

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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT PLATINUM HALL, LEVEL 1, IMPERIAL HERITAGE HOTEL MELAKA, NO 1, JALAN MERDEKA 1, TAMAN MELAKA RAYA, 75000 MELAKA ON FRIDAY, 16 JUNE 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

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

2. QUORUM FOR THE MEETING

Upon the confirmation of the Secretary that the requisite quorum being present. The Chairman called the meeting to order and welcomed all present to Extraordinary General Meeting ("EGM") of the Company.

3. NOTICE OF MEETING

The notice of meeting dated 1 June 2023 was taken as read without any objection from the members and proxies.

The Secretary briefed the meeting on the procedures of the meeting and voting for the proposed an ordinary resolution as set out in the notice of meeting.

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. PROPOSED BONUS ISSUE OF UP TO 135,146,310 WARRANTS IN DIGISTAR (“WARRANT(S) D”) ON THE BASIS OF 1 WARRANT D FOR EVERY 4 EXISTING ORDINARY SHARES IN DIGISTAR HELD BY THE SHAREHOLDERS OF DIGISTAR WHOSE NAMES APPEAR IN THE COMPANY’S RECORD OF DEPOSITORS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

The Chairman informed the meeting that the first item on the agenda was to approve the Proposed Bonus Issue of Warrants.

The Chairman invited questions pertaining to the Proposed Bonus Issue of Warrants from the members and proxies.

There were no questions raised by the shareholders and proxies.

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

“THAT subject to the approvals of all relevant regulatory authorities including the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the admission of the Warrants D to the Official List of Bursa Securities and the listing of and quotation for the Warrants D as well as the new Digistar Shares to be allotted and issued arising from the exercise of the Warrants D on the Main Market of Bursa Securities being obtained, the Board of Directors (“Board”) be and is hereby authorised to issue up to 135,146,310 Warrants D, on the basis of 1 Warrant D for every 4 existing Digistar Shares held by the Entitled Shareholders;

THAT the Board be and is hereby authorised to fix the exercise price of the Warrants D on the basis and manner set out in the circular to shareholders of the Company dated 1 June 2023 (“Circular”);

THAT any one of the Directors be and is hereby authorised to enter into and execute a deed poll constituting the Warrants D (“Deed Poll”) and to do all acts, deeds and things as he may deem fit and/or expedient, in order to implement, finalise and give full effect to the Deed Poll;

THAT the Board be and is hereby authorised to disregard any fractional entitlements of the Warrants D that may arise from the Proposed Bonus Issue of Warrants, if any, in such manner as the Board shall in their absolute discretion deem fit and expedient in the best interest of the Company;

THAT the Board shall allot and issue such appropriate number of Warrants D in accordance with the provisions in the Deed Poll, including any additional Warrants D (“Additional Warrant(s) D”) as may be required or permitted to be issued as a consequence of any adjustment in accordance with the provisions of the Deed Poll and to adjust from time to time the exercise price and/or number of Warrants D to which the holder(s) of the Warrants D are entitled to be issued as a result of an adjustment in accordance with the provisions of the Deed Poll;

THAT approval be and is hereby given to the Board to allot and issue such appropriate number of new Digistar Shares, credited as fully paid-up, to the holders of Warrant D arising from the exercise of the Warrants D and Additional Warrants D, if any, by the holders of Warrant D in accordance with the provisions of the Deed Poll;

THAT the new Digistar Shares to be issued arising from the exercise of Warrants D shall, upon allotment and issuance, rank equally all respects with the existing Digistar Shares, save and except that the new Digistar Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, where the entitlement date precedes the date of allotment and issuance of such new Digistar Shares;

THAT the proceeds raised from the exercise of the Warrants D, if any, be utilised for the purposes set out in the Circular and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (when required) to the approval of the relevant authorities;

AND THAT the Board be and is hereby authorised to take all necessary steps to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

5. ANY OTHER BUSINESS

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.

6. ANNOUNCEMENT OF POLL RESULTS

The Chairman called the meeting to order at 10.30 a.m. for the declaration of result. The Chairman informed that he had received the poll results from U Search Management Services and the Chairman read out the following poll result to the members and proxies present:-

- 6.1 Ordinary Resolution: Proposed Bonus Issue Of Up To 135,146,310 Warrants In Digistar ("Warrant(S) D") On The Basis Of 1 Warrant D For Every 4 Existing Ordinary Shares In Digistar Held By The Shareholders Of Digistar Whose Names Appear In The Company's Record Of Depositors On An Entitlement Date To Be Determined And Announced Later ("Proposed Bonus Issue Of Warrants")

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

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution	133,763,488	100	-	-	-

The Chairman declared that Ordinary Resolution was duly passed.

7. CLOSURE OF MEETING

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 10.40 a.m. with a vote of thanks to the Chairman and the Board of Directors.

Confirmed as a correct record,

CHAIRMAN