

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

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT PLATINUM HALL, LEVEL 3, IMPERIAL HERITAGE HOTEL MELAKA, NO 1, JALAN MERDEKA 1, TAMAN MELAKA RAYA, 75000 MELAKA ON MONDAY, 29 MARCH 2021 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 Eighteenth Annual General Meeting ("AGM") of the Company.

3. NOTICE OF MEETING

3.1 The notice of meeting dated 29 January 2021 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 Nine (9) 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. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2020

4.1 The audited financial statements for the financial year ended 30 September 2020 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.

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

4.3 There was no question was raised by the shareholders.

5. TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS OF RM78,500 IN RESPECT OF THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2020 RESPECTIVELY

5.1 The Chairman informed the meeting that the next item on the agenda was to approve the payment of Directors' fees and benefits for the financial year ended 30 September 2020.

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

"THAT the payment of Directors' fees and benefits amounting to RM78,500.00 for the financial year ended 30 September 2020 of the Company be and are hereby approved."

6. TO APPROVE THE DIRECTORS' FEES OF RM150,000 PAYABLE FOR THE PERIOD FROM 1 OCTOBER 2020 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 2020 until the conclusion of the next annual general meeting of the company.

6.2 On the proposal of Wee Aik Chin and seconded by Wong Chiew Yee, 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 2020 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 2020 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY.

8.1 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 2020 until the conclusion of the next annual general meeting of the company.

8.2 On the proposal of Yeo Xin Yun and seconded by Yeo Guek Eng, 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 2020 until the conclusion of the next annual general meeting of the company be and are hereby approved."

9. RE-ELECTION OF DIRECTORS

9.1 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) Tan Sri Dato' IR. HJ. Zaini Bin Omar
- (b) Ms. Lee Jin Jean

9.2 On the proposal of Ong Lee Yok and seconded by Yeo Guek Eng, the Chairman put the following motion to the meeting for approval:-

“THAT Tan Sri Dato' IR. HJ. Zaini Bin Omar who is retiring in accordance with Clause 100 of the Company's Constitution be and is hereby re-elected as Director of the Company.”

9.3 On the proposal Wee Aik Chin and seconded by Jamie Ong Sze Ling, the Chairman put the following motion to the meeting for approval:-

“THAT Ms. Lee Jin Jean who is retiring in accordance with Clause 100 of the Company's Constitution be and is hereby re-elected as Director of the Company.”

10. TO APPOINT AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.

10.1 The Chairman informed that the Company's auditors, UHY has indicated their resignation as auditors of the Company for the ensuing year.

10.2 On the proposal of Wong Chiew Yee and seconded by Yeo Guek Eng, the Chairman put the following motion to the meeting for approval:-

“THAT the resignation of UHY as auditors of the Company be and is hereby accepted and to authorise the Directors to appoint new auditors and fix their remuneration.”

SPECIAL BUSINESS

11. RETENTION OF INDEPENDENT DIRECTOR OF THE COMPANY

11.1 The Chairman informed the meeting that the following Director retired pursuant to the Practice 4.2 of the Malaysian Code on Corporate Governance (“MCCG”) 2017 and being eligible, offer himself for re-election: -

- (a) Dato' Haji Ishak Bin Haji Mohamed

11.2 On the proposal of Yeo Xin Yun and seconded by Wee Aik Chin, the Chairman put the following motion to the meeting for approval:-

“THAT Dato’ Haji Ishak Bin Haji Mohamed who is retiring in accordance with MCGG 2017 be and is hereby re-elected as Director of the Company.”

12. PROPOSED AMENDMENTS TO THE CONSTITUTION OF 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 a Special Resolution to adopt the proposed amendments to the Constitution of the Company as set out in the notice for approval.

12.2 On the proposal of Wee Aik Chin and seconded by Yeo Guek Eng, the Chairman put the following motion to the meeting for approval:-

12.3 “THAT the Proposed Amendments to the Constitution of the Company as set out in “Appendix A” be and are hereby approved and adopted. AND THAT the Directors of the Company be and are hereby authorised to do all acts and things and take all such steps that may be necessary and/or expedient to give effect to the Proposed Amendments to the Constitution of the Company will full power to assent to any modification, variation and/or amendment as may be required by the relevant authorities.”

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

13.1 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.

13.2 On the proposal of Yeo Guek Eng and seconded by Wee Aik Chin, the Chairman 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 (20%) of the total number of issued shares 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.”

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

14.1 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.

14.2 On the proposal of Wee Aik Chin and seconded by Ong Lee Yok, 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.

15. **ANY OTHER BUSINESS**

15.1 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.

16. **ANNOUNCEMENT OF POLL RESULTS**

16.1 The Chairman called the meeting to order at 11.00 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:-

16.2 Resolution 1: To approve the payment of Directors Fees and Benefits of RM78,500 in respect of the financial year ended 30 September 2020 respectively.

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	%	
Ordinary Resolution 1	219,220,210	100	0	0	-

The Chairman declared that Resolution 1 was duly passed.

16.3 Resolution 2: To approve the Directors fees of RM150,000 payable for the period from 1 October 2020 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	%	
Ordinary Resolution 2	219,220,210	100	0	0	-

The Chairman declared that Resolution 2 was duly passed.

- 16.4 Resolution 3: To approve the of Directors benefits of up to RM 18,000 payable for the period from 1 October 2020 until the conclusion of the next annual general meeting of the Company.

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	%	
Ordinary Resolution 3	219,220,210	100	0	0	-

The Chairman declared that Resolution 3 was duly passed.

- 16.5 Resolution 4: To re-elect Tan Sri Dato IR. HJ. Zaini Bin Omar, 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	%	
Ordinary Resolution 4	219,220,210	100	0	0	-

The Chairman declared that Resolution 4 was duly passed.

- 16.6 Resolution 5: To re-elect Ms. Lee Jin Jean, a Director who retire in accordance with Clause 100 of the Company's Constitution and being eligible, offer herself for re-election.

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	%	
Ordinary Resolution 5	219,220,210	100	0	0	-

The Chairman declared that Resolution 5 was duly passed.

- 16.7 Resolution 6: 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 6 which was carried as follows:-

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 6	219,220,210	100	0	0	-

The Chairman declared that Resolution 6 was duly passed.

- 16.8 Resolution 7: Proposed Retention of Independent Non-Executive Director, Dato' Haji Ishak Bin Haji Mohamed.

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	%	
Ordinary Resolution 7	219,220,210	100	0	0	-

The Chairman declared that Resolution 7 was duly passed.

- 16.9 Special Resolution : Proposed Amendments to the Constitution of the Company

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

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
Special Resolution	219,220,210	100	0	0	-

The Chairman declared that Special Resolution was duly passed.

16.10 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 9 which was carried as follows:-

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 8	219,220,210	100	0	0	-

16.11 Resolution 9: 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 9 which was carried as follows:-

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 9	219,220,210	100	0	0	-

The Chairman declared that Resolution 9 was duly passed.

17. CLOSURE OF MEETING

- 17.1 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,

SIGNED
 CHAIRMAN