

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Pertama Digital Berhad ("**Company**") ("**EGM**") will be held on a virtual basis at a venue in Malaysia where the Chairman is present using Remote Participation and Voting facilities via <https://web.vote2u.my> (Domain Registration No. D6A471702) provided by Agmo Digital Solutions Sdn. Bhd. on Wednesday, 10 August 2022 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:

ORDINARY RESOLUTION

PROPOSED VARIATION TO THE TERMS AND CONDITIONS OF THE SHARE SALE AGREEMENT DATED 2 MAY 2019 (AS SUPPLEMENTED BY A SUPPLEMENTAL SHARE SALE AGREEMENT DATED 18 JUNE 2020 AND VARIOUS SUPPLEMENTAL LETTERS) ("AGREEMENTS") ENTERED INTO BETWEEN THE COMPANY AND GIFTED INVESTMENTS LIMITED ("GIL") IN RELATION TO THE DISPOSAL BY THE COMPANY OF THE ENTIRE EQUITY INTEREST IN ITS SUBSIDIARY, BE TOP GROUP LIMITED TO GIL, FOR A TOTAL CONSIDERATION OF RM70.00 MILLION ("DISPOSAL") BY REMOVING THE CONDITION FOR THE COMPANY TO PROCURE THE APPROVAL FROM BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") FOR AN APPLICATION TO SEEK WAIVER FROM CLASSIFYING THE COMPANY AS AN AFFECTED LISTED ISSUER UPON COMPLETION OF THE DISPOSAL PURSUANT TO PARAGRAPH 8.03A OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES AS SET OUT IN CLAUSE 6A.1.3 OF THE AGREEMENTS (AS SUPPLEMENTED BY A SECOND SUPPLEMENTAL SHARE SALE AGREEMENT DATED 2 JUNE 2022)

"**THAT** subject to the approval of all relevant authorities or parties being obtained, approval be and is hereby given to Pertama Digital Berhad ("**Company**") to vary the terms and conditions of the share sale agreement dated 2 May 2019 (as supplemented by a supplemental share sale agreement dated 18 June 2020 and various supplemental letters) ("**Agreements**") entered into between the Company and Gifted Investments Limited ("**GIL**") in relation to the disposal by the Company of the entire equity interest in its subsidiary, Be Top Group Limited to GIL, for a total consideration of RM70.00 million ("**Disposal**") by removing the condition for the Company to procure the approval from Bursa Malaysia Securities Berhad ("**Bursa Securities**") for an application to seek waiver from classifying the Company as an affected listed issuer upon completion of the Disposal pursuant to Paragraph 8.03A of the Main Market Listing Requirements of Bursa Securities as part of the amendment, modification and/or variation to the existing terms and conditions of the Agreements (as supplemented by a second supplemental share sale agreement dated 2 June 2022) ("**Proposed Variation**").

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to do all acts and things, as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Variation with full powers to sign and execute all documents, make applications to relevant authorities or parties for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things in any manner as they may deem necessary or expedient and/or appropriate to implement, finalise and give full effect to the Proposed Variation."

BY ORDER OF THE BOARD

KANG SHEW MENG (SSM PC No. 201908002065)

SEOW FEI SAN (SSM PC No. 201908002288)

Company Secretaries

Petaling Jaya

26 July 2022

NOTES:

1. Only depositors whose names appear in the Record of Depositors as at 3 August 2022 shall be regarded as members and entitled to attend, speak and vote at the EGM.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend, speak and vote on his / her behalf. A proxy may but need not be a member of the Company.
3. A member may appoint up to two (2) proxies to attend the EGM. Where a member appoints two (2) proxies, he / she shall specify the proportions of his / her holdings to be represented by each proxy.
4. Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), 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 ("Proxy Form") shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised or in some other manner approved by its directors.
7. The Proxy Form must be deposited/submitted via the following manners not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof:
 - (i) By hardcopy form
The Proxy Form must be deposited at the Company's registered office at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan.
 - (ii) By electronic form
The e-Proxy Form can be electronically submitted/ lodged via the RPV Online portal at <https://web.vote2u.my> (applicable to individual shareholders only). Please refer to the Administrative Guide for the procedures on electronic lodgement of Proxy Form.