



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

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting (“AGM”) of DATASONIC GROUP BERHAD (“the Company”) will be held at the Conference Room, Level 6, Bangunan Setia 1, No. 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur (“Broadcast Venue”) on Thursday, 17 September 2020 at 10:00 a.m. through live streaming and online remote voting via the Remote Participation and Electronic Voting (“RPEV”) facilities which are available at Boardroom Share Registrars Sdn Bhd (“Boardroom”)’s Online website at <https://boardroomlimited.my> for the purpose of transacting the following businesses:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note A)

2. To approve the Directors’ fees payable to the Non-Executive Directors of the Company up to an amount of RM1,100,000 from the day after the Twelfth AGM until the next AGM of the Company, to be paid monthly in arrears.
(Please refer to Explanatory Note B)

Ordinary Resolution 1

3. To approve the Directors’ benefits payable to the Non-Executive Directors of the Company up to an amount of RM200,000 from the day after the Twelfth AGM until the next AGM of the Company.
(Please refer to Explanatory Note B)

Ordinary Resolution 2

4. To re-elect the following Directors who retire in accordance with Clause 165 of the Constitution of the Company and being eligible, have offered themselves for re-election:-

- a) General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd)
(Please refer to Explanatory Note C)

Ordinary Resolution 3

- b) Dato’ Wan Ibrahim bin Wan Ahmad
(Please refer to Explanatory Note C)

Ordinary Resolution 4

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

5. To re-elect the following Directors who retire in accordance with Clause 156 of the Constitution of the Company and being eligible, have offered themselves for re-election:-
- | | |
|---|------------------------------|
| a) Dato' Haji Razali bin Mohd Yusof | Ordinary Resolution 5 |
| b) Dato' Sri Sharifuddin bin Ab Ghani
(Please refer to Explanatory Note C) | Ordinary Resolution 6 |
| c) Dato' Ibrahim bin Abdullah
(Please refer to Explanatory Note C) | Ordinary Resolution 7 |
| d) Encik Handrianov Putra bin Abu Hanifah | Ordinary Resolution 8 |
| e) Cik Noor Suhaila binti Saad
(Please refer to Explanatory Note C) | Ordinary Resolution 9 |
6. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 10**

As Special Business

To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

7. Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

“THAT subject to Sections 75 and 76 of the Companies Act, 2016, the 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 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.”
(Please refer to Explanatory Note D)

Ordinary Resolution 11

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

8. Proposed Renewal of Share Buy-Back Authority

“THAT subject to the Companies Act, 2016 (“the Act”), the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and the approvals of all relevant governmental and/or regulatory authorities (if any), approval be and is hereby given to the Company to purchase such number of ordinary shares as may be determined by the Directors of the Company from time to time through Bursa Malaysia upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:-

- a) the maximum aggregate number of ordinary shares to be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time;
- b) the maximum fund to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase; and
- c) the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:-
 - i) the conclusion of the next Annual General Meeting (“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
 - ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

- iii) revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever, occur first.

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

- a) cancel all the ordinary shares so purchased; or
- b) retain the ordinary shares so purchased as treasury shares; or
- c) retain part of the ordinary shares so purchased as treasury shares and cancel the remainder of the ordinary shares.

THAT where such ordinary shares are held as treasury shares, the Directors be and are hereby authorised to deal with the treasury shares in their absolute discretion, in the following manner:-

- a) distribute the ordinary shares as dividends to shareholders, such dividends to be known as “shares dividends”; or
- b) resell the ordinary shares or any of the ordinary shares in accordance with the relevant rules of Bursa Malaysia; or
- c) transfer the ordinary shares or any of the ordinary shares for the purposes of or under an employees’ share scheme; or
- d) transfer the ordinary shares or any of the ordinary shares as purchase consideration; or
- e) cancel the ordinary shares or any of the ordinary shares; or
- f) sell, transfer or otherwise use the ordinary shares for such other purposes as the Minister charged with the responsibilities for companies may by order prescribe.

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

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

(Please refer to Explanatory Note E)

Ordinary Resolution 12

9. **Proposed continuation in office of General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd) as Independent Non-Executive Director of the Company**

“THAT subject to the passing of Ordinary Resolution 3, approval be and is hereby given to General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd) who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance 2017 (“MCCG 2017”).”

(Please refer to Explanatory Note F)

Ordinary Resolution 13

10. **Proposed continuation in office of Dato’ Wan Mohd Safiain bin Wan Hasan as Independent Non-Executive Director of the Company**

“THAT approval be and is hereby given to Dato’ Wan Mohd Safiain bin Wan Hasan who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the MCCG 2017.”

(Please refer to Explanatory Note F)

Ordinary Resolution 14

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

11. Proposed continuation in office of Dato' Wan Ibrahim bin Wan Ahmad as Independent Non-Executive Director of the Company

“THAT subject to the passing of Ordinary Resolution 4, approval be and is hereby given to Dato' Wan Ibrahim bin Wan Ahmad who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the MCCG 2017.”

(Please refer to Explanatory Note F)

Ordinary Resolution 15

12. Proposed continuation in office of Mr Yee Kim Shing @ Yew Kim Sing as Independent Non-Executive Director of the Company

“THAT approval be and is hereby given to Mr Yee Kim Shing @ Yew Kim Sing who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the MCCG 2017.”

(Please refer to Explanatory Note F)

Ordinary Resolution 16

13. Proposed allocation of Employees' Share Option Scheme (“ESOS”) Options to Dato' Sri Sharifuddin bin Ab Ghani

“THAT pursuant to the ESOS of the Company approved by the shareholders 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 Dato' Sri Sharifuddin bin Ab Ghani, being the Independent Non-Executive Director of the Company, provided that not more than 10% of the ESOS Options shall be allocated to him if he is a Director of the Company and/or he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued ordinary shares of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

(Please refer to Explanatory Note G)

Ordinary Resolution 17

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

14. Proposed allocation of ESOS Options to Dato' Ibrahim bin Abdullah

“THAT pursuant to the ESOS of the Company approved by the shareholders 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 Dato' Ibrahim bin Abdullah, being the Independent Non-Executive Director of the Company, provided that not more than 10% of the ESOS Options shall be allocated to him if he is a Director of the Company and/or he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued ordinary shares of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

(Please refer to Explanatory Note G)

Ordinary Resolution 18

15. Proposed allocation of ESOS Options to Encik Handrianov Putra bin Abu Hanifah

“THAT pursuant to the ESOS of the Company approved by the shareholders at the Extraordinary General Meeting held on 20 February 2020, the Board of Directors of the Company 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 Handrianov Putra bin Abu Hanifah, 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 treasure 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.”

(Please refer to Explanatory Note G)

Ordinary Resolution 19

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

16. Proposed allocation of ESOS Options to Cik Noor Suhaila binti Saad

“THAT pursuant to the ESOS of the Company approved by the shareholders 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 Cik Noor Suhaila binti Saad, being the Independent Non-Executive Director of the Company, provided that not more than 10% of the ESOS Options shall be allocated to her if she is a Director of the Company and/or she, either singly or collectively through persons connected to her, holds 20% or more of the total number of issued ordinary shares of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

(Please refer to Explanatory Note G)

Ordinary Resolution 20

17. To transact any other business of which due notice has been given in accordance with the Companies Act, 2016.

By Order of the Board

NIU CHEW WEI (MAICSA 7022900)
SSM Practising Certificate Registration No.: 202008001346
Company Secretary

Kuala Lumpur
10 August 2020

NOTES:

- (1) As a precautionary measure amid COVID-19 outbreak, the Twelfth AGM will be conducted on a fully virtual basis through live streaming and online remote voting via the RPEV facilities which are available at Boardroom's Online website at <https://boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide for the Twelfth AGM in order to register, participate and vote remotely via the RPEV facilities.

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTES:

- (2) The main and only venue of the Twelfth AGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 106 of the Company's Constitution that requires the Chairman of the Meeting to be present at the main venue of the Meeting. Shareholders/proxies/corporate representatives should not be physically present nor will they be admitted at the Broadcast Venue on the day of the Twelfth AGM.
- (3) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. Since the Twelfth AGM will be conducted via a virtual meeting, a member who is unable to attend and vote at the Meeting may appoint the Chairman of the Meeting as his/ her proxy and indicate the voting instruction in the Form of Proxy. For Corporate Shareholder, Authorised Nominee and Exempt Authorised Nominee, you may also appoint a Proxy who is not the Chairman of the Meeting.
- (4) Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (5) Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account") as defined under the Securities Industries (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- (6) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of its attorney or duly authorised officer.
- (7) The instrument appointing a proxy or proxies and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the office of Company's Share Registrar, Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D)) at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
- (8) The proxy appointment may also be lodged electronically at <https://boardroomlimited.my>, not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof. For further information, please refer to the "Electronic Lodgement of Form of Proxy" in the Administrative Guide.
- (9) In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at 3 September 2020 shall be entitled to attend the said meeting or appoint proxy(ies) to attend, speak and vote in his/her stead.
- (10) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

EXPLANATORY NOTES:

A) To receive the Audited Financial Statements

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

B) Ordinary Resolutions 1 and 2 – Directors’ Fees and Benefits Payable To Non-Executive Directors

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

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

The proposed Directors’ benefits payable comprises of meeting allowance and other benefits.

The estimated amount of Directors’ benefits payable is based on the size of the Board and Board Committees and the number of scheduled Board and Board Committees meetings for the period commencing from the day after the Twelfth AGM until the next AGM of the Company.

C) Annual Assessment of the Independence of the Independent Directors

The Board through the Nomination and Remuneration Committee has undertaken an annual assessment of the independence of all its Independent Directors, including General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd), Dato’ Wan Ibrahim bin Wan Ahmad, Dato’ Sri Sharifuddin bin Ab Ghani, Dato’ Ibrahim bin Abdullah and Cik Noor Suhaila binti Saad who are seeking for re-election as Directors of the Company at the Twelfth AGM of the Company.

The Board is satisfied that they meet the criteria prescribed by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

D) Special Business

Ordinary Resolution 11 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The existing general mandate for the authority to issue and allot shares was approved by the shareholders of the Company at the Eleventh AGM held on 1 August 2019. As at the date of this Notice, the Company did not issue any new shares pursuant to this mandate obtained.

The proposed Ordinary Resolution 11, if passed, will empower the Directors pursuant to Sections 75 and 76 of the Companies Act, 2016, from the conclusion of this AGM, to issue and allot shares in the Company provided that the aggregate number of shares issued does not exceed 10% of the total number of issued share capital of the Company at the time of issue for such purposes as they consider would be in the best interest of the Company.

This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The renewal of this general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding investment project(s), working capital and/or acquisition. At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

E) Special Business

Ordinary Resolution 12 – Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 12, if passed, will empower the Company to purchase up to 10% of the total number of issued shares of the Company.

The details on the Proposed Renewal of Share Buy-Back Authority are set out in the Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 10 August 2020.

F) Special Business

Ordinary Resolutions 13, 14, 15 and 16 – Proposed continuation in office of General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd), Dato' Wan Mohd Safiain bin Wan Hasan, Dato' Wan Ibrahim bin Wan Ahmad and Mr Yee Kim Shing @ Yew Kim Sing as Independent Non-Executive Directors of the Company

General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd), Dato' Wan Mohd Safiain bin Wan Hasan, Dato' Wan Ibrahim bin Wan Ahmad and Mr Yee Kim Shing @ Yew Kim Sing were appointed as Independent Non-Executive Directors on 27 June 2011 and have therefore served for a cumulative term of nine (9) years.

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

The Board through the Nomination and Remuneration Committee has assessed the performance and independence of General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd), Dato' Wan Mohd Safiain bin Wan Hasan, Dato' Wan Ibrahim bin Wan Ahmad and Mr Yee Kim Shing @ Yew Kim Sing and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- a) They have met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and are therefore able to give independent opinion to the Board;
- b) Being Directors for more than nine (9) years have enabled them to contribute positively during deliberations/ discussions at meetings as they are familiar with the operations of the Company and possess sound knowledge of the Company's operations;
- c) They have contributed sufficient time and exercised due care during their tenure as Independent Non-Executive Directors;
- d) They have discharged their professional duties in good faith and also in the best interest of the Company and shareholders;
- e) They have the calibre, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner;
- f) They have never compromised on their independent judgement; and
- g) They have ensured that there were effective checks and balances in Board proceedings.

The proposed Ordinary Resolutions 13, 14, 15 and 16, if passed, will allow General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd), Dato' Wan Mohd Safiain bin Wan Hasan, Dato' Wan Ibrahim bin Wan Ahmad and Mr Yee Kim Shing @ Yew Kim Sing to continue to act as Independent Non-Executive Directors of the Company until the conclusion of the next AGM in accordance with the MCCG 2017.

G) Ordinary Resolutions 17, 18, 19 and 20 – Proposed allocation of ESOS Options to Dato' Sri Sharifuddin bin Ab Ghani, Dato' Ibrahim bin Abdullah, Encik Handrianov Putra bin Abu Hanifah and Cik Noor Suhaila binti Saad

The establishment of the ESOS of up to 7.5% of the total number of issued ordinary shares in the Company (excluding treasury shares, if any) at any point in time during the duration of the ESOS for the eligible Directors and employees of the Company and its subsidiaries (excluding dormant subsidiaries) was approved by the shareholders of the Company at the Extraordinary General Meeting held on 20 February 2020.

Dato' Sri Sharifuddin bin Ab Ghani, Dato' Ibrahim bin Abdullah, Encik Handrianov Putra bin Abu Hanifah and Cik Noor Suhaila binti Saad ("Interested Directors") were appointed to the Board of Directors on 5 February 2020.

The Interested Directors will abstain from voting in respect of their shareholdings (if any) in the Company on the respective resolutions pertaining to the proposed allocation of ESOS Options to them at the AGM.

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

The proposed Ordinary Resolutions 17, 18, 19 and 20, if passed, will empower the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant ESOS Options to Dato' Sri Sharifuddin bin Ab Ghani, Dato' Ibrahim bin Abdullah and Cik Noor Suhaila binti Saad, being the Independent Non-Executive Directors of the Company and Encik Handrianov Putra bin Abu Hanifah, being the Executive Director of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

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

No individual is standing for election as Director at the Twelfth AGM of the Company.

2. Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

Details of the general mandate for the Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016 are set out in Explanatory Note D of the Notice of Twelfth AGM.

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

ADMINISTRATIVE GUIDE

ADMINISTRATIVE GUIDE FOR THE TWELFTH ANNUAL GENERAL MEETING (“AGM”)

Meeting Platform	: https://web.lumiagm.com
Day and Date	: Thursday, 17 September 2020
Registration	: Virtual Meeting via Remote Participation and Electronic Voting (“RPEV”) facilities
Broadcast Venue	: Conference Room, Level 6, Bangunan Setia 1, No. 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur
Mode of Communication	: Shareholders may submit questions prior to the Twelfth AGM by emailing to ir@datasonic.com.my no later than Tuesday, 15 September 2020 at 10:00 a.m. or pose questions during live streaming at https://web.lumiagm.com .

Dear Shareholders,

As a precautionary measure amid COVID-19 outbreak, the Company’s forthcoming Twelfth AGM will be conducted virtually on our Meeting Platform, as the safety of our members, Directors, staff and other stakeholders who will attend the AGM is of paramount importance to us.

In line with the Malaysian Code on Corporate Governance Practice 12.3, by conducting a virtual AGM, this would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders’ participation. With the Virtual Meeting Facilities, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

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

ADMINISTRATIVE GUIDE

Digital Copies of AGM Documents

As part of our commitment to reduce paper usage, the following documents are available on our website at <https://datasonic.com.my>.

1. Annual Report 2020
2. Corporate Governance Report 2020
3. Notice of the Twelfth AGM, Form of Proxy and Administrative Guide
4. Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 10 August 2020

Should you require a printed copy of the above documents, you may submit your request by through Boardroom Smart Investor Portal at <https://boardroomlimited.my> via the following steps:-

- Step 1 : Visit the smart investor portal at <https://boardroomlimited.my>
- Step 2 : Register an account/ Login Your Account
- Step 3 : Select “**INVESTOR SERVICES**”
- Step 4 : Select “**REQUEST FOR ANNUAL REPORT/ CIRCULAR**”
- Step 5 : Enter Company Name or Bursa Stock Code then click “**Enter**”

Alternatively, you may also make your request through telephone/email to our service provider at the number/email address provided in the enquiry section of this document. Any request for the printed documents would be forwarded to the requestor within four (4) market days from the date of receipt of the written request.

Broadcast Venue

The main and only venue of the Twelfth AGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 106 of the Company’s Constitution that requires the Chairman of the Meeting to be present at the main venue of the Meeting. Shareholders/proxies/corporate representatives should not be physically present nor will they be admitted at the Broadcast Venue on the day of the Twelfth AGM.

Shareholders can participate in our full virtual AGM by registering online via the BoardRoom Smart Investor Portal at <https://boardroomlimited.my>.

Entitlement to Participate the AGM

In respect of deposited securities, only members whose names appear on the Record of Depositors on 3 September 2020 (General Meeting Record of Depositors) shall be eligible to participate the meeting or appoint proxy(ies) to participate on his/her behalf.

ADMINISTRATIVE GUIDE

Lodgement of Form of Proxy

If you are unable to attend the AGM via RPEV facilities and wish to appoint the Chairman of the Meeting as your proxy to vote on your behalf, please deposit your Form of Proxy at the office of the Company's Poll Administrator, Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D)) ("BoardRoom") at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time of holding the Twelfth AGM, i.e. latest by **Tuesday, 15 September 2020 at 10:00 a.m.** Any alteration to the Form of Proxy must be initialled.

Alternatively, the proxy appointment may also be lodged electronically at <https://boardroomlimited.my> which is free and available to all individual shareholders, not less than forty-eight (48) hours before the time of holding the Twelfth AGM, i.e. latest by **Tuesday, 15 September 2020 at 10:00 a.m.** For further information, kindly refer to the "Electronic Lodgement of Form of Proxy" below:-

Step 1 Register Online with BoardRoom Smart Investor Portal (for first time registration only)

[Note: If you have already signed up with BoardRoom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 on E-Proxy Lodgement.]

- a. Access website <https://boardroomlimited.my>
- b. Click <<**Login**>> and click <<**Register**>> to sign up as a user.
- c. Complete the registration and upload a softcopy of your MyKad/Identification Card (front and back) or Passport.
- d. Please enter a valid email address and wait for BoardRoom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 E-Proxy Lodgement

- a. Access website <https://boardroomlimited.my>
- b. Login with your User ID and Password given above.
- c. Go to "**E-PROXY LODGEMENT**" and browse the Meeting List for "**DATASONIC GROUP BERHAD'S TWELFTH AGM**" and click "**Apply**".
- d. Read the terms & conditions and confirm the Declaration.
- e. Enter your CDS Account Number and indicate the number of securities.
- f. Appoint your proxy(ies) or "**The Chairman of the Meeting**" and enter the required particulars for your proxy(ies).
- g. Indicate your voting instructions – "**For**" or "**Against**" otherwise your proxy(ies) will decide your votes.
- h. Review and confirm your proxy(ies) appointment.
- i. Click "**Submit**".

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

ADMINISTRATIVE GUIDE

If you wish to participate in the Meeting yourself, please do not submit any Form of Proxy for the Meeting. You will not be allowed to participate in the Meeting together with a proxy appointed by you.

Revocation of Proxy

If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in our Virtual AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy (ies) at least forty-eight (48) hours before the meeting.

Voting Procedure

The voting will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The Company has appointed BoardRoom as the Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Malaysian Issuing House Sdn Bhd (Registration No. 199301003608 (258345-X)) as Scrutineer to verify the poll results.

Members and proxies are required to use one (1) of the following methods to vote remotely:-

- (i) Download Lumi AGM App (free of charge) onto your personal voting device prior to the Meeting from Apple App Store or Google Play Store; or
- (ii) Launch Lumi AGM by scanning the QR code given to you in the email along with your remote participation User ID and Password; or
- (iii) Access to Lumi AGM via website URL <https://web.lumiagm.com>.

During the AGM, the Chairman of the Meeting will invite the Poll Administrator to brief on the e-Voting housekeeping rules.

For the purpose of this AGM, e-Voting can be carried out by using either personal smart mobile phones, tablets, personal computers or laptops.

The polling will only commence after announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.

The Scrutineer will verify the poll result reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.

ADMINISTRATIVE GUIDE

Remote Participation and Electronic Voting (RPEV)

Please note that the following participants shall use the RPEV facilities to participate and vote remotely during the virtual AGM:-

- (i) Individual Shareholder;
- (ii) Corporate Shareholder;
- (iii) Authorised Nominee; and
- (iv) Exempt Authorised Nominee.

If you wish to participate in the Meeting, you will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time whilst the Meeting is in progress.

Kindly follow the steps below to request for your login ID and password and usage of the RPEV facilities:-

Virtual Meeting Facilities

Before the day of the AGM		
Procedure		Action
Step 1	Register Online with BoardRoom Smart Investor Portal (for first time registration only)	<i>[Note: If you have already signed up with BoardRoom Smart Investor Portal, you are not required to register again. You may proceed to Step (ii)] – Submit request for remote participation.]</i> a. Access website https://boardroomlimited.my b. Click << Login >> and click << Register >> to sign up as a user. c. Complete the registration and upload a softcopy of your MyKad/Identification Card (front and back) or Passport. d. Please enter a valid email address and wait for BoardRoom's email verification. e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

ADMINISTRATIVE GUIDE

Before the day of the AGM		
Procedure	Action	
Step 2	Submit request for remote participation (User ID and Password)	<i>[Note: Registration for remote access will be opened on 10 August 2020. Please note that the closing time to submit your request is not less than forty-eight (48) hours before the time of holding the Twelfth AGM, i.e. latest by Tuesday, 15 September 2020 at 10:00 a.m.]</i> Individual Shareholder - Login to https://boardroomlimited.my using your user ID and password. - Select “VIRTUAL MEETING” from main menu and select the correct Corporate Event “DATASONIC GROUP BERHAD’S TWELFTH AGM”. - Read and agree to the Terms & Conditions. - Enter your CDS Account and thereafter submit your request. Corporate Shareholder - Write _____ in _____ to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request. - Please provide a copy of Corporate Representative’s MyKad/Identification Card (front and back) or Passport as well as his/her email address. Authorised Nominee and Exempt Authorised Nominee - Write _____ in _____ to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request. - Please provide a copy of the Proxy Holder’s MyKad/Identification Card (front and back) or Passport as well as his/her email address.

ADMINISTRATIVE GUIDE

On the day of the AGM		
Procedure		Action
Step 3	Email notification	- You will receive notification from BoardRoom that your request(s) has been received and is being verified. - Upon system verification against the General Meeting Record of Depositories as at 3 September 2020, you will receive an email from BoardRoom either approving or rejecting your registration for remote participation. - If your registration is approved, you will also receive your remote access user ID and password in the same email from BoardRoom. - Please note that the closing date and time to submit your request is by Tuesday, 15 September 2020 at 10:00 a.m.
Step 4	Login to Virtual Meeting Platform	- The Virtual Meeting portal will be opened for login one (1) hour before the commencement of the AGM at 9:00 a.m. on Thursday, 17 September 2020. - The Meeting Platform can be accessed via one of the following methods:- ➤ Download the free Lumi AGM application from Apple App Store or Google Play Store; ➤ Launch Lumi AGM by scanning the QR Code provided in the email notification; ➤ Access to Lumi AGM webportal via website at https://web.lumiagm.com - Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step 3.
Step 5	Participate	<i>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition.]</i> - If you would like to view the live webcast, select the broadcast icon.  - If you would like to ask a question during the AGM, select the messaging icon.  - Type your message within the chat box, once completed click the send button.

ADMINISTRATIVE GUIDE

On the day of the AGM		
Procedure		Action
Step 6	Voting	a. Once the Meeting is opened for voting, the polling icon will appear with the resolutions and your voting choices. b. To vote, simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received. c. To change your vote, simply select another voting direction. d. If you wish to cancel your vote, please press "Cancel".
Step 7	End of Participation	a. Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end and the messaging window will be disabled. b. You can now logout from the Meeting Platform.

No Distribution of Door Gift, Food and Beverage

As the Twelfth AGM will be conducted virtually, there shall be no distribution of door gift, food and beverage.

No Recording or Photography

No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

Participation through Live Webcast, Question and Voting at the online AGM

The Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by shareholders which are related to the resolutions to be tabled at the Twelfth AGM as well as financial performance/prospect of the Company.

Shareholders may proceed to cast votes on each of the proposed resolutions, to be tabled at the Twelfth AGM after the Chairman has opened the poll on the resolutions. Shareholders are reminded to cast their votes before the poll is closed.

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

ADMINISTRATIVE GUIDE

Enquiry

If you have any enquiries prior to the AGM, please contact the following during office hours from Monday to Friday (8:30 a.m. to 5:30 p.m.):-

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia
General Line : 603-7890 4700
Fax Number : 603-7890 4670
Email : bsr.helpdesk@boardroomlimited.com

Personal Data Policy

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

FORM OF PROXY

No. of Shares Held	CDS Account No.

DATASONIC
GROUP BERHAD

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

*I/We, _____

*NRIC No./Passport No./Company Registration No. _____

of _____

being a *member/members of DATASONIC GROUP BERHAD ("the Company"), hereby appoint

_____ *NRIC No./Passport No. _____

of _____

or failing *him/her, _____

_____ *NRIC No./Passport No. _____

of _____

or failing *him/her, #the Chairman of the Meeting as *my/our proxy to attend and vote for *me/us on *my/our behalf at the Twelfth Annual General Meeting ("AGM") of the Company to be held at the Conference Room, Level 6, Bangunan Setia 1, No. 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur ("Broadcast Venue") on Thursday, 17 September 2020 at 10:00 a.m. or at any adjournment thereof.

Please indicate your voting instructions with an "X" in the appropriate space. Unless voting instructions are specified herein, the proxy/proxies will vote or abstain from voting as he/she thinks fit.

No.	Resolutions	For	Against
1.	To approve the Directors' fees payable to the Non-Executive Directors of the Company up to an amount of RM1,100,000 from the day after the Twelfth AGM until the next AGM of the Company, to be paid monthly in arrears		
2.	To approve the Directors' benefits payable to the Non-Executive Directors of the Company up to an amount of RM200,000 from the day after the Twelfth AGM until the next AGM of the Company		
3.	To re-elect General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd) as Director of the Company		
4.	To re-elect Dato' Wan Ibrahim bin Wan Ahmad as Director of the Company		
5.	To re-elect Dato' Haji Razali bin Mohd Yusof as Director of the Company		
6.	To re-elect Dato' Sri Sharifuddin bin Ab Ghani as Director of the Company		
7.	To re-elect Dato' Ibrahim bin Abdullah as Director of the Company		
8.	To re-elect Encik Handrianov Putra bin Abu Hanifah as Director of the Company		
9.	To re-elect Cik Noor Suhaila binti Saad as Director of the Company		
10.	To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration		
11.	Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016		
12.	Proposed Renewal of Share Buy-Back Authority		
13.	Proposed continuation in office of General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd) as Independent Non-Executive Director of the Company		



14.	Proposed continuation in office of Dato' Wan Mohd Safiain bin Wan Hasan as Independent Non-Executive Director of the Company		
15.	Proposed continuation in office of Dato' Wan Ibrahim bin Wan Ahmad as Independent Non-Executive Director of the Company		
16.	Proposed continuation in office of Mr Yee Kim Shing @ Yew Kim Sing as Independent Non-Executive Director of the Company		
17.	Proposed allocation of Employees' Share Option Scheme Options to Dato' Sri Sharifuddin bin Ab Ghani		
18.	Proposed allocation of Employees' Share Option Scheme Options to Dato' Ibrahim bin Abdullah		
19.	Proposed allocation of Employees' Share Option Scheme Options to Encik Handrianov Putra bin Abu Hanifah		
20.	Proposed allocation of Employees' Share Option Scheme Options to Cik Noor Suhaila binti Saad		

The proportion of *my/our shareholdings to be represented by *my/our proxies are as follows:-

	No. of Shares	Percentage
Proxy 1		%
Proxy 2		%
Total		100%

[#] If you wish to appoint other person(s) to be your proxy/proxies, kindly strike out the words "The Chairman of the Meeting" and insert the name(s) of the person(s) desired.

*Delete if not applicable

Dated this _____ day of _____ 2020

Signature of Shareholder or Common Seal

Contact No. _____

NOTES:

- (1) As a precautionary measure amid COVID-19 outbreak, the Twelfth AGM will be conducted on a fully virtual basis through live streaming and online remote voting via the RPV Facilities which are available at Boardroom's Online website at <https://boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide for the Twelfth AGM in order to register, participate and vote remotely via the RPV Facilities.
- (2) The venue of the Twelfth AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the Meeting to be at the main venue in Malaysia. No Shareholders/Proxy(ies) from the public will be physically present nor admitted at the Broadcast Venue on the day of the AGM.
- (3) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. Since the Twelfth AGM will be conducted via a virtual meeting, a member who is unable to attend and vote at the Meeting may appoint the Chairman of the Meeting as his/ her proxy and indicate the voting instruction in the Form of Proxy. For Corporate Shareholder, Authorised Nominee and Exempt Authorised Nominee, you may also appoint a Proxy who is not the Chairman of the Meeting.
- (4) Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (5) Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account") as defined under the Securities Industries (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.

- (6) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of its attorney or duly authorised officer.
- (7) The instrument appointing a proxy or proxies and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the office of Company's Share Registrar, Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 [378993-D]) at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.
- (8) The proxy appointment may also be lodged electronically at <https://boardroomlimited.my>, not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof. For further information, please refer to the "Electronic Lodgement of Form of Proxy" in the Administrative Guide.
- (9) In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at 3 September 2020 shall be entitled to attend the said meeting or appoint proxy(ies) to attend, speak and vote in his/her stead.
- (10) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

1st Fold Here

AFFIX
STAMP

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

c/o Boardroom Share Registrars Sdn Bhd
(Registration No. 199601006647 (378993-D))
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

2nd Fold Here

Fold This Flap For Sealing



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

REQUEST FOR PRINTED COPY OF DATASONIC GROUP BERHAD ANNUAL REPORT 2020

Dear Shareholders,

Should you require a printed copy of this Annual Report, please contact the following person or complete this Request Form and return it to our Share Registrar's Office and we will forward you a printed copy within four (4) market days from the date of the receipt of your request:-

Contact Person:	SHARE REGISTRAR
Puan Martini Matsom Martini.Matsom@boardroomlimited.com	Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D)) 11th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan Tel: (603) 7890 4700 Fax: (603) 7890 4670

The Annual Report 2020 is also available for downloading from Datasonic Group Berhad's website at <https://datasonic.com.my/welcome/investors.php>.

Name of Shareholder : _____

NRIC No. /Passport No. /
Registration No. : _____

CDS Account No. : _____

Mailing Address : _____

Contact No. : _____

Email : _____

Signature of Shareholder/ Common Seal
Date:



Fold this flap for sealing

Then fold here

AFFIX
STAMP

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

c/o Boardroom Share Registrars Sdn Bhd
(Registration No. 199601006647 (378993-D))
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

1st fold here