

**DIGISTAR CORPORATION BERHAD**  
Registration No. 200301001232 (603652-K)  
(Incorporated in Malaysia)

**MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT LEVEL 1, IMPERIAL HERITAGE HOTEL MELAKA, NO 1, JALAN MERDEKA 1, TAMAN MELAKA RAYA, 75000 MELAKA ON FRIDAY, 10 MARCH 2023 AT 10.00 A.M.**

Present	:	As per Attendance List
Chairman	:	Tan Sri Dato' Ir. Hj. Zaini Bin Omar
In Attendance	:	Wong Youn Kim - Company Secretary
By Invitation	:	As per Attendance List

**1. CHAIRMAN**

- 1.1 Tan Sri Dato' Ir. Hj. Zaini Bin Omar as Chairman of the Board chaired the meeting.

**2. QUORUM FOR THE MEETING**

- 2.1 Upon the confirmation of the Secretary that the requisite quorum being present. The Chairman called the meeting to order and welcomed all present to the Twentieth Annual General Meeting ("AGM") of the Company.

**3. NOTICE OF MEETING**

- 3.1 The notice of meeting dated 31 January 2023 was taken as read without any objection from the members and proxies.
- 3.2 The Secretary briefed the meeting on the procedures of the meeting and voting for the proposed Eight (8) ordinary resolutions as set out in the notice of meeting.
- 3.3 The Secretary briefed the meeting that pursuant to the Listing Requirements of Bursa Malaysia, any resolution set out in the notice of any general meeting or notice of resolution will be voted by poll to be taken at the end of the meeting.

**4. LETTER FROM MINORITY SHAREHOLDERS WATCH GROUP (MSWG)**

- 4.1 Before proceeding with the business of the Meeting, the Chairman notified the shareholders that the Company had received a letter dated 3 March 2023 from the Minority Shareholders Watch Group (MSWG) and few points had been raised in relation to the strategy/financial and corporate governance matters.
- 4.2 Further, the questions and answer had been distributed to the shareholders during the registration before meeting commenced. A copy of the replied letter is annexed herein as "Appendix I".

**5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2022**

5.1 The audited financial statements for the financial year ended 30 September 2022 together with the reports of the directors and auditors thereon were laid before the meeting pursuant to Section 248(2) of the Companies Act 2016.

5.2 The Chairman invited questions pertaining to the financial statements from the members and proxies.

5.3 There was no question was raised by the shareholders.

**6. TO APPROVE THE DIRECTORS' FEES OF RM150,000 PAYABLE FOR THE PERIOD FROM 1 OCTOBER 2022 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY.**

6.1 The Chairman informed the meeting that the next item on the agenda was to approve the payment of Directors' fees up to RM150,000.00 for the period from 1 October 2022 until the conclusion of the next annual general meeting of the company.

6.2 On the proposal of Jamie Ong Sze Ling and seconded by Chin Lai Kuan, the Chairman put the following motion to the meeting for approval:-

"THAT the payment of Directors' fees up to RM150,000.00 for the period from 1 October 2022 until the conclusion of the next annual general meeting of the company be and are hereby approved."

**7. TO APPROVE THE OF DIRECTORS BENEFITS OF UP TO RM 18,000 PAYABLE FOR THE PERIOD FROM 1 OCTOBER 2022 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY.**

7.1 The Chairman informed the meeting that the next item on the agenda was to approve the payment of directors' benefits of up to RM18,000 for the period from 1 October 2022 until the conclusion of the next annual general meeting of the company.

7.2 On the proposal of Angie Yeo and seconded by Jamie Ong Sze Ling, the Chairman put the following motion to the meeting for approval:-

"THAT the payment of directors' benefits of up to rm18,000 for the period from 1 October 2022 until the conclusion of the next annual general meeting of the company be and are hereby approved."

**8. RE-ELECTION OF DIRECTORS**

8.1 The Chairman informed the meeting that the following Directors retired by rotation pursuant to Clause 100 of the Company's Constitution and being eligible, offer themselves for re-election: -

- (a) Mejar (K) Datuk Wira Lee Wah Chong
- (b) Mr. Thee Kok Chuan

- 8.2 On the proposal of Lee Chai Yin and seconded by Nurul Fatehah Binti Suhaimi, the Chairman put the following motion to the meeting for approval:-

“THAT Mejar (K) Datuk Wira Lee Wah Chong who is retiring in accordance with Clause 100 of the Company's Constitution be and is hereby re-elected as Director of the Company.”

- 8.3 On the proposal Jamie Ong Sze Ling and seconded by Angie Yeo, the Chairman put the following motion to the meeting for approval:-

“THAT Mr. Thee Kok Chuan who is retiring in accordance with Clause 100 of the Company's Constitution be and is hereby re-elected as Director of the Company.”

**9. TO RE-APPOINT UHY AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.**

- 9.1 The Chairman informed that the Company's auditors, UHY has indicated their willingness to continue in office as auditors of the Company for the ensuing year.

- 9.2 On the proposal of Jamie Ong Sze Ling and seconded by Lee Chia Yee, the Chairman put the following motion to the meeting for approval:-

“THAT UHY, be and are hereby re-appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.”

**SPECIAL BUSINESS**

**10. RETENTION OF INDEPENDENT DIRECTOR OF THE COMPANY**

- 10.1 The Chairman informed the meeting that the following Director retired pursuant to the Malaysian Code on Corporate Governance (“MCCG”) and being eligible, offer himself for re-election: -

- (a) Dato' Haji Ishak Bin Haji Mohamed

- 10.2 On the proposal of Nurul Fatehah Binti Suhaimi and seconded by Jamie Ong Sze Ling, the Chairman put the following motion to the meeting for approval:-

“THAT Dato' Haji Ishak Bin Haji Mohamed who is retiring in accordance with MCCG be and is hereby re-elected as Director of the Company.”

**11. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 & 76 OF THE COMPANIES ACT, 2016**

11.1 The Chairman informed the meeting that the next item on the agenda was to consider and if thought fit, to pass an Ordinary Resolution authorising the Directors to allot and issue shares pursuant to Section 75 & 76 of the Companies Act, 2016 as set out in the notice for approval.

11.2 On the proposal of Lee Chia Yee and seconded by Jamie Ong Sze Ling put the following motion to the meeting for approval:-

“THAT subject to Sections 75 and 76 of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby 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 during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of the 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 Annual General Meeting of the Company, or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

**12. TO PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY.**

12.1 The Chairman informed the meeting that the next item on the agenda was to consider and if thought fit, to pass an Ordinary Resolution to renewal of authority to purchase its own shares of up to 10% of the total number of issued shares in the company as set out in the notice for approval.

12.2 On the proposal of Jamie Ong Sze Ling and seconded by Lee Chia Yee, the Chairman put the following motion to the meeting for approval:-

“THAT the authority to purchase its own shares of up to 10% of the total number, which is as set out in the notice of meeting for your approval.

**13. ANY OTHER BUSINESS**

13.1 The Chairman invited the secretary to brief the meeting on the polling procedures where the whole polling process would be conducted in approximately 30 minutes with the declaration of the poll results. Tricor Investor & Issuing House Services Sdn. Bhd. would conduct the poll and U Search Management Services was appointed as the independent scrutineer to verify the poll results.

**14. ANNOUNCEMENT OF POLL RESULTS**

14.1 The Chairman called the meeting to order at 10.45 a.m. for the declaration of results. He informed that he had received the poll results from Malaysia Issuing House, and he read out the following poll results to the members and proxies present:-

14.2 Resolution 1: To approve the Directors fees of RM150,000 payable for the period from 1 October 2022 until the conclusion of the next annual general meeting of the Company.

The Chairman announced the poll result in respect of Resolution 1 which was carried as follows:-

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 1</b>	144,454,403	99.9999	72	0.0000	

The Chairman declared that Resolution 1 was duly passed.

14.3 Resolution 2: To approve the of Directors benefits of up to RM 18,000 payable for the period from 1 October 2022 until the conclusion of the next annual general meeting of the Company.

The Chairman announced the poll result in respect of Resolution 2 which was carried as follows:-

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 2</b>	144,454,403	99.9999	72	0.0000	

The Chairman declared that Resolution 2 was duly passed.

- 14.4 Resolution 3: To re-elect Mejar (K) Datuk Wira Lee Wah Chong, a Director who retire in accordance with Clause 100 of the Company's Constitution and being eligible, offer himself for re-election.

The Chairman announced the poll result in respect of Resolution 3 which was carried as follows:-

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 3</b>	144,454,403	99.9999	72	0.0000	

The Chairman declared that Resolution 3 was duly passed.

- 14.5 Resolution 4: To re-elect Mr. Thee Kok Chuan, a Director who retire in accordance with Clause 100 of the Company's Constitution and being eligible, offer himself for re-election

The Chairman announced the poll result in respect of Resolution 4 which was carried as follows:-

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 4</b>	144,454,403	99.9999	72	0.0000	

The Chairman declared that Resolution 4 was duly passed.

- 14.6 Resolution 5: To re-appoint UHY as auditors of the Company and to authorise the Directors to fix their remuneration.

The Chairman announced the poll result in respect of Resolution 5 which was carried as follows:-

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 5</b>	144,454,403	99.9999	72	0.0000	

The Chairman declared that Resolution 5 was duly passed.

14.7 Resolution 6: Proposed Retention of Independent Non-Executive Director, Dato' Haji Ishak Bin Haji Mohamed.

The Chairman announced the poll result in respect of Resolution 6 which was carried as follows:-

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 6</b>	144,454,335	99.9999	140	0.0001	-

The Chairman declared that Resolution 6 was duly passed.

14.8 Resolution 7: To Proposed Renewal of Authority to Purchase Its Own Shares of Up To 10% of The Total Number of Issued Shares In The Company.

The Chairman announced the poll result in respect of Resolution 7 which was carried as follows:-

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 7</b>	144,454,403	99.9999	72	0.0000	

The Chairman declared that Resolution 7 was duly passed.

14.9 Resolution 8: To Proposed Renewal of Authority to Purchase Its Own Shares of Up To 10% of The Total Number of Issued Shares In The Company.

The Chairman announced the poll result in respect of Resolution 8 which was carried as follows:-

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 8</b>	144,448,181	99.9956	6,294	0.0043	-

The Chairman declared that Resolution 8 was duly passed.

15. **CLOSURE OF MEETING**

- 15.1 As there was no other matter to be discussed, for which due notice had been given in accordance with the Companies Act, 2016, the meeting concluded at 11.00 a.m. with a vote of thanks to the Chairman and the Board of Directors.

Confirmed as a correct record,

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CHAIRMAN