



DIGISTAR CORPORATION BERHAD

(Registration No. 200301001232 (603652-K))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of Digistar Corporation Berhad (“**Digistar**” or the “**Company**”) will be held at Level 3, Imperial Heritage Hotel Melaka, No 1, Jalan Merdeka 1, Taman Melaka Raya, 75000 Melaka, Malaysia, on Thursday, 28 April 2022 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:-

SPECIAL RESOLUTION 1

PROPOSED CONSOLIDATION OF EVERY 3 EXISTING ORDINARY SHARES IN DIGISTAR (“DIGISTAR SHARE(S)” OR “SHARE(S)”) HELD BY THE SHAREHOLDERS OF DIGISTAR ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) INTO 1 DIGISTAR SHARE (“CONSOLIDATED SHARE(S)”) (“PROPOSED SHARE CONSOLIDATION”)

“**THAT**, subject to all approvals being obtained from the relevant authorities and/or parties, if applicable, approval be and is hereby given for the board of directors of Digistar (“**Board**”) to consolidate every 3 existing Digistar Shares held by the shareholders of Digistar whose names appear in the Record of Depositors of Digistar as at the close of business on the Entitlement Date into 1 Consolidated Share;

THAT, such Consolidated Shares shall rank equally in all respects with each other following the completion of the Proposed Share Consolidation;

THAT, as the Proposed Share Consolidation will give rise to adjustments to Digistar’s existing Warrants B and Warrants C, such consolidated Warrants B and consolidated Warrants C following the completion of the Proposed Share Consolidation shall respectively, rank equally in all respects with each other following the completion of the Proposed Share Consolidation;

THAT, the Board be and is hereby authorised to deal with any fractional entitlements that may arise from the Proposed Share Consolidation, in such manner as it shall in its absolute discretion deem fit and expedient, or in the best interest of the Company in order to minimise the incidence of odd lots;

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

SPECIAL RESOLUTION 2

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF DIGISTAR PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED CAPITAL REDUCTION”)

“**THAT**, subject to all approvals being obtained from the relevant authorities and/or parties, if applicable, and the confirmation by the High Court of Malaya pursuant to Section 116 of the Act, approval be and is hereby given for the Board to implement the Proposed Capital Reduction and reduce the share capital of the Company via the cancellation of RM70.0 million of the issued share capital of the Company and that the credit arising from such share capital reduction shall be used to eliminate the accumulated losses of the Company;

THAT, the surplus after the elimination of the Company's accumulated losses pursuant to the Proposed Capital Reduction, if any, be credited to the retained earnings account of the Company, which may be utilised in such manner as the Board deems fit and in the best interest of the Company, as permitted by the relevant and applicable laws as well as the Constitution of the Company;

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

By Order of the Board,
DIGISTAR CORPORATION BERHAD

WONG YOUN KIM (MAICSA 7018778)
SSM Practising Certificate No. 201908000410
Company Secretary

Kuala Lumpur
5 April 2022

Notes:-

1. *For the purpose of determining a member who shall be entitled to attend, speak and vote at the Extraordinary General Meeting (“EGM”), the Company shall be requesting the Record of Depositors as at 22 April 2022. Only a depositor whose name appears on the Record of Depositors as at 22 April 2022 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend, speak and vote on his/her stead.*
2. *A member entitled to attend, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak and vote in his/her stead. If a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.*
3. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
4. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
5. *Where a member or the authorised nominee or an exempt authorised nominee appoints two (2) or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*
6. *The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than twenty four (24) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.*
7. *If the appointer is a corporation, this form shall be executed under its common seal or under the hand of its officer or attorney duly authorised.*
8. *If this Proxy Form is signed under the hands of an officer duly authorised, it should be accompanied by a statement reading “signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received”. If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading “signed under Power of Attorney which is still in force, no notice of revocation having been received”. A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in the Proxy Form.*