

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

Minutes of the Thirty-Eighth Annual General Meeting (“AGM”) conducted on a hybrid basis (in-person and virtual) from the Broadcast and Meeting Venue at Jasmin & Orchid Room at One World Hotel, City Centre, First Avenue, Lebuhraya Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan and through live streaming and online remote voting using Remote Participation and Voting facilities via <https://web.vote2u.my> (Domain Registration No. D6A471702) provided by Agmo Digital Solutions Sdn. Bhd. on Thursday, 22 June 2023 at 10.00 a.m.

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Present : Datuk Ahmad Nazri bin Abdullah - Chairman  
(Non-Independent Non-Executive Chairman)

Encik Sabri Bin Ab Rahman  
(Executive Director)

Tun Dato’ Seri Zaki Bin Tun Azmi  
(Non-Independent Non-Executive Director)

Mr. Wong Yoke Nyen  
(Independent Non-Executive Director)

Tan Sri Dr. Nik Norzrul Thani bin Nik Hassan Thani  
(Non-Independent Non-Executive Director)

Dato’ Dr. Suhazimah Binti Dzazali  
(Independent Non-Executive Director)

Datuk Dr. Ng Bee Ken  
(Independent Non-Executive Director)

Members and proxies who attended the Thirty-Eighth AGM physically at the meeting venue as well as those logged in to participate in the AGM remotely via the Remote Participation and Voting facilities via <https://web.vote2u.my> per attendance list.

In Attendance : Ms Seow Fei San  
Mr. Kang Shew Meng  
(Company Secretaries)

**NOTICE**

The Chairman welcomed the members and proxies to the AGM and declared that the notice convening the meeting, having been circulated earlier to all members, Bursa Malaysia Securities Berhad and Auditors 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 members of the Board of Directors (“Board”), the Management, Company Secretary and the Auditors who were present at the meeting venue.

The Meeting was also been informed that Yang Teramat Mulia Tunku Syed Rahman bin Tunku Syed Idrus, the Independent Non-Executive Director was not able to attend the meeting today due to his obligation to attend a State event in the palace fulfilling his responsibility as the Tunku Besar Tampin. Yang Teramat Mulia Tunku Syed Rahman had conveyed his apology.

The Meeting was informed that Agmo Digital Solutions Sdn. Bhd. (“Agmo”) had been appointed as the poll administrator and Aegis Communication Sdn. Bhd. had been appointed as independent scrutineer to verify the poll result. 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 members and proxies.

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

### **1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2022**

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 period ended 31 December 2022 together with the Reports of the Directors and Auditors thereon, which were issued on 28 April 2023, 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, they could raise their questions later on during the Question & Answer (“Q&A”) session and for those participated remotely, they 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 period ended 31 December 2022 together with the Reports of the Directors and Auditors thereon were received and noted.

**2. PAYMENT OF DIRECTORS' FEES AND BENEFITS FOR PERIOD FROM 23 JUNE 2023 UNTIL THE NEXT AGM**

The next agenda item was in relation to payment of Directors' fees and benefits. The Meeting noted that Directors' fees and benefits of up to RM270,000 payable to the Non-Executive Directors with effect from 23 June 2023 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 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. The Board would seek approval at the next AGM in the event the amount of Directors' fees and benefits are insufficient.

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 RM270,000 to the Non-Executive Directors for their services as directors of the Company from 23 June 2023 until the next annual general meeting of the Company be and is hereby approved."

**3. RE-ELECTION OF DIRECTORS**

The Chairman informed the Meeting that in accordance with the Company's Constitution, the following four (4) Directors shall retire and subject to re-election:

- 1) Tun Dato' Seri Zaki bin Tun Azmi;
- 2) Datuk Dr. Ng Bee Ken;
- 3) Tunku Syed Razman bin Tunku Syed Idrus; and
- 4) Tan Sri Dr. Nik Norzrul Thani bin Nik Hassan Thani.

Before proceeding to table the motions, the Chairman informed that according to Article 100 of the Company's Constitution, the Chairman who was recently appointed on 19 June 2023 shall also stand for re-election at this AGM.

However, as the Chairman's appointment was done after the Notice of AGM was sent to the members, his re-election as director was not in the Agenda of today's meeting. Therefore, by operation of the provision in the Company's Constitution, the Chairman would retire at the conclusion of this AGM.

For the information of the members, the Meeting was informed that the Board had agreed that immediately after the AGM, the Chairman would be re-appointed as a director and Chairman of the Board and the Chairman would stand for re-election at next year's AGM.

The Chairman then informed that the four (4) Directors being eligible for re-election, had offered themselves for re-election. 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 Tun Dato' Seri Zaki bin Tun Azmi

"THAT Tun Dato' Seri Zaki bin Tun Azmi 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 Datuk Dr. Ng Bee Ken

"THAT Datuk Dr. 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 Tunku Syed Razman bin Tunku Syed Idrus

"THAT Tunku Syed Razman bin Tunku Syed Idrus retiring pursuant to Article 100 of the Company's Constitution, be and is hereby re-elected as the Director of the Company."

Re-election of Tan Sri Dr. Nik Norzrul Thani bin Nik Hassan Thani

"THAT Tan Sri Dr. Nik Norzrul Thani bin Nik Hassan Thani retiring pursuant to Article 100 of the Company's Constitution, be and is hereby re-elected as the Director of the Company."

**4. 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 as Auditors of the Company to hold office until the conclusion of the next annual general meeting at a remuneration to be determined by the Directors."

**5. AUTHORITY TO ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016**

The Meeting proceeded to consider the proposed Ordinary Resolution no. 7 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 members were informed that the authority to allot and issue shares, if approved by members, it would:

- a) empower the Directors of the Company to allot and issue not more than 10% of the issued share of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company; and
- b) give direction to the contrary of pre-emptive rights under Section 85 of the Companies Act 2016 to the Directors of the Company to offer and issue new shares to any such persons without first to offer the new shares to the existing members of the Company in proportion to their shareholding.

The authority shall unless be revoked or varied by the Company in General Meeting, expires at the next Annual General 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 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.”

#### **6. 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.

#### **7. QUESTION & ANSWER SESSION**

It was informed that the Company had received some questions from Minority Shareholders Watchdog Group (“MSWG”) prior to the AGM and responses to the questions raised were projected. The Group Chief Executive Officer, Encik Saifullah Akhtar (“Group CEO”) was invited to read out the Company’s responses to the questions posed by MSWG. The questions raised by MSWG and the responses are appended to this Minutes.

There was no question raised by the members and proxies present at the meeting venue. The Group CEO was also invited to take live questions posed by members attending virtually in relation to future outlook of the Company.

The Group CEO informed that the outlook for the Company would be very positive as the Malaysian Government was into digitalisation and the Company had very few competitors in the market. The Company would need to focus on finding the right partner(s) for the business and addressing the affected issuer status of the Company. He further informed that the Company had recently carried out private placement exercises to raise funds for the Company's business expansion

After having addressed the questions raised, the Chairman moved to the next agenda item.

#### **8. 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 for votes counting and verification.

The meeting resumed at 11.05 a.m. and based on the attached poll result, which had been verified and confirmed by Aegis Communication Sdn. Bhd., the Chairman declared the following:

- Ordinary Resolution 1  
- Mandate for Payment of Directors' Fees and Benefits till next AGM - Declined
- Ordinary Resolution 2  
- Re-election of Tun Dato' Seri Zaki bin Tun Azmi as a Director of the Company - Carried
- Ordinary Resolution 3  
- Re-election of Datuk Nr Bee Ken as a Director of the Company - Declined
- Ordinary Resolution 4  
- Re-election of Tunku Syed Razman bin Tunku Syed Idrus as a Director of the Company - Carried
- Ordinary Resolution 5  
- Re-election of Tan Sri Dr. Nik Norzrul bin Nik Hassan Thani as a Director of the Company - Carried
- Ordinary Resolution 6  
- Appointment of Mazars PLT as auditors of the Company - Carried
- Ordinary Resolution 7  
- Authority to Allot Shares - Carried

**CLOSURE**

The Chairman thanked the Members for their attendance and participation and declared the meeting closed at 11.10 a.m.

**CONFIRMED AS CORRECT BY**

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**CHAIRMAN**

Dated: 21 July 2023