

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

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**DATASONIC GROUP BERHAD**  
[Registration No. 200801008472 (809759-X)]  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

**PROPOSED BONUS ISSUE OF UP TO 2,176,875,000 NEW ORDINARY SHARES IN DATASONIC GROUP BERHAD ("DATASONIC SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 DATASONIC SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Principal Adviser**

**Kenanga**

**Kenanga Investment Bank Berhad**

[Registration No. 197301002193 (15678-H)]  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of Extraordinary General Meeting ("**EGM**") of Datasonic Group Berhad ("**Datasonic**" or "**Company**") together with the Form of Proxy are enclosed with this Circular. The EGM of the Company will be held at the Conference Room, Level 6, Bangunan Setia 1, No. 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur ("**Broadcast Venue**") on Thursday, 17 September 2020 at 11:30 a.m. or immediately after the conclusion of the Twelfth Annual General Meeting of the Company (which will be held at the same venue on the same day at 10:00 a.m.), whichever is later or at any adjournment thereof through live streaming and online remote voting via the Remote Participation and Electronic Voting facilities which are available at Boardroom Share Registrars Sdn Bhd's [Registration No. 199601006647 (378993-D)] online website at <https://boardroomlimited.my>.

A member is entitled to attend and vote at the EGM and is also entitled to appoint a proxy to attend and vote on his behalf. The Form of Proxy should be completed and lodged at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd [Registration No. 199601006647 (378993-D)] at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time set for holding the EGM or any adjournment thereof.

The proxy appointment may also be lodged electronically at <https://boardroomlimited.my>, not less than 48 hours before the time set for holding the EGM or at any adjournment thereof. For further information, please refer to the "Electronic Lodgement of Form of Proxy" in the Administrative Guide.

The lodging of the Form of Proxy shall not preclude you from attending, participating, speaking and voting in person at the EGM should you subsequently wish to do so.

Last day, date and time for lodging the Form of Proxy... : Tuesday, 15 September 2020 at 11:30 a.m.

Day, date and time of the EGM..... : Thursday, 17 September 2020 at 11:30 a.m. or immediately after the conclusion or adjournment of the Company's Twelfth Annual General Meeting (which will be held at the same venue on the same day at 10:00 a.m.), whichever is later

This Circular is dated 25 August 2020

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

“Act”	: The Companies Act 2016
“Additional Warrants A”	: Additional Warrants A to be issued pursuant to the adjustment to be made on the number of outstanding Warrants A pursuant to the Proposed Bonus Issue
“Board”	: The Board of Directors of Datasonic
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)]
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Circular”	: This circular to the shareholders of Datasonic dated 25 August 2020 in relation to the Proposed Bonus Issue
“Datasonic” or “Company”	: Datasonic Group Berhad [Registration No. 200801008472 (809759-X)]
“Datasonic Group” or “Group”	: Datasonic and its subsidiaries, collectively
“Datasonic Shares” or “Shares”	: Ordinary shares in Datasonic
“Director”	: A natural person who holds directorship in Datasonic and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
“EGM”	: Extraordinary General Meeting
“Entitled Shareholders”	: The shareholders of Datasonic whose names appear in the Record of Depositors of the Company on the Entitlement Date
“Entitlement Date”	: A date to be determined and announced later by the Board, on which the names of shareholders of the Company must appear in the Record of Depositors of the Company as at 5:00 p.m. in order to be entitled to the Bonus Shares
“ESOS”	: The Company’s existing employees’ share option scheme of up to 7.50% of the total number of issued Datasonic Shares (excluding Treasury Shares) for the Directors and employees of the Datasonic Group (excluding dormant subsidiary companies), who meet the criteria and eligibility for participation. As at the LPD, the ESOS has not been implemented and as such, no Options have been granted pursuant to the ESOS
“Kenanga IB” or the “Principal Adviser”	: Kenanga Investment Bank Berhad [Registration No. 197301002193 (15678-H)]
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“LPD”	: 4 August 2020, being the latest practicable date prior to the printing and despatch of this Circular

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**DEFINITIONS (CONT'D)**

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“Market Day”	: Any day between Monday and Friday (inclusive of both days) which is not a public holiday and on which Bursa Securities is open for trading of securities
“Maximum Scenario”	: Assuming all Treasury Shares are resold on the open market, all outstanding Warrants A are exercised into new Datasonic Shares and all Options are granted (based on the maximum allowable amount under the ESOS) and exercised into new Datasonic Shares prior to the Entitlement Date
“Minimum Scenario”	: Assuming all Treasury Shares are retained, none of the outstanding Warrants A are exercised into new Datasonic Shares and no Options are granted and exercised into new Datasonic Shares prior to the Entitlement Date
“NA”	: Net assets
“Options”	: Options to be granted under the ESOS. As at the LPD, the Company has not granted any Options to the Directors and employees of the Datasonic Group (excluding dormant subsidiary companies), who meet the criteria and eligibility for participation
“Proposed Bonus Issue”	: Proposed bonus issue of up to 2,176,875,000 Bonus Shares on the basis of 1 Bonus Share for every 1 Datasonic Share held on the Entitlement Date
“Record of Depositors”	: A record of depositors established by Bursa Depository pursuant to the Rules of Bursa Depository
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“TEBP”	: Theoretical ex-bonus price
“Treasury Shares”	: 32,042,000 Datasonic Shares held as treasury shares by the Company as at the LPD
“VWAMP”	: Volume weighted average market price
“Warrants A”	: 675,000,000 outstanding warrants 2018/2023 in Datasonic which are exercisable into 675,000,000 Shares at an exercise price of RM1.09, which will expire on 5 July 2023

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any references to persons shall include corporations, unless otherwise specified.

Any reference to any enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancy in the figures included in this Circular between the amounts stated and the totals thereof are due to rounding. Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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**DATASONIC GROUP BERHAD**  
[Registration No. 200801008472 (809759-X)]  
(Incorporated in Malaysia)

**Registered Office**

Level 6, Bangunan Setia 1  
No. 15, Lorong Dungun  
Damansara Heights  
50490 Kuala Lumpur

25 August 2020

**Board of Directors**

General Tan Sri (Dr) Mohamed Hashim bin Mohd Ali (Rtd) (*Independent Non-Executive Chairman*)  
Dato' Wan Mohd Safiain bin Wan Hasan (*Independent Non-Executive Deputy Chairman*)  
Dato' Haji Razali bin Mohd Yusof (*Managing Director*)  
Chew Ben Ben (*Deputy Managing Director*)  
Handrianov Putra bin Abu Hanifah (*Executive Director*)  
Dato' Sri Sharifuddin bin Ab Ghani (*Independent Non-Executive Director*)  
Dato' Wan Ibrahim bin Wan Ahmad (*Independent Non-Executive Director*)  
Dato' Ibrahim bin Abdullah (*Independent Non-Executive Director*)  
Yee Kim Shing @ Yew Kim Sing (*Independent Non-Executive Director*)  
Noor Suhaila binti Saad (*Independent Non-Executive Director*)

**To: The shareholders of Datasonic**

Dear Sir/ Madam,

**PROPOSED BONUS ISSUE**

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**1. INTRODUCTION**

On 5 August 2020, Kenanga IB had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Bonus Issue.

On 18 August 2020, Kenanga IB had, on behalf of the Board, announced that Bursa Securities had vide its letter dated 17 August 2020, resolved to approve the listing and quotation of the following:-

- i. up to 2,176,875,000 Bonus Shares to be issued pursuant to the Proposed Bonus Issue;
- ii. up to 675,000,000 Additional Warrants A; and
- iii. up to 675,000,000 new Datasonic Shares to be issued arising from the exercise of Additional Warrants A,

on the Main Market of Bursa Securities, subject to the conditions as set out in Section 6 of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE THE SHAREHOLDERS OF DATASONIC WITH THE RELEVANT INFORMATION ON THE PROPOSED BONUS ISSUE AS WELL AS TO SEEK THE APPROVAL FROM THE SHAREHOLDERS OF DATASONIC FOR THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE FORTHCOMING EGM AND THE FORM OF PROXY ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

THE SHAREHOLDERS OF DATASONIC ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENT OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE TO BE TABLED AT THE FORTHCOMING EGM.

## **2. DETAILS OF THE PROPOSED BONUS ISSUE**

As at the LPD, the issued share capital of Datasonic is RM135,000,000 comprising 1,350,000,000 Datasonic Shares (including 32,042,000 Treasury Shares). There are also 675,000,000 outstanding Warrants A as at the LPD which are exercisable into 675,000,000 Shares at an exercise price of RM1.09. For the avoidance of doubt, all Treasury Shares will be entitled to the Bonus Shares and such Bonus Shares will be treated as treasury shares to be held by the Company upon allotment and issuance.

On 20 February 2020, the shareholders of Datasonic had approved the proposed establishment of an employees' share option scheme of up to 7.50% of the total number of issued Datasonic Shares (excluding Treasury Shares). The ESOS has not been implemented as at the LPD. As such, no Options have been granted to the eligible Directors and employees of the Datasonic Group (excluding dormant subsidiary companies).

### **2.1 Basis and number of Bonus Shares to be issued**

The Proposed Bonus Issue entails the issuance of up to 2,176,875,000 Bonus Shares on the basis of 1 Bonus Share for every 1 Share held by the Entitled Shareholders.

The Entitlement Date will be determined and announced at a later date after all the relevant approvals for the Proposed Bonus Issue have been obtained.

Pursuant to the Proposed Bonus Issue, a total of 1,350,000,000 Bonus Shares (including 32,042,000 Bonus Shares which will be in the form of treasury shares) may be issued under the Minimum Scenario and a total of up to 2,176,875,000 Bonus Shares may be issued under the Maximum Scenario. The actual number of Bonus Shares to be issued pursuant to the Proposed Bonus Issue will depend on the number of Datasonic Shares in issue on the Entitlement Date.

Fractional entitlements arising from the Proposed Bonus Issue, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and in the best interest of the Company.

The Proposed Bonus Issue is not intended to be implemented on a staggered basis.

There will be an adjustment to the market price of the Shares pursuant to the Proposed Bonus Issue. For illustrative purposes, based on the 5-day VWAMP of Datasonic Shares up to and including the LPD of RM1.44, the TEBP of Datasonic Shares is RM0.72.

Pursuant to paragraph 6.30(1A) of the Listing Requirements, the share price adjusted for the Proposed Bonus Issue shall not be less than RM0.50 based on the daily VWAMP during the past 3-month period before the application date. For illustrative purposes, based on the lowest of the daily VWAMP of Datasonic Shares for the past 3-month period up to and including the LPD of RM1.13, the TEBP of Datasonic Shares is RM0.57. Accordingly, the Board confirms that the Proposed Bonus Issue is in compliance with paragraph 6.30(1A) of the Listing Requirements.

## **2.2 Capitalisation of reserves**

The Board has resolved that the Bonus Shares in respect of the Proposed Bonus Issue will be issued as fully paid, at nil consideration and without capitalisation of the Company's reserves.

For the avoidance of doubt, the Proposed Bonus Issue will increase the number of issued Datasonic Shares but will not increase the value of the share capital of Datasonic.

## **2.3 Ranking of the Bonus Shares**

The Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Datasonic Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/ or any other distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Bonus Shares.

## **2.4 Listing and quotation of the Bonus Shares**

Bursa Securities had, vide its letter dated 17 August 2020, resolved to approve the listing and quotation of the Bonus Shares to be issued pursuant to the Proposed Bonus Issue, the Additional Warrants A and new Datasonic Shares to be issued arising from the exercise of the Additional Warrants A on the Main Market of Bursa Securities.

The Bonus Shares and the Additional Warrants A will be listed and quoted on the Main Market of Bursa Securities on the next Market Day after the Entitlement Date.

## **3. RATIONALE FOR THE PROPOSED BONUS ISSUE**

After due consideration of the various options available, the Board is of the view that the Proposed Bonus Issue is an appropriate avenue for the Company to reward its existing shareholders for their continuing support as the Proposed Bonus Issue will:-

- i. increase the number of Datasonic Shares held by the Company's shareholders at no cost to be incurred by the shareholders, while maintaining their percentage of equity shareholding held in the Company;
- ii. potentially result in an improved trading liquidity of Datasonic Shares on Bursa Securities without affecting the size of the market capitalisation of the Company; and
- iii. encourage greater participation by investors as well as potentially broadening the shareholder base of the Company.

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#### 4. EFFECTS OF THE PROPOSED BONUS ISSUE

##### 4.1 Issued share capital

The pro forma effects of the Proposed Bonus Issue on the issued share capital of Datasonic are set out below:-

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM	No. of Shares	RM
Issued share capital as at the LPD (including Treasury Shares)	1,350,000,000	135,000,000	1,350,000,000	135,000,000
Issuance of new Shares assuming full exercise of the outstanding Warrants A	-	-	675,000,000	735,750,000 <sup>*1</sup>
	<b>1,350,000,000</b>	<b>135,000,000</b>	<b>2,025,000,000</b>	<b>870,750,000</b>
Issuance of new Shares assuming full granting and exercise of the Options	-	-	151,875,000	320,456,250 <sup>*2</sup>
	<b>1,350,000,000</b>	<b>135,000,000</b>	<b>2,176,875,000</b>	<b>1,191,206,250</b>
Issuance of Bonus Shares	1,350,000,000	-	2,176,875,000	-
<b>Enlarged issued share capital</b>	<b>2,700,000,000<sup>*3</sup></b>	<b>135,000,000</b>	<b>4,353,750,000</b>	<b>1,191,206,250</b>

**Notes:-**

\*1 Assuming all the 675,000,000 outstanding Warrants A are fully exercised into 675,000,000 new Datasonic Shares at the exercise price of RM1.09 each

\*2 Assuming all the 151,875,000 Options which may be granted pursuant to the maximum allowable amount under the ESOS are fully granted and exercised into 151,875,000 new Datasonic Shares at an illustrative exercise price of RM1.30 each, which represents a discount of approximately RM0.14 or 9.72% to the 5-day VWAMP up to the LPD of RM1.44 and after accounting for the reversal of the ESOS reserve of approximately RM123.02 million based on the theoretical fair value of the Options of RM0.81 per Option (computed based on the Black Scholes pricing valuation from Bloomberg)

\*3 Including 64,084,000 Bonus Shares which will be in the form of treasury shares

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## 4.2

### NA and gearing

The pro forma effects of the Proposed Bonus Issue on the NA and gearing of the Datasonic Group based on the audited consolidated financial statements of Datasonic as at 31 March 2020 are set out below:-

#### Minimum Scenario

	Audited as at 31 March 2020 RM'000	(I) After subsequent events up to and including the LPD <sup>*1</sup> RM'000	(II) After (I) and the Proposed Bonus Issue RM'000
Share capital	135,000	135,000	135,000
Treasury shares	(26,134)	(30,865)	(30,865)
Merger deficit	(11,072)	(11,072)	(11,072)
Foreign exchange translation reserve	(267)	(267)	(267)
Retained profits	158,783	152,188	151,988 <sup>*2</sup>
<b>Shareholders' funds/ NA</b>	<b>256,310</b>	<b>244,984</b>	<b>244,784</b>
No. of Datasonic Shares in issue (excluding treasury shares) ('000)	1,321,588	1,317,958	2,635,916
NA per Datasonic Share (RM)	0.19	0.19	0.09
Total borrowings (RM'000)	94,117	94,117	94,117
Gearing (times)	0.37	0.38	0.38

#### Notes:-

\*1 After incorporating the effects of the following material subsequent events:-

- a) The Company has purchased a total of 3,629,500 Treasury Shares since 1 April 2020 up to the LPD; and
- b) The Company has paid a total dividend of approximately RM6.59 million (being the fourth interim single tier tax-exempt dividend of 0.50 sen per Share declared on 25 June 2020) since 1 April 2020 up to the LPD

\*2 After deducting the estimated expenses in relation to the Proposed Bonus Issue amounting to RM0.20 million

## Maximum Scenario

	Audited as at 31 March 2020 RM'000	(I) After subsequent events up to and including the LPD <sup>12</sup> RM'000	(II) After (I) and assuming all Treasury Shares are resold at cost <sup>13</sup> RM'000	(III) After (II) and assuming full exercise of the Warrants A <sup>14</sup> RM'000	(IV) After (III) and assuming full granting and exercise of the Options <sup>15</sup> RM'000	(V) After (IV) and the Proposed Bonus Issue RM'000
Share capital	135,000	135,000	135,000	870,750	1,191,206	1,191,206
Treasury shares	(26,134)	(30,865)	-	-	-	-
Merger deficit	(11,072)	(11,072)	(11,072)	(11,072)	(11,072)	(11,072)
Foreign exchange translation reserve	(267)	(267)	(267)	(267)	(267)	(267)
Retained profits	158,783	152,188	152,188	152,188	29,169	28,969 <sup>16</sup>
<b>Shareholders' funds/ NA</b>	<b>256,310</b>	<b>244,984</b>	<b>275,849</b>	<b>1,011,599</b>	<b>1,209,036</b>	<b>1,208,836</b>
No. of Datasonic Shares in issue ('000)	1,321,588 <sup>11</sup>	1,317,958 <sup>11</sup>	1,350,000	2,025,000	2,176,875	4,353,750
NA per Datasonic Share (RM)	0.19	0.19	0.20	0.50	0.56	0.28
Total borrowings (RM'000)	94,117	94,117	94,117	94,117	94,117	94,117
Gearing (times)	0.37	0.38	0.34	0.09	0.08	0.08

**Notes:-**

- \*1 Excluding treasury shares
- \*2 After incorporating the effects of the following material subsequent events:-
  - a) The Company has purchased a total of 3,629,500 Treasury Shares since 1 April 2020 up to the LPD; and
  - b) The Company has paid a total dividend of approximately RM6.59 million (being the fourth interim single tier tax-exempt dividend of 0.50 sen per Share declared on 25 June 2020) since 1 April 2020 up to the LPD
- \*3 Assuming all the 32,042,000 Treasury Shares are resold on the open market at cost
- \*4 Assuming all the 675,000,000 outstanding Warrants A are exercised into 675,000,000 new Datasonic Shares at the exercise price of RM1.09 each
- \*5 Assuming all the 151,875,000 Options which may be granted pursuant to the maximum allowable amount under the ESOS are fully granted and exercised into 151,875,000 new Datasonic Shares at an illustrative exercise price of RM1.30 each, which represents a discount of approximately RM0.14 or 9.72% to the 5-day VWAMP up to the LPD of RM1.44 and after accounting for the reversal of the ESOS reserve of approximately RM123.02 million
- \*6 After deducting the estimated expenses in relation to the Proposed Bonus Issue amounting to RM0.20 million

**4.3 Earnings and EPS**

The Proposed Bonus Issue is not expected to have any material effect on the earnings of the Group for the financial year ending 31 March 2021. However, the Group's EPS will be diluted as a result of the increase in the number of Datasonic Shares in issue arising from the Proposed Bonus Issue.

#### 4.4 Substantial shareholders' shareholdings

The pro forma effects of the Proposed Bonus Issue on the substantial shareholders' shareholdings in Datasonic based on the Company's Register of Substantial Shareholders as at the LPD are as set out below:-

##### Minimum Scenario

Name	Shareholding as at the LPD			After the Proposed Bonus Issue		
	Direct No. of Shares	% <sup>*1</sup>	Indirect No. of Shares	Direct No. of Shares	Indirect No. of Shares	% <sup>*1</sup>
Dato' Haji Razali bin Mohd Yusof	27,093,000	2.06	147,162,000 <sup>*3</sup>	54,186,000	294,324,000 <sup>*2*3</sup>	11.17
Demi Mekar Sdn Bhd	107,162,000	8.13	-	214,324,000	-	-
Azlan bin Abdul Kadir	-	-	107,162,000 <sup>*2</sup>	-	214,324,000 <sup>*2</sup>	8.13
Chew Ben Ben	223,924,940	16.99	95,816,260 <sup>*4</sup>	447,849,880	191,632,520 <sup>*4</sup>	7.27
Hallmark Epitome Sdn Bhd	95,416,260	7.24	-	190,832,520	-	-
Urusharta Jamaah Sdn Bhd	124,153,400	9.42	-	248,306,800	-	-

##### Notes:-

- \*1 Excluding treasury shares
- \*2 Deemed interested through his substantial shareholdings in Demi Mekar Sdn Bhd pursuant to Section 8 of the Act
- \*3 Indirect interest held in the name of HSBC Nominees (Asing) Sdn Bhd – BNY Mellon for Weiser Global Capital Market Ltd
- \*4 Deemed interested through his substantial shareholdings in Hallmark Epitome Sdn Bhd and Enrich Epitome Sdn Bhd pursuant to Section 8 of the Act

### Maximum Scenario

Name	Shareholding as at the LPD				(I)				(II)			
	Direct No. of Shares	% <sup>*1</sup>	Indirect No. of Shares	% <sup>*1</sup>	Assuming all Treasury Direct No. of Shares	%	Indirect No. of Shares	%	After (I) and assuming full exercise of Warrants A Direct No. of Shares	%	Indirect No. of Shares	%
Dato' Haji Razali bin Mohd Yusof	27,093,000	2.06	147,162,000 <sup>*2,3</sup>	11.17	27,093,000	2.01	147,162,000 <sup>*2,3</sup>	10.90	27,093,000	1.34	147,162,000 <sup>*2,3</sup>	7.27
Demi Mekar Sdn Bhd	107,162,000	8.13	-	-	107,162,000	7.94	-	-	107,162,000	5.29	-	-
Azlan bin Abdul Kadir	-	-	107,162,000 <sup>*2</sup>	8.13	-	-	107,162,000 <sup>*2</sup>	7.94	-	-	107,162,000 <sup>*2</sup>	5.29
Chew Ben Ben	223,924,940	16.99	95,816,260 <sup>*4</sup>	7.27	223,924,940	16.59	95,816,260 <sup>*4</sup>	7.10	334,044,940 <sup>*5</sup>	16.50	160,941,260 <sup>*4,5</sup>	7.95
Hallmark Epitome Sdn Bhd	95,416,260	7.24	-	-	95,416,260	7.07	-	-	95,416,260	4.71	-	-
Urusharta Jamaah Sdn Bhd	124,153,400	9.42	-	-	124,153,400	9.20	-	-	124,153,400	6.13	-	-

Name	After (II) and assuming full granting and exercise of the Options				(IV)			
	Direct No. of Shares	%	Indirect No. of Shares	%	Direct No. of Shares	%	Indirect No. of Shares	%
Dato' Haji Razali bin Mohd Yusof	42,280,500 <sup>*6</sup>	1.94	147,162,000 <sup>*2,3</sup>	6.76	84,561,000	1.94	294,324,000 <sup>*2,3</sup>	6.76
Demi Mekar Sdn Bhd	107,162,000	4.92	-	-	214,324,000	4.92	-	-
Azlan bin Abdul Kadir	-	-	107,162,000 <sup>*2</sup>	4.92	-	-	214,324,000 <sup>*2</sup>	4.92
Chew Ben Ben	349,232,440 <sup>*6</sup>	16.04	160,941,260 <sup>*4</sup>	7.39	698,464,880	16.04	321,882,520 <sup>*4</sup>	7.39
Hallmark Epitome Sdn Bhd	95,416,260	4.38	-	-	190,832,520	4.38	-	-
Urusharta Jamaah Sdn Bhd	124,153,400	5.70	-	-	248,306,800	5.70	-	-

**Notes:-**

- \*1 Excluding treasury shares
- \*2 Deemed interested through his substantial shareholdings in Demi Mekar Sdn Bhd pursuant to Section 8 of the Act
- \*3 Indirect interest held in the name of HSBC Nominees (Asing) Sdn Bhd – BNY Mellon for Weiser Global Capital Market Ltd
- \*4 Deemed interested through his substantial shareholdings in Hallmark Epitome Sdn Bhd and Enrich Epitome Sdn Bhd pursuant to Section 8 of the Act
- \*5 Chew Ben Ben holds 110,120,000 Warrants A and indirectly holds 65,125,000 Warrants A as at the LPD (deemed interested through his substantial shareholdings in Enrich Epitome Sdn Bhd pursuant to Section 8 of the Act)
- \*6 Assuming 10% of the Options amounting to 15,187,500 Options are granted and exercised by Dato' Haji Razali bin Mohd Yusof and Chew Ben Ben each

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#### 4.5 Convertible securities

Save for the 675,000,000 outstanding Warrants A which are exercisable into 675,000,000 new Datasonic Shares at an exercise price of RM1.09 each which will expire on 5 July 2023, the Company does not have any other convertible securities as at the LPD.

Further, as at the LPD, the Company has not granted any Options to the eligible Directors and employees of the Datasonic Group (excluding dormant subsidiary companies) under the ESOS.

The Proposed Bonus Issue will give rise to adjustments to the exercise price and number of outstanding Warrants A ("**Adjustments**") pursuant to the deed poll dated 18 June 2018 constituting the Warrants A ("**Deed Poll**").

For illustrative purposes only, assuming the Adjustments had already been effected as at the LPD pursuant to the Proposed Bonus Issue, the summary of the exercise price and number of outstanding Warrants A before and after the Adjustments are as set out below:-

	Before Adjustments	After Adjustments
Exercise price	RM1.09	RM0.54
Total number of outstanding Warrants A as at the LPD	675,000,000	1,350,000,000

Any necessary adjustments to the exercise price and number of outstanding Warrants A to be issued arising from the Proposed Bonus Issue can only be finalised after the Entitlement Date in accordance with the provisions as contained in the Deed Poll. A notice will be despatched to the respective holders of the Warrants A in the event of any such adjustments.

#### 5. HISTORICAL SHARE PRICES

The monthly highest and lowest last transacted market prices of Datasonic Shares as traded on Bursa Securities for the 12 months from August 2019 to July 2020 are as set out below:-

	High RM	Low RM
<b>2019</b>		
August	0.905	0.685
September	0.945	0.855
October	1.140	0.905
November	1.140	1.000
December	1.480	1.020
<b>2020</b>		
January	1.670	1.440
February	1.570	1.040
March	1.170	0.575
April	1.040	0.815
May	1.570	1.000
June	1.520	1.250
July	1.520	1.330
Last transacted market price on 4 August 2020 (being the date prior to the announcement dated 5 August 2020 in relation to the Proposed Bonus Issue)		1.44
Last transacted market price on the LPD		1.44

(Source: Bloomberg)

## 6. APPROVALS REQUIRED/ OBTAINED

The Proposed Bonus Issue is subject to the following approvals being obtained:-

- i. Bursa Securities for the listing and quotation of the Bonus Shares, Additional Warrants A and the new Datasonic Shares to be issued arising from the exercise of Warrants A on the Main Market of Bursa Securities, which was obtained vide its letter dated 17 August 2020.

The approval from Bursa Securities is subject to the following conditions:-

Conditions	Status of compliance
i. Datasonic and Kenanga IB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue;	Noted.
ii. Datasonic and Kenanga IB to inform Bursa Securities upon completion of the Proposed Bonus Issue;	To be complied.
iii. Datasonic to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue is completed; and	To be complied.
iv. Datasonic and Kenanga IB are required to make the relevant announcements in accordance with Paragraphs 6.35(2)(a), 6.35(2)(b) and 6.35(4) of the Listing Requirements.	To be complied.

- ii. shareholders of Datasonic at the forthcoming EGM of the Company; and
- iii. any other relevant authorities, if required.

## 7. INTER-CONDITIONALITY OF THE PROPOSED BONUS ISSUE

The Proposed Bonus Issue is not conditional upon any other corporate exercise undertaken or to be undertaken by the Company.

## 8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/ OR PERSONS CONNECTED WITH THEM

None of the Directors and/ or major shareholders of Datasonic and/ or persons connected with them (as defined in the Listing Requirements) has any interest in the Proposed Bonus Issue, except for their respective entitlements as shareholders of the Company, which are also available to all existing shareholders of the Company.

## 9. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the ESOS and the Proposed Bonus Issue (being the subject matter of this Circular), there are no other corporate exercises which have been announced by Datasonic but yet to be completed as at the date of this Circular.



## 10. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Bonus Issue (including but not limited to the rationale and justification as well as the effects of the Proposed Bonus Issue), is of the opinion that the Proposed Bonus Issue is in the best interest of the Company.

As such, the Board recommends the shareholders of Datasonic to vote in favour for the resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM of the Company.

## 11. ESTIMATED TIMEFRAME FOR COMPLETION AND TENTATIVE TIMETABLE FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Proposed Bonus Issue is expected to be completed by the 4<sup>th</sup> quarter of 2020.

The tentative timetable for the implementation of the Proposed Bonus Issue is set out below:-

Tentative date	Events
17 September 2020	<ul style="list-style-type: none"><li>• EGM</li></ul>
Mid September 2020	<ul style="list-style-type: none"><li>• Announcement of the Entitlement Date</li></ul>
Early October 2020	<ul style="list-style-type: none"><li>• Entitlement Date</li><li>• Listing and quotation of the Bonus Shares and the Additional Warrants A on the Main Market of Bursa Securities</li><li>• Completion of the Proposed Bonus Issue</li></ul>

## 12. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at the Conference Room, Level 6, Bangunan Setia 1, No. 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur on Thursday, 17 September 2020 at 11:30 a.m. or immediately after the conclusion of the Twelfth Annual General Meeting of the Company (which will be held at the same venue on the same day at 10:00 a.m.), whichever is later or at any adjournment thereof through live streaming and online remote voting via the Remote Participation and Electronic Voting facilities which are available at Boardroom Share Registrars Sdn Bhd's online website at <https://boardroomlimited.my>, for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Bonus Issue.

A member is entitled to attend and vote at the EGM and is also entitled to appoint a proxy to attend and vote on his behalf. The Form of Proxy should be completed and lodged at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd, at 11<sup>th</sup> Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time set for holding the EGM or any adjournment thereof.

The proxy appointment may also be lodged electronically at <https://boardroomlimited.my>, not less than 48 hours before the stipulated time for holding the EGM. For further information, please refer to the "Electronic Lodgement of Form of Proxy" in the Administrative Guide.

The lodging of the Form of Proxy shall not preclude the shareholder of Datasonic from attending, participating, speaking and voting in person at the EGM should the shareholder of Datasonic subsequently wish to do so.

**13. FURTHER INFORMATION**

Shareholders of Datasonic are advised to refer to the Appendix as set out in this Circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**DATASONIC GROUP BERHAD**

**GENERAL TAN SRI (DR) MOHAMED HASHIM BIN MOHD ALI (RTD)**  
Independent Non-Executive Chairman

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## APPENDIX – FURTHER INFORMATION

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### 1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and the Directors collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular misleading.

### 2. CONSENT AND DECLARATION OF CONFLICT OF INTERESTS

Kenanga IB, being the Principal Adviser to the Company for the Proposed Bonus Issue, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

Kenanga IB is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Principal Adviser to Datasonic for the Proposed Bonus Issue.

### 3. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, the Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Board is not aware and does not have any knowledge of any proceedings pending or threatened against the Group, or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the Datasonic Group:-

**Kuala Lumpur High Court Civil Suit No. WA-22NCVC-486-07/2018 between Percetakan Keselamatan Nasional Sdn Bhd ("Plaintiff") against Datasonic Technologies Sdn Bhd, a wholly-owned subsidiary of the Company ("Defendant")**

The Defendant had on 1 August 2018 received a Writ of Summons and Statement of Claim dated 30 July 2018 filed by the Plaintiff, a wholly-owned subsidiary of Fima Corporation Berhad at the Kuala Lumpur High Court, claiming the disputed sum of RM24,975,000 (inclusive of goods and services tax), interest rate of 5% per annum on the amount of RM24,975,000 until full and final payment or, alternatively, at such rate and period as the Court deems fit, costs and other reliefs as the Court deems fit, for the supply and purchase of 1.5 million e-passport booklets with polycarbonate data page which was delivered by the Plaintiff to the Defendant as the Defendant's subcontractor for the interim period of 6 months from 1 December 2016 to 31 May 2017, in respect of the supply of fully printed new Malaysian Passport booklets to the Government of Malaysia pursuant to the contract awarded by the Government of Malaysia to the Defendant. The claim concerns payment for goods sold and delivered pursuant to a printing work order assigned by the Defendant to the Plaintiff for which only the sub- contracting price is disputed. The sub-contracting price was not conclusively agreed between the parties as the draft sub-contracting agreement between the parties was never finalised.

During the case management held on 3 October 2018, the High Court had advised the parties to mediate the matter. Following the mediation session held on 17 October 2018 and 19 October 2018, the parties could not reach a resolution. On 2 November 2018, the High Court judge took note that the parties were still keen to settle the matter without going to trial. Pursuant thereto, several case managements were held on 7 December 2018, 15 January 2019, 22 January 2019 and 14 February 2019, where the parties informed the court on the status of the settlement negotiations.

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**APPENDIX – FURTHER INFORMATION (CONT'D)**

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On 14 February 2019, the High Court judge directed both parties to jointly resolve the outstanding matter pertaining to the goods and services tax with the Royal Malaysian Customs Department. Following case managements held on 1 March 2019, 10 April 2019 and 19 April 2019, the parties did not achieve a settlement. Consequently, mediation sessions were held before the presiding Judge at the Kuala Lumpur High Court, Kuala Lumpur Court Complex on 12 July 2019 and 19 July 2019. However, the parties were unable to reach a mutual agreement on the price of the e-passport booklets and therefore negotiations to settle are deemed to have failed. As such, the case is now proceeding to trial.

The Full Trial is currently fixed on 9 November 2020 and 10 November 2020 with Pre-Trial Case Management fixed on 9 October 2020.

The solicitors acting for the Defendant is of the view that on the balance of probabilities, the Court will allow the claim but on a lesser amount than claimed. The decision on the price for each e-passport booklet will be decided on the facts of the case and the evidence tendered and much will depend on the views of the independent witnesses from the Ministry of Home Affairs and Immigration Department of Malaysia and the Court's opinion as to what is a fair profit to be earned by both parties.

#### **4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**

##### **4.1 Material commitments**

Save as disclosed below, as at 31 July 2020, the Board is not aware of any material commitments incurred or known to be incurred by the Group that has been provided for which, upon becoming enforceable, may have a material impact on the financial results/ position of the Datasonic Group:-

	<b>RM'000</b>
<b><u>Capital commitments</u></b>	
Approved and contracted for:-	
- Renovation	81
- Acquisition of machineries and equipment	1,631
<b>Total</b>	<b>1,712</b>

##### **4.2 Contingent liabilities**

Save as disclosed below and in Section 3 of this Appendix, as at 31 July 2020, the Board is not aware of any contingent liabilities incurred or known to be incurred by the Group, which upon becoming enforceable, may have a material impact on the financial results or position of the Group:-

	<b>RM'000</b>
<b><u>Secured</u></b>	
Performance guarantees (secured) extended to customers	17,788
Performance guarantees (secured) extended to supplies	20
<b>Total</b>	<b>17,808</b>

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**APPENDIX – FURTHER INFORMATION (CONT'D)**

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**5. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at Level 6, Bangunan Setia 1, No. 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:-

- i. Constitution of Datasonic;
- ii. audited consolidated financial statements of Datasonic for the past 2 financial years up to the financial year ended 31 March 2020;
- iii. letters of consent and declaration of conflict of interests referred to in Section 2 of this Appendix; and
- iv. the relevant cause papers in relation to the material litigation of the Datasonic Group as referred to in Section 3 of this Appendix.

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## DATASONIC GROUP BERHAD

[Registration No. 200801008472 (809759-X)]  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting ("**EGM**") of Datasonic Group Berhad ("**Datasonic**" or "**Company**") will be held at the Conference Room, Level 6, Bangunan Setia 1, No. 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur ("**Broadcast Venue**") on Thursday, 17 September 2020 at 11:30 a.m. or immediately after the conclusion of the Twelfth Annual General Meeting of the Company (which will be held at the same venue on the same day at 10:00 a.m.), whichever is later or at any adjournment thereof through live streaming and online remote voting via the Remote Participation and Electronic Voting ("**RPEV**") facilities which are available at Boardroom Share Registrars Sdn Bhd's ("**Boardroom**") online website at <https://boardroomlimited.my>, for the purpose of considering and if thought fit, passing with or without modifications the resolution set out below:-

#### ORDINARY RESOLUTION

**PROPOSED BONUS ISSUE OF UP TO 2,176,875,000 NEW ORDINARY SHARES IN DATASONIC ("DATASONIC SHARES" OR "SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 DATASONIC SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")**

**"THAT** subject to the approvals granted by Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation of the Bonus Shares to be issued pursuant to the Proposed Bonus Issue, additional warrants 2018/2023 in Datasonic ("**Warrants A**") to be issued arising from such adjustment as may be made to the number of outstanding Warrants A pursuant to the Proposed Bonus Issue ("**Additional Warrants A**") and new Datasonic Shares to be issued arising from the exercise of the Additional Warrants A on the Main Market of Bursa Securities, and by any other relevant authorities/ parties (if required), the Board of Directors of the Company ("**Board**") be and is hereby authorised to allot and issue up to 2,176,875,000 Bonus Shares in the share capital of the Company credited as fully paid to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later ("**Entitlement Date**") on the basis of 1 Bonus Share for every 1 existing Datasonic Share held;

**THAT** the Board be and is hereby authorised to implement any other adjustments to the exercise price and number of outstanding Warrants A in accordance with the deed poll dated 18 June 2018 constituting the Warrants A as a result of the Proposed Bonus Issue and to issue the Additional Warrants A and the new Datasonic Shares arising from the exercise of the Additional Warrants A;

**THAT** the Bonus Shares and the new Datasonic Shares to be issued arising from the exercise of the Additional Warrants A shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Datasonic Shares, save and except that the Bonus Shares and the new Datasonic Shares to be issued arising from the exercise of the Additional Warrants A will not be entitled to any dividends, rights, allotments and/ or any other distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Bonus Shares and the new Datasonic Shares to be issued arising from the exercise of the Additional Warrants A;

**THAT** any fractional entitlements under the Proposed Bonus Issue will be disregarded and will be dealt with in such manner and on such terms and conditions as the Board shall in its sole and absolute discretion deem fit, expedient and in the best interest of the Company;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue.”

By Order of the Board

**NIU CHEW WEI (MAICSA 7022900)**

SSM Practising Certificate Registration No.: 202008001346

Company Secretary

Kuala Lumpur

25 August 2020

**Notes:-**

- (1) *As a precautionary measure amid COVID-19 outbreak, the EGM will be conducted on a fully virtual basis through live streaming and online remote voting via the RPEV facilities which are available at Boardroom's online website at <https://boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via the RPEV facilities.*
- (2) *The main and only venue of the EGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 106 of the Company's Constitution that requires the Chairman of the Meeting to be present at the main venue of the Meeting. Shareholders/proxies/corporate representatives should not be physically present nor will they be admitted at the Broadcast Venue on the day of the EGM.*
- (3) *A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. Since the EGM will be conducted via a virtual meeting, a member who is unable to attend and vote at the Meeting may appoint the Chairman of the Meeting as his/ her proxy and indicate the voting instruction in the Form of Proxy. For Corporate Shareholder, Authorised Nominee and Exempt Authorised Nominee, you may also appoint a proxy who is not the Chairman of the Meeting.*
- (4) *Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*
- (5) *Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**") as defined under the Securities Industries (Central Depositories) Act 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.*
- (6) *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of its attorney or duly authorised officer.*
- (7) *The instrument appointing a proxy or proxies and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the office of Company's Share Registrar, Boardroom Share Registrars Sdn Bhd [Registration No. 199601006647 (378993-D)] at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.*
- (8) *The proxy appointment may also be lodged electronically at <https://boardroomlimited.my>, not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof. For further information, please refer to the "Electronic Lodgement of Form of Proxy" in the Administrative Guide.*
- (9) *In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at 3 September 2020 shall be entitled to attend the said meeting or appoint proxy(ies) to attend, speak and vote in his/her stead.*
- (10) *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, voting at the EGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the result of the poll respectively.*

## FORM OF PROXY



[Registration No. 200801008472 (809759-X)]  
(Incorporated in Malaysia)

No. of Shares Held	CDS Account No.

\* I/We, .....  
\* NRIC No./ Passport No./ Registration No. ....  
of.....  
being a \*member/members of Datasonic Group Berhad ("Company"), hereby appoint.....  
\* NRIC No./Passport No. ....  
of.....  
or failing \* him/her, .....  
\* NRIC No./Passport No. ....  
of.....

or failing \*him/\*her, #the Chairman of the Meeting as \*my/our \*proxy to attend and vote for \*me/us on \*my/our behalf at the Extraordinary General Meeting of the Company to be held at the Conference Room, Level 6, Bangunan Setia 1, No. 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur ("**Broadcast Venue**") on Thursday, 17 September 2020 at 11:30 a.m. or immediately after the conclusion of the Twelfth Annual General Meeting of the Company (which will be held at the same venue on the same day at 10:00 a.m.), whichever is later or at any adjournment thereof.

Please indicate your voting instructions with an "X" in the appropriate space. Unless voting instructions are specified herein, the proxy/proxies will vote or abstain from voting as he/she thinks fit.

ORDINARY RESOLUTION	FOR	AGAINST
PROPOSED BONUS ISSUE		

The proportion of \*my/our shareholdings to be represented by \*my/our proxies are as follows:-

	No. of Shares	Percentage
Proxy 1		%
Proxy 2		%
Total		100%

# If you wish to appoint other person(s) to be your proxy/proxies, kindly strike out the words "The Chairman of the Meeting" and insert the name(s) of the person(s) desired  
\* Delete if not applicable

Dated this ..... day of ..... 2020.

Signature of Shareholder or Common Seal

Contact No. ....

### Notes:-

- (1) As a precautionary measure amid COVID-19 outbreak, the EGM will be conducted on a fully virtual basis through live streaming and online remote voting via the RPEV facilities which are available at Boardroom's Online website at <https://boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via the RPEV facilities.
- (2) The main and only venue of the EGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 106 of the Company's Constitution that requires the Chairman of the Meeting to be present at the main venue of the Meeting. Shareholders/proxies/corporate representatives should not be physically present nor will they be admitted at the Broadcast Venue on the day of the EGM.
- (3) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. Since the EGM will be conducted via a virtual meeting, a member who is unable to attend and vote at the Meeting may appoint the Chairman of the Meeting as his/ her proxy and indicate the voting instruction in the Form of Proxy. For Corporate Shareholder, Authorised Nominee and Exempt Authorised Nominee, you may also appoint a proxy who is not the Chairman of the Meeting.
- (4) Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (5) Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**") as defined under the Securities Industries (Central Depositories) Act 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- (6) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of its attorney or duly authorised officer.
- (7) The instrument appointing a proxy or proxies and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the office of Company's Share Registrar, Boardroom Share Registrars Sdn Bhd [Registration No. 199601006647 (378993-D)] at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
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- (9) In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at 3 September 2020 shall be entitled to attend the said meeting or appoint proxy(ies) to attend, speak and vote in his/her stead.
- (10) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, voting at the EGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the result of the poll respectively.





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**DATASONIC GROUP BERHAD**  
[Registration No. 200801008472 (809759-X)]  
  
c/o Boardroom Share Registrars Sdn Bhd  
[Registration No. 199601006647 (378993-D)]  
11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

AFFIX  
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