



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 Platinum Hall, Level 3, Imperial Heritage Hotel Melaka, No 1, Jalan Merdeka 1, Taman Melaka Raya, 75000 Melaka, Malaysia, on Monday, 29 March 2021 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 18th Annual General Meeting of the Company to be held at the same venue on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolution:-

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 287,518,911 NEW ORDINARY SHARES IN DIGISTAR ("DIGISTAR SHARE(S)" OR "SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 3 EXISTING DIGISTAR SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE"), TOGETHER WITH UP TO 287,518,911 FREE DETACHABLE WARRANTS ("WARRANTS C") ON THE BASIS OF 1 WARRANT C FOR EVERY 1 RIGHTS SHARE SUBSCRIBED BY THE ENTITLED SHAREHOLDERS ("PROPOSED RIGHTS ISSUE WITH FREE WARRANTS")

"THAT, subject to the approvals of all relevant authorities being obtained, including but not limited to the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the Rights Shares, Warrants C, and the new Digistar Shares to be issued arising from the exercise of Warrants C and additional new Warrants B on the Main Market of Bursa Securities, the Board of Directors of the Company ("Board") be and is hereby authorised to undertake the Proposed Rights Issue with Free Warrants as follows:-

- (i) to provisionally allot and issue by way of a renounceable rights issue of up to 287,518,911 Rights Shares together with up to 287,518,911 Warrants C to the shareholders of the Company whose names appear in the Record of Depositors at the close of business on the Entitlement Date ("Entitled Shareholders") and/or their renounee(s), on the basis of 1 Rights Share for every 3 existing Digistar Shares held by the Entitled Shareholders together with 1 Warrant C for every 1 Rights Share subscribed by the Entitled Shareholders on the Entitlement Date at an issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;
- (ii) to determine the final issue price of the Rights Shares and the final exercise price of the Warrants C after taking into consideration the basis and justification for determining such prices, as set out in this Circular;
- (iii) to enter into and execute a deed poll ("Deed Poll C") with full powers to assent to any condition, modification, revaluation, variation and/or amendments (if any) as the Board may deem fit, necessary and/or expedient or as may be imposed by the relevant authorities and to take all steps as it may consider necessary and do all acts, deeds and things as it may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll C and all provisions and adjustments contained therein;
- (iv) wherein each of the Warrant C will carry the right to subscribe, subject to any adjustment in accordance with the Deed Poll C, at any time during the exercise period, for 1 new Digistar Share at an exercise price to be determined and fixed at a later date by the Board;
- (v) to allot and issue such number of new Digistar Shares arising from the exercise of the Warrants C, from time to time during the tenure of the Warrants C, in accordance with the provisions of the Deed Poll C;
- (vi) to allot and issue such further Warrants B ("Additional Warrants B") and new Digistar Shares arising from the exercise of such further Warrants B as a consequence of any adjustment in accordance with the provisions of the Deed Poll B and/or as may be required by the relevant authorities; and
- (vii) to do all such acts and things including but not limited to the application to Bursa Securities for the listing of and quotation for the (i) Rights Shares, Warrants C and the new Digistar Shares which may from time to time be allotted and issued arising from the exercise of the Warrants C, (ii) any additional new Warrants B to be issued arising from the adjustments pursuant to the Proposed Rights Issue with Free Warrants, and (iii) new Digistar Shares to be issued arising from the exercise of the Additional Warrants B, on the Main Market of Bursa Securities;

THAT, the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the issue price of the Rights Shares and the exercise price of the Warrants C to be issued in connection with the Proposed Rights Issue with Free Warrants;

THAT, any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons ("Excess Applicants") as the Board shall determine at its absolute discretion;

THAT, the Rights Shares, Warrants C, Additional Warrants B and new Digistar Shares to be issued pursuant to the exercise of Warrants C and Additional Warrants B (if any) shall be listed on the Main Market of Bursa Securities;

THAT, the proceeds arising from the Proposed Rights Issue with Free Warrants will be utilised for the purpose as disclosed in the circular to shareholders dated [Date] ("Circular"), and the Board be and is hereby authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board deem fit, necessary and/or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities;

THAT, the Board be and is hereby authorised to deal with any fractional entitlements that may arise from the Proposed Rights Issue with Free Warrants, in such manner as it shall in its absolute discretion deem fit and expedient, or in the best interest of the Company;

THAT, the Rights Shares will, upon allotment and issuance, rank equally in all respects with the existing Digistar Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the Rights Shares;

THAT, the new Digistar Shares to be issued arising from the exercise of Warrants C and Additional Warrants B (if any) will, upon allotment and issuance, rank equally in all respects with the existing Digistar Shares, save and except that the new Digistar Shares to be issued arising from the exercise of Warrants C and Additional Warrants B (if any) will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the Warrants C and Additional Warrants B (if any);

THAT, the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll C with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Directors of the Company, and with full powers to implement and give effect to the terms and conditions of the Deed Poll C;

AND THAT, the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Rights Issue with Free Warrants 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 Rights Issue with Free Warrants."

By Order of the Board,
DIGISTAR CORPORATION BERHAD

WONG YOUN KIM (MAICSA 7018778)
Company Secretary

Kuala Lumpur
12 March 2021

Notes:-

1. For the purpose of determining a member who shall be entitled to attend and vote at the Extraordinary General Meeting ("EGM"), the Company shall be requesting the Record of Depositors as at 23 March 2021. Only a depositor whose name appears on the Record of Depositors as at 23 March 2021 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend 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.