

NOTICE OF THE THIRTY-NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Ninth Annual General Meeting of Pertama Digital Berhad (“the Company”) (“39th AGM” or “Meeting”) 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 Thursday, 27 June 2024 at 10:00 a.m. or at any adjournment thereof to transact the following businesses:

AGENDA

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of Directors and Auditors thereon. (Please refer to Explanatory Notes)
2. To approve the payment of Directors’ fees and benefits of up to an amount of RM 522,000.00 for the period from 28 June 2024 until the next Annual General Meeting of the Company. Ordinary Resolution 1
3. To re-elect the following Directors, who are retiring in accordance with the Company’s Constitution, being eligible, have offered themselves for re-election:-
 - (a) Dato’ Dr. Suhazimah Binti Dzazali (Article 107(1)(b)) Ordinary Resolution 2
 - (b) Sabri Bin Ab Rahman (Article 107(1)(b)) Ordinary Resolution 3
 - (c) Datuk Ahmad Nazri Bin Abdullah (Article 100) Ordinary Resolution 4
 - (d) Dato’ Faisal Zelman Bin Abdul Malik (Article 100) Ordinary Resolution 5
 - (e) Datuk Wira Shahrul Nazri Bin Abdul Rahim (Article 100) Ordinary Resolution 6
 - (f) Mohd Reza Bin Mohd Hatta (Article 100) Ordinary Resolution 7
 - (g) Chan Kah Hong (Article 100) Ordinary Resolution 8
4. To re-appoint Mazars PLT as Auditors of the Company until the conclusion of the next annual general meeting and to authorise the Directors to determine their remuneration. Ordinary Resolution 9

As Special Business:

To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolution:-

5. **Ordinary Resolution Authority to Allot and Issue Shares pursuant to the Companies Act 2016 and Waiver of Pre-Emptive Rights** Ordinary Resolution 10

“THAT pursuant to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and subject to the approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company at any time to such persons and 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 ten percent (10%) of the total number of issued shares of the Company for the time being;

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company;

AND FURTHER THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Article 56 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to the offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016.”

6. To transact any other business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)

TAN LEY THENG (SSM PC NO. 201908001685) (MAICSA 7030358)

Company Secretaries

Kuala Lumpur

30 April 2024

Notes to the Notice of 39th AGM:

Virtual 39th AGM

1. The Meeting will be held as a virtual meeting at the Broadcast Venue. Members are advised to refer to the Administrative Guide for the 39th AGM on the registration and voting process for the Meeting.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. No shareholders or proxies should be physically present at the Broadcast Venue on the day of the 39th AGM.

Proxy

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 20 June 2024 (“General Meeting Record of Depositors”) shall be regarded as members and entitled to attend, speak and vote at the Meeting.
2. A member entitled to attend and vote at the Meeting, may appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same meeting, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting.
3. Where a member 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.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
5. 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 member is a corporation, shall either be executed under the Corporation’s Common Seal or under the hand of an officer or attorney duly authorised.
6. 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 Meeting or any adjournment thereof:-
 - (i) By hardcopy form
The Proxy Form must be deposited at the Company’s registered office at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur.
 - (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.

Explanatory Notes:

Agenda Item 1

Audited Financial Statements for the financial year ended 31 December 2023

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 (“Act”) does not require formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Agenda Item 2

Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors (“Board”) agreed that shareholders’ approval shall be sought at the 39th AGM for payment of Directors’ fees and benefits (meeting allowance).

Ordinary Resolution 1

Payment of Directors’ Fees and Benefits of up to an amount of RM 522,000.00 for the period from 28 June 2024 until the next AGM of the Company (“Applicable Period”)

The Ordinary Resolution 1 is to seek shareholders’ approval for the payment of the Directors’ fees and benefits of up to an amount of up to RM 522,000.00 (“2024 Mandate Limit”) for the period from 28 June 2024 until the next AGM of the Company.

The proposed payment of Directors’ fees and benefits, if approved by the shareholders, will empower the Board to pay the Directors’ fees and benefits to the Non-Executive Directors of the Company on a monthly basis and/or as and when incurred for services rendered by the Non-Executive Directors throughout the Applicable Period.

The Board will seek shareholders’ approval at the next AGM in the event the 2024 Mandate Limit is insufficient to pay the Non-Executive Directors for their services for the Applicable Period.

Agenda Item 3

Ordinary Resolutions 2 to 8

Re-election of Directors

The Nominating and Remuneration Committee (“NRC”), guided by the requirements of Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, had recommended the re-election of the following Directors pursuant to Article 107(1)(b) and Article 100 of the Constitution of the Company (“Retiring Directors”):-

- (a) Dato’ Dr. Suhazimah Binti Dzazali (Article 107(1)(b));
- (b) Sabri Bin Ab Rahman (Article 107(1)(b));
- (c) Datuk Ahmad Nazri Bin Abdullah (Article 100)
- (d) Dato’ Faisal Zelman Bin Abdul Malik (Article 100);
- (e) Datuk Wira Shahrul Nazri Bin Abdul Rahim (Article 100);
- (f) Mohd Reza Bin Mohd Hatta (Article 100); and
- (g) Chan Kah Hong (Article 100).

The Board has conducted a separate assessment and being satisfied with the performance/contribution of the Retiring Directors.

Each of the Directors who are standing for re-election had provided his declaration on his or her fitness and propriety to continue acting as Director of the Company pursuant to the Directors’ Fit and Proper Policy of the Company.

The Board recommended the same be tabled to the shareholders for approval at the forthcoming 39th AGM of the Company under Ordinary Resolutions 3 to 9 respectively. The evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2023 of the Company. All the Retiring Directors have consented to their re-election and abstained from deliberations and voting in relation to their individual re-election at the NRC and Board Meetings, respectively.

Agenda Item 4

Ordinary Resolution 10

Authority to Allot and Issue Shares pursuant to the Act and Waiver of Pre-Emptive Rights

The Company had been granted a general mandate by its shareholders at the 38th AGM of the Company held on 22 June 2023 (“Previous Mandate”).

As at the date of this Notice of 39th AGM, the Company did not implement any proposal for new allotment of shares under the Previous Mandate. Therefore, no proceeds have been raised under the Previous Mandate.

The Company wishes to obtain the mandate on the authority to issue shares pursuant to the Act at the forthcoming 39th AGM (hereinafter referred to as the “General Mandate”).

Pursuant to Section 85 of the Companies Act 2016 to be read together with Article 56 of the Company’s Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

The General Mandate, if approved, will empower the Directors of the Company pursuant to the Act, from the date of the 39th AGM of the Company, to issue and allot shares in the Company at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being. The general mandate, unless revoked or varied at general meeting, will expire at the next AGM of the Company.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investment(s), project(s), working capital and/ or acquisition(s).