

**PERTAMA DIGITAL BERHAD**  
Registration No. 198401002327 (114842-H)  
(Incorporated in Malaysia)

**SUMMARY OF KEY MATTERS DISCUSSED DURING THE THIRTY-SEVENTH ANNUAL GENERAL MEETING (“AGM”) OF PERTAMA DIGITAL BERHAD DULY CONVENED AND HELD ON A HYBRID BASIS (IN-PERSON AND VIRTUAL) FROM THE BROADCAST AND MEETING VENUE AT PENTAS 1, THE KUALA LUMPUR PERFORMING ARTS CENTRE, SENTUL PARK, JALAN STRACHAN, OFF JALAN SULTAN AZLAN SHAH, 51100 KUALA LUMPUR AND THROUGH LIVE STREAMING AND ONLINE REMOTE VOTING USING REMOTE PARTICIPATION AND VOTING FACILITIES VIA [HTTPS://WEB.VOTE2U.MY](https://web.vote2u.my) (DOMAIN REGISTRATION NO. D6A471702) PROVIDED BY AGMO DIGITAL SOLUTIONS SDN. BHD. ON MONDAY, 27 JUNE 2022 AT 10.00 A.M.**

---

The Chairman, Tun Dato’ Seri Zaki Bin Tun Azmi, chaired the AGM and called the meeting to order at 10.a.m. after the Company Secretary confirmed that the requisite quorum being present pursuant to the Company’s Constitution.

**AS ORDINARY BUSINESS:**

**AGENDA 1 - AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2021**

The Chairman informed that the Audited Financial Statements for the financial period ended 31 December 2021 together with the Reports of the Directors and Auditors thereon, which were issued on 9 May 2022, were tabled for the shareholders’ information and would not be put to vote.

There being no question asked, the Chairman then declared that the Audited Financial Statements for the financial period ended 31 December 2021 together with the Reports of the Directors and Auditors thereon were received and noted.

**AGENDA 2 (ORDINARY RESOLUTION NO. 1) - PAYMENT OF DIRECTORS’ FEES AND BENEFITS FOR PERIOD FROM 28 JUNE 2022 UNTIL THE NEXT AGM**

The Chairman informed that the fees and benefits up to RM270,000 payable to the non-executive directors were calculated with the assumption that there would be no change to the Board size during aforesaid period and the number of Board, Board Committees and general meetings to be attended by the Non-Executive Directors.

There were no questions asked for Ordinary Resolution No. 1.

**AGENDA 3 (ORDINARY RESOLUTIONS NO. 2 – 7) - RE-ELECTION OF DIRECTORS**

The Chairman informed the Meeting that in accordance with the Company’s Constitution, the following Directors shall retire and subject to re-election:

- Mr. Pan Ding, under Article 107(1)(b)
- Mr. Low Yan Seong, under Article 107(1)(b)
- Encik Sabri Bin Ab Rahman, under Article 100
- Dato’ Dr Suhazimah Binti Dzazali, under Article 100

- Mr. Wong Yoke Nyen, under Article 100
- Mr. Abel Goon Chun Hoe, under Article 100

Before proceeding to table the motions, the Chairman informed that Mr. Low Yan Seong (“Mr. Low”) had indicated to the Board his intention to step down from the Board and thus not seeking for re-election as director of the Company. Therefore, Ordinary Resolution No. 3 on the re-election of Mr. Low was not put to vote and Mr. Low subsequently retired upon conclusion of the AGM.

There were no questions asked for Ordinary Resolutions No. 2, 4, 5, 6 and 7.

#### **AGENDA 4 (ORDINARY RESOLUTION NO. 8) - APPOINTMENT OF AUDITORS**

The Chairman informed that the retiring auditors Mazars PLT had expressed their willingness to continue office.

There were no questions asked for Ordinary Resolution No. 8.

#### **AS SPECIAL BUSINESS:**

#### **AGENDA 5 (ORDINARY RESOLUTIONS NO. 9 – 11) - RETENTION OF INDEPENDENT DIRECTORS**

The Chairman informed that the next 3 proposed motions were to consider retaining Datuk Ng Bee Ken, Encik Wan Kamarul Zaman Bin Wan Yaacob (“Encik Wan Kamarul”) and Mr. Low as the Company’s Independent Directors.

However, following the decision of Mr. Low not to seek for re-election under Ordinary Resolution No. 3, Ordinary Resolution No. 11 on the retention of Mr. Low as Independent Director was therefore no longer applicable.

In addition to the above, the Chairman also informed that the Board had prior to the AGM received a resignation letter from Encik Wan Kamarul on his decision to resign as director of the Company. The Board had accepted his resignation and accordingly, Ordinary Resolution No. 10 on the retention of Encik Wan Kamarul as Independent Director was no longer applicable.

There were no questions asked for Ordinary Resolution No. 9.

#### **AGENDA 6 (ORDINARY RESOLUTION NO. 12) AUTHORITY TO ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016**

The Chairman proceeded to put the next motion which gives authority to the Directors to allot shares up to 10% of the issued share capital as set out in the AGM Notice.

There were no questions asked for Ordinary Resolution No. 12.

## **AGENDA 7 - ANY OTHER BUSINESS**

There was no other business discussed.

## **TAKING OF POLL AND ANNOUNCEMENT OF RESULT**

The AGM proceeded to take a poll on all the resolutions tabled and the AGM was then adjourned at 10.30 a.m. for votes counting and verification. The AGM resumed at 10.50 a.m. and the poll result was informed to the Meeting:

<b>Resolutions</b>	<b>Voted For</b>		<b>Voted Against</b>	
	<b>No. of Shares</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>
Ordinary Resolution 1 - Approval of payment of Directors' fees and benefits for period from 28 June 2022 to the next AGM	240,240,275	99.9779	53,072	0.0221
Ordinary Resolution 2 - Re-election of Mr. Pan Ding as Director	240,266,338	99.9888	27,009	0.0112
Ordinary Resolution 3 - Re-election of Mr. Low Yan Seong as Director	Dropped			
Ordinary Resolution 4 - Re-election of Encik Sabri Bin Ab Rahman as Director	240,266,238	99.9887	27,109	0.0113
Ordinary Resolution 5 - Re-election of Dato' Dr Suhazimah Binti Dzazali as Director	240,266,238	99.9887	27,109	0.0113
Ordinary Resolution 6 - Re-election of Mr. Wong Yoke Nyen as Director	240,266,338	99.9887	27,009	0.0112
Ordinary Resolution 7 - Re-election of Mr. Abel Goon Chun Hoe as Director	240,266,338	99.9887	27,009	0.0112
Ordinary Resolution 8 - Appointment of Mazars PLT as Auditors and authorise the Directors to fix their remuneration	240,266,338	99.9887	27,009	0.0112
Ordinary Resolution 9 - Retention of Datuk Ng Bee Ken as Independent Director	240,266,338	99.9887	27,009	0.0112
Ordinary Resolution 10 - Retention of Encik Wan Kamarul Zaman Bin Wan Yaacob as Independent Director	Dropped			
Ordinary Resolution 11 – Retention of Mr. Low Yan Seong as Independent Director	Dropped			
Ordinary Resolution 12 - Approval of the authority to allot shares pursuant to Section 75 of the Companies Act 2016	240,259,577	99.9860	33,770	0.0141

The Chairman then declared that all resolutions set out in the AGM Notice dated 9 May 2022, except for Ordinary Resolutions no. 3, 10 and 11 which had been dropped, were carried.

#### **CLOSURE**

There being no further business, the meeting closed at 11.08 a.m. with a vote of thanks to the Chairman.

**Tun Dato' Seri Zaki Bin Tun Azmi**  
**Chairman**