGM, to the extent permitted by the Companies Act 2016, SICDA, ACE Market Listing Requirements of Bursa Securities (“ACE LR”) and the Rules of Central Depository. Where a member appoints two (2) proxies to attend and vote at the EGM, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.*
- (vi) *Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.*
- (vii) *Where a member of the Company is an exempt authorised nominee which holds security(ies) standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense, in the Company for multiple beneficial owners in one (1) securities account (“**omnibus account**”) as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- (viii) *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer’s Common Seal or under the hand of an officer or attorney duly authorised.*
- (ix) *A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this EGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide for the EGM.*
- (x) *The appointment of a proxy may be made by electronic or in a hard copy form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote:-*
 - (a) *In hard copy*

In the case of an appointment made in hard copy form, the Form of Proxy must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (b) *By electronic form*

The Form of Proxy can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Guide for the EGM on the procedures for electronic lodgement of Form of Proxy via TIIH Online.
- (xi) *Publication of Notice of the EGM on corporate website*

Pursuant to Section 320(2) of the Companies Act 2016, a copy of this Notice together with the proxy form are available at the corporate website of DS Sigma Holdings Berhad at <https://www.dssigma.com.my/>.

Personal Data Privacy:

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member 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.*



DS SIGMA HOLDINGS BERHAD
[Registration No.: 202101030362 (1430662-K)]

CDS Account No. (For Nominees Account Only)	Total number of shares held

PROXY FORM

(Before completing this form please refer to the notes below)

*I/ We, *NRIC/ Passport/ Registration No.:
(FULL NAME IN BLOCK LETTER)

Contact No.: of
(FULL ADDRESS)

being a *member/members of **DS SIGMA HOLDINGS BERHAD** (“Company”), hereby appoint:-

Full Name (IN BLOCK LETTER)	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	%
Full Address			
Email Address			
Telephone No.:			

*and / or,

Full Name (IN BLOCK LETTER)	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	%
Full Address			
Email Address			
Telephone No.:			

or failing *him/her, the Chairman of the Meeting as *my/our proxy/proxies to vote for *me/us on *my/our behalf at the Extraordinary General Meeting (“EGM”) of the Company to be held on a **fully virtual basis** via Remote Participation and Voting facilities provided by TIIH via TIIH Online website at <https://tiih.online> on Thursday, 14 March 2024 at 10.00 a.m., or any adjournment thereof.

*My/our *proxy/proxies shall vote as follows:

No.	Ordinary Resolution	FOR	AGAINST
1.	Proposed Variation and Extension		

(Please indicate with an “X” in the spaces provided how you wish your votes to be cast. If no specific direction as to vote is given, the proxy/proxies will vote or abstain from voting at his/her discretion.)

Dated this _____ day of _____, 2024

**delete whichever is not applicable*

Signature / Common Seal of Shareholder

Notes:

- (i) For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7(b) of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) to issue a General Meeting Record of Depositors as at 7 March 2024. Only a depositor whose name appears on the Record of Depositors as at 7 March 2024 shall be entitled to attend the EGM or appoint proxies to attend and/or speak and/or vote on his/her behalf.
- (ii) Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the EGM via the Remote Participation and Voting facilities (“**RPV**”) provided by TIIH via its TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV provided in the Administrative Guide for the EGM and read the notes below in order to participate remotely via RPV.
- (iii) Members may submit questions to the Board prior to the EGM via TIIH Online website at <https://tiih.online> to pose questions and submit electronically no later than 48 hours before the time appointed for the meeting or at any adjournment thereof or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.
- (iv) A member entitled to attend and vote at the EGM is entitled to appoint a proxy/proxies to attend, participate, speak and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak and vote at the EGM.
- (v) A member may, subject to Notes (vi) and (vii) below, appoint more than one (1) proxy to attend and vote at the EGM, to the extent permitted by the Companies Act 2016, SICDA, ACE Market Listing Requirements of Bursa Securities (“**ACE LR**”) and the Rules of Central Depository. Where a member appoints two (2) proxies to attend and vote at the EGM, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- (vi) Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.
- (vii) Where a member of the Company is an exempt authorised nominee which holds security(ies) standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense, in the Company for multiple beneficial owners in one (1) securities account (“**omnibus account**”) as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (viii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer’s Common Seal or under the hand of an officer or attorney duly authorised.
- (ix) A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this EGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide for the EGM.
- (x) The appointment of a proxy may be made by electronic or in a hard copy form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote:-
 - (a) *In hard copy*

In the case of an appointment made in hard copy form, the Form of Proxy must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (b) *By electronic form*

The Form of Proxy can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Guide for the EGM on the procedures for electronic lodgement of Form of Proxy via TIIH Online.
- (xi) Publication of Notice of the EGM on corporate website

Pursuant to Section 320(2) of the Companies Act 2016, a copy of this Notice together with the proxy form are available at the corporate website of DS Sigma Holdings Berhad at <https://www.dssigma.com.my/>.

Personal Data Privacy:

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member 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.*

Fold this flap for sealing

Then fold here

AFFIX
STAMP

SHARE REGISTRAR OF DS SIGMA HOLDINGS BERHAD

Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

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