

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

Minutes of the Extraordinary General Meeting of the Company conducted on a virtual basis from No. 9 Jalan Nusantara, Duta Nusantara, Off Sri Hartamas 1, Sri Hartamas, 50480 Kuala Lumpur through Remote Participation and Voting facilities via <https://web.vote2u.my> (Domain Registration No. D6A471702) provided by Agmo Digital Solutions Sdn. Bhd. on Monday, 13 March 2023 at 10.00 a.m.

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- Present : Tun Dato' Seri Zaki Bin Tun Azmi - *Chairman*  
(Non-Independent Non-Executive Chairman)
- Encik Sabri Bin Ab Rahman  
(Executive Director)
- Tunku Syed Razman Bin Tunku Syed Idrus  
(Independent Non-Executive Director)
- Datuk Seri Dr Nik Norzrul Thani Bin Nik Hassan Thani  
(Non-Independent Non-Executive Director)
- Datuk Dr. Ng Bee Ken  
(Independent Non-Executive Director)
- Dato' Dr. Suhazimah Binti Dzazali  
(Independent Non-Executive Director)
- Mr. Wong Yoke Nyen  
(Independent Non-Executive Director)
- Shareholders and proxies who attended the Extraordinary General Meeting ("EGM" or "meeting") remotely via the Remote Participation and Voting facilities via <https://web.vote2u.my> per attendance list.
- By Invitation : Encik Saifullah Akhtar  
(Chief Executive Officer)
- Mr. Sivabalan A/L Poobalasingam  
(Chief Financial Officer)
- In Attendance : Ms Seow Fei San  
(Company Secretary)

**NOTICE**

The Chairman welcomed the shareholders and proxies to the EGM and declared that the notice convening the meeting, having been circulated earlier to all shareholders, Bursa Malaysia Securities Berhad ("Bursa Securities") and Auditors of the Company within the statutory period, be taken as read.

## **INTRODUCTION OF BOARD MEMBERS AND OTHER REPRESENTATIVES**

The Chairman then introduced the members of the Board of Directors, the Senior Management and Company Secretary who were participated at the meeting remotely. The Chairman further informed that the following parties were also participated at the meeting remotely:

- Poll Administrator, Agmo Digital Solutions Sdn. Bhd. (“Agmo”); and
- Independent Scrutineer, Aegis Communication Sdn. Bhd., who has been appointed to verify the poll result today.

## **QUORUM**

Upon confirming the presence of the requisite quorum, the Chairman called the meeting to order at 10.00 a.m.

A video about the voting procedure and method to raise questions through the online meeting platform was then played by Agmo for the information of the shareholders and proxies.

Thereafter, the Chairman proceeded with the business of the meeting and informed the Meeting there was only one motion to be tabled for consideration and approval, as follows:

### **ORDINARY RESOLUTION**

#### **AUTHORITY TO ALLOT AND ISSUE SHARES NOT EXCEEDING 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF PERTAMA DIGITAL BERHAD FOR THE TIME BEING AND DIRECTION TO THE CONTRARY OF PRE-EMPTIVE RIGHTS UNDER SECTION 85 OF THE COMPANIES ACT 2016**

“THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot and issue 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 allotted pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being.

AND THAT pursuant to Article 56 of the Constitution, direction to the contrary of pre-emptive rights under Section 85 of the Companies Act 2016 be and is hereby given for the Directors to offer and issue new shares of the Company ranking equally to the existing shares of the Company pursuant to the aforesaid authority, to such persons for such consideration as the Directors deem fit and in the best interest of the Company.”

The Chairman informed that approval was sought from the shareholders to give authority to the Board of Directors of the Company to allot and issue shares not exceeding 10% of the total number of issued shares of the Company for the time being (“Proposed New General Mandate”) and direction to the contrary of pre-emptive rights under Section 85 of the Companies Act 2016 (“Act”).

It was noted that the Proposed New General Mandate, if approved by the shareholders, would replace the existing authority obtained via the Company's 37th Annual General Meeting held on 27 June 2022, which could not be exercised for fund raising activities in the absence of a direction to the contrary of pre-emptive rights under Section 85 of the Act being given by the shareholders of the Company. In order to facilitate the Company's fund-raising exercise to support its business expansion plan and working capital, there was a need to seek new authority from the shareholders.

### **QUESTION AND ANSWER SESSION**

The Meeting was informed that the Company had received some questions from shareholders, mainly regarding their concerns on the dilution of their shareholdings in the event the Proposed New General Mandate was exercised. There was also a question raised on what kind of business expansion plan the Company is looking into and how was the progress of such plan as of now.

The Chief Executive Officer of the Company ("CEO") was invited to respond to those questions submitted by the shareholders and proxies. The CEO informed that with the exercise of the Proposed New General Mandate, the Company could raise funds to meet its needs in the Company's operations and working capital. Being an Affected Listed Issuer under Paragraph 8.03A of the Main Market Listing Requirements of Bursa Securities, the Company is continuing to effectively address and finalise the available options to regularise its position as an affected listed issuer, including looking into possible acquisition of potential companies in mobile digital solutions industry, which funds are needed to materialise its regularisation plan. The CEO concluded that the benefits to be obtained from the exercise of the Proposed New General Mandate would bypass the dilution of shares.

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

The Meeting proceeded to take a poll on the proposed resolution tabled after the Question & Answer session and the meeting was adjourned at 10.16 a.m. for votes counting and verification.

The meeting resumed at 10.26 a.m. and with the following poll result presented to the Chairman, the Chairman declared that the ordinary resolution tabled at this meeting was carried:

<b>Resolution</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 - Proposed New General Mandate	164,007,591	99.9980	3,208	0.0020

### **CLOSURE**

There being no further business, the meeting closed at 10.30 a.m. with a vote of thanks to the Chairman.

**CONFIRMED**

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**CHAIRMAN**

Dated: