

Form of Proxy



**DIGISTAR CORPORATION BERHAD**

Registration No. 200301001232 (603652-K)  
(INCORPORATED IN MALAYSIA)

CDS Account No.	
No. of shares held	

\* I/We ..... **NRIC/Company No**.....  
(FULL NAME IN BLOCK CAPITALS)

of.....  
(FULL ADDRESS)

being a member/members of DIGISTAR CORPORATION BERHAD (603652-K), hereby appoint.....

.....  
(FULL NAME IN BLOCK CAPITALS)

NRIC No. .... of.....  
(FULL ADDRESS)

.....

or failing \*him/her,.....  
(FULL NAME IN BLOCK CAPITALS)

NRIC No. .... of.....  
(FULL ADDRESS)

or failing \*him/her, the Chairman of the Meeting as \*my/our proxy to attend, speak and vote on \*my/our behalf at the Extraordinary General Meeting of the Company ("**EGM**") to held at Level 3, Imperial Heritage Hotel Melaka, No 1, Jalan Merdeka 1, Taman Melaka Raya, 75000 Melaka, Malaysia on Tuesday, 20 December 2022 at 10.00 a.m., or at any adjournment thereof.

\*My/our proxy is to vote as indicated below:-

		FOR	AGAINST
<b>ORDINARY RESOLUTION 1</b>	Proposed Private Placement		
<b>ORDINARY RESOLUTION 2</b>	Proposed Allocation		
<b>SPECIAL RESOLUTION</b>	Proposed Amendments		

(Please indicate with an "X" in the appropriate boxes on how you wish your vote to be cast. Unless the voting instructions are indicated in the space above, the proxy will vote as he/she thinks fit.)

(i) Applicable to shares held through a nominee account.

\*Delete where applicable

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

*For appointment of two proxies, percentage of Shareholdings to be presented by the proxies:*

	No. of shares	Percentage
Proxy 1		
Proxy 2		
Total		

\_\_\_\_\_  
Signature/Common Seal of Member



**Notes:-**

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 13 December 2022. Only a depositor whose name appears on the Record of Depositors as at 13 December 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 in 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 5, Tower 8, Avenue 5, Horizon 2, 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.

**Explanatory Notes**

**(a) Explanatory Note 1**

PROPOSED PRIVATE PLACEMENT

The approval of the issuance and allotment of the new Digistar Shares pursuant to the Proposed Private Placement shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 54 of the Constitution. The shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 54 of the Constitution pertaining to the issuance and allotment of new Digistar Shares pursuant to the Proposed Private Placement, which will result in a dilution to their shareholdings in the Company.

**(b) Explanatory Note 2**

PROPOSED AMENDMENTS

The approval of the Proposed Amendments shall have the effect of the shareholders having agreed to amend the Constitution such that Section 85 of the Act shall no longer apply for all future issuance of new Shares by Digistar, and that any pre-emptive right of the shareholders will thereafter strictly be as contained in the Constitution, as amended herein.

Further details on the Proposed Amendments are set out in **Appendix I** of the Circular. This Special Resolution requires a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Fold this flap for sealing

Then fold here

AFFIX  
STAMP



**DIGISTAR CORPORATION BERHAD  
COMPANY SECRETARY**

Level 5, Tower 8, Avenue 5, Horizon 2  
Bangsar South City, 59200 Kuala Lumpur

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