

PERTAMA DIGITAL BERHAD
(Formerly known as Sinotop Holdings Berhad)
Registration No. 198401002327 (114842-H)
(Incorporated in Malaysia)

Minutes of the Thirty-sixth Annual General Meeting conducted virtually from the broadcast venue at Gallery 2, Level 1, Concorde Hotel, 2 Jalan Sultan Ismail, 50250 Kuala Lumpur on Tuesday, 8 December 2020 at 10.00 a.m.

Present : Datuk Ng Bee Ken (Chairman)
(Independent Non-Executive Chairman)
(Proxy of Gifted Investments Limited)

Tun Dato' Seri Zaki bin Tun Azmi
(Independent Non-Executive Director)

Encik Sabri bin Ab Rahman
(Executive Director)

Mr. Pan Ding
(Executive Director / Group Managing Director)

Mr. Pan Dong
(Executive Director)

Mr. Low Yan Seong
(Independent Non-Executive Director)

Encik Wan Kamarul Zaman Bin Wan Yaacob
(Independent Non-Executive Director)

Dato' Ts Dr. Suhazimah binti Dzazali
(Independent Non-Executive Director)

and Shareholders and Proxies logged in to participate in the online AGM via the Remote Participation and Voting online portal at <https://web.vote2u.app> as per attendance list

In Attendance : Ms Seow Fei San
(Company Secretary)

NOTICE

The Chairman welcomed the members to the Company's Thirty-sixth Annual General Meeting ("AGM") and declared that the notice convening the meeting, having been circulated earlier to all the members of the Company within the statutory period, be taken as read.

QUORUM

The requisite quorum being present, the meeting was called to order at 10.00 a.m.

INTRODUCTION OF BOARD MEMBERS AND MANAGEMENT

The Chairman then introduced the Board Members, the Management and the auditor who were present at the live streaming venue as well as those present remotely.

The Meeting was informed that Agmo Digital Solutions Sdn. Bhd. ("Agmo") had been appointed as the poll administrators and Mr. Lee Chiew Ho had been appointed as independent scrutineer to verify the poll result. The Meeting was then briefed by Agmo about the voting procedure and methods to raise questions at the meeting through the online meeting platform.

Thereafter, the Chairman proceeded with the business of the meeting.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020

The Chairman informed that in line with the provision of the Companies Act 2016 which did not require the Audited Financial Statements and Reports to be approved by the Members, the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon, which was sent to the Members on 30 October 2020, were tabled for the Members' information and would not be put to vote.

The Chairman further informed that should any of the Members have any question on the agenda item, Members could use the query box provided on the online platform to transmit their questions. Response would be provided to questions submitted during the Q&A session after tabling all the resolutions.

The Chairman then declared that the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon were received and noted.

2. PAYMENT OF DIRECTORS' FEES AND BENEFITS FOR FINANCIAL YEAR ENDED 30 JUNE 2020

The Meeting proceeded to consider the proposed payment of Directors' fees to the Non-Executive Directors of RM158,000 for the financial year ended 30 June 2020.

The Chairman then put the following motion to the Meeting, to be voted upon by the Members after the Q&A session:-

"THAT the payment of Directors' fees and benefits of RM158,000 to the non-executive directors for their services as directors of the Company for the financial year ended 30 June 2020 be and is hereby approved."

3. PAYMENT OF DIRECTORS' FEES AND BENEFITS FOR PERIOD FROM 1 JULY 2020 TO THE NEXT AGM

The next agenda item was in relation to payment of Directors' benefits. The Meeting noted that Directors' benefits of up to RM500,000 payable to the Non-Executive Directors, excluding Directors' fees, with effect from 1 July 2020 until the next AGM of the Company, was tabled for consideration.

The Chairman informed that the figure was calculated with the assumption that there would be changes 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.

The Chairman then put the following motion to the Meeting, to be voted upon by the Members after the Q&A session:-

"THAT the payment of Directors' fees and benefits of up to an amount of RM500,000 to the non-executive directors for their services as directors of the Company from 1 July 2020 until the next annual general meeting of the Company be and is hereby approved."

4. RE-ELECTION OF DIRECTORS

The Chairman informed the Meeting that in accordance with the Company's Constitution, the following Directors shall retire and being eligible, had offered themselves for re-election:

- Datuk Ng Bee Ken;
- Mr. Pan Dong; and
- Tun Dato' Seri Zaki bin Tun Azmi

The Chairman then put the following motions to the Meeting, to be voted upon by the Members after the Q&A session:-

- **Re-election of Datuk Ng Bee Ken**
"THAT Datuk Ng Bee Ken retiring pursuant to Article 107(1)(b) of the Company's Constitution, be and is hereby re-elected as the Director of the Company."
- **Re-election of Mr. Pan Dong**
"THAT Mr. Pan Dong retiring pursuant to Article 107(1)(b) of the Company's Constitution, be and is hereby re-elected as the Director of the Company."
- **Re-election of Tun Dato' Seri Zaki bin Tun Azmi**
"THAT Tun Dato' Seri Zaki bin Tun Azmi retiring pursuant to Article 107(1)(a) of the Company's Constitution, be and is hereby re-elected as the Director of the Company."

The Chairman further informed the shareholders that according to Article 100 of the Company's Constitution, the new members of the Board, Dato' Dr. Suhazimah and Encik Sabri, who were appointed on 11 November 2020, should retire as directors at the conclusion of the first annual general meeting after their appointment, unless they were re-elected.

As Dato' Dr. Suhazimah and Encik Sabri were appointed after the Notice of AGM was sent out to the shareholders on 30 October 2020, their re-election as directors is not in the Agenda of the meeting. Therefore, both of them would retire at the conclusion of the AGM.

The Chairman further informed the shareholders of the Board's intention to immediately after the AGM on the same day, re-appoint Dato' Dr. Suhazimah and Encik Sabri to the Board and they would stand for re-election at next year's AGM.

5. APPOINTMENT OF AUDITORS

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

The Chairman then put the following motion to the Meeting, to be voted upon by the Members after the Q&A session:-

"THAT Mazars PLT be and is hereby appointed Auditors of the Company to hold office until the conclusion of the next annual general meeting and that the Directors be and are hereby authorised to determine their remuneration."

6. RETENTION OF INDEPENDENT DIRECTORS

The Chairman informed the Meeting that the next 3 proposed motions were to consider retaining Datuk Ng Bee Ken, Encik Wan Kamarul Zaman Bin Wan Yaacob and Mr. Low Yan Seong as the Company's Independent Directors.

The Meeting was informed that as of the date of the meeting, all the 3 aforementioned Directors had served on the Board as Independent Directors for more than 9 years. The Board wished to seek shareholders' approval to retain them as Independent Directors of the Company.

Accordingly, the following motions were then put to the Meeting, to be voted upon by the Members after the Q&A session:-

- **Retention of Independent Director - Datuk Ng Bee Ken**

"THAT Datuk Ng Bee Ken who has served the Board as Independent Non-Executive Director for a cumulative term of more than nine (9) years be and is hereby retained as Independent Non-Executive Director of the Company."

- **Retention of Independent Director – Encik Wan Kamarul Zaman Bin Wan Yaacob**
“THAT Encik Wan Kamarul Zaman Bin Wan Yaacob who has served the Board as Independent Non-Executive Director for a cumulative term of more than nine (9) years be and is hereby retained as Independent Non-Executive Director of the Company.”
- **Retention of Independent Director – Mr. Low Yan Seong**
“THAT Mr. Low Yan Seong who has served the Board as Independent Non-Executive Director for a cumulative term of more than nine (9) years be and is hereby retained as Independent Non-Executive Director of the Company.”

7. **AUTHORITY TO ISSUE SHARES**

The Meeting proceeded to consider the proposed Ordinary Resolution on giving authority to the Directors to allot shares up to 10% of the issued share capital as set out in the Notice of Meeting.

The Chairman then put the following motion to the Meeting, to be voted upon by the Members after the Q&A session:-

“THAT subject always to the Companies Act 2016 (“Act”) and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to the Act, to allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being.”

8. **ANY OTHER BUSINESS**

The last item on the agenda for the meeting was to transact any other business of which due notices shall have been received in accordance with the Act. The Meeting noted that no notice of any other business for transacting at the meeting was received.

The Chairman then proceeded to take questions raised by shareholders through the online platform. Encik Sabri was then invited to brief the shareholders on questions raised, particularly on the e-wallet and the idle-coins project to be launched by the Group.

9. **TAKING OF POLL AND ANNOUNCEMENT OF RESULT**

The Meeting proceeded to take a poll on all the resolutions tabled after the Q&A session and the meeting was then adjourned at 10.39 a.m. for votes counting and verification.

The meeting resumed at 10.49 a.m. and the poll result was informed to the Meeting:

Resolutions	Voted For		Voted Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 1 - Approval of payment of Directors' fees and benefits for financial year ended 30 June 2020	247,078,407	99.9953	11,655	0.0047
Ordinary Resolution 2 - Approval of payment of Directors' fees and benefits for period from 1 July 2020 to the next AGM	247,062,072	99.9886	27,990	0.0113
Ordinary Resolution 3 - Re-election of Datuk Ng Bee Ken as Director of the Company	263,963,107	98.7073	3,456,955	1.2927
Ordinary Resolution 4 - Re-election of Mr. Pan Dong as Director of the Company	263,408,407	99.9956	11,655	0.0044
Ordinary Resolution 5 - Re-election of Tun Dato' Seri Zaki bin Tun Azmi as Director of the Company	267,418,962	99.9996	1,100	0.0004
Ordinary Resolution 6 - Appointment of Mazars PLT as Auditors and authorise the Directors to fix their remuneration	267,418,962	99.9996	1,100	0.0004
Ordinary Resolution 7 - Retention of Datuk Ng Bee Ken as Independent Director of the Company	263,963,107	98.7073	3,456,955	1.2927
Ordinary Resolution 8 - Retention of Encik Wan Kamarul Zaman bin Wan Yaacob as Independent Director of the Company	267,418,707	99.9995	1,355	0.0005
Ordinary Resolution 9 - Retention of Mr. Low Yan Seong as Independent Director of the Company	267,408,407	99.9956	11,655	0.0044
Ordinary Resolution 10 - Approval of the authority to allot shares pursuant to Section 75 of the Companies Act 2016	267,418,152	99.9955	11,910	0.0045

The Chairman then declared that all resolutions set out in the Notice of Meeting dated 20 October 2020 were carried.

CLOSURE

There being no further business, the meeting closed at 10.50 a.m. with a vote of thanks to the Chairman.

CONFIRMED AS CORRECT BY



CHAIRMAN

Dated: 23 February 2021