



**CORPORATE**

**STRATEGIC REPORT**

# Products Built for Trust, Scale and National Impact

Enabling resilience, accessibility, and long term value through solutions built for people

# Strategic Report:

## Our Products

### Building Digital Systems That Strengthen Trust

At Pertama Digital Berhad, we build digital systems that work quietly but reliably in the background. Systems that simplify complexity. Systems that strengthen trust. Systems that widen access without compromising control. Our platforms are designed as connected layers rather than isolated applications. They share governance standards, compliance frameworks, payment architecture and security protocols. This integrated foundation allows each solution to operate independently while contributing to a resilient and scalable ecosystem. From judiciary transactions to small trader enablement and early financial literacy, our products reflect a consistent belief: **technology must serve institutions responsibly and communities meaningfully.**



#### eJamin

##### Modernising Judiciary Financial Processes

eJamin was developed to bring structure and transparency to bail payment processes within the judiciary system. It enables secure and traceable transactions between courts, financial institutions and the public, replacing manual workflows with accountable digital systems.

Operating within a regulated environment, eJamin is built on controlled financial processes, reconciled workflows and institutional coordination. Its reliability has strengthened confidence in the Group's ability to manage compliance driven and sensitive transaction environments. The platform continues to operate within a formal regulatory framework, with institutional endorsements reaffirmed subsequent to the financial year, reinforcing its continuity within the judiciary ecosystem. eJamin remains an important foundation within a broader and evolving portfolio of digital solutions.



#### BizKecil

##### Supporting Small Traders Through Structure and Visibility

BizKecil was created to support small traders and micro enterprises that operate with limited access to structured financial tools. The platform integrates digital payments with business management features that improve record keeping, transaction visibility and operational discipline.

By combining transaction capability with practical enterprise tools, BizKecil promotes responsible financial inclusion. It supports traders in building stronger business foundations within a governed digital environment. BizKecil reflects the Group's view that access must be supported by structure if it is to remain sustainable.



#### KOCEK

##### Bridging Physical Currency and Digital Systems

KOCEK addresses a practical gap in the financial ecosystem: coins that circulate outside formal systems.

The platform enables structured collection and secure conversion of physical currency into digital value, connecting everyday financial behaviour with formal channels.

Through reconciled processes and operational controls, Kocek reinforces accountability while encouraging accessible savings participation within communities.



## Kocek Pintar

### Encouraging Financial Literacy from an Early Age

Kocek Pintar extends the KOCEK infrastructure into schools through a structured savings and financial literacy programme. By integrating coin conversion with digital tracking, it encourages students to develop disciplined saving habits grounded in real participation.

The programme aligns community engagement with formal financial systems while maintaining governance oversight and sustainability principles. Together, KOCEK and Kocek Pintar demonstrate how infrastructure can support both operational efficiency and long term inclusion.

As participants transition from basic savings into broader digital engagement, this pathway connects naturally into the Group's wider payment infrastructure.



## MyPay

### Secure Digital Payment Access

MyPay expands the Group's infrastructure into broader digital payment enablement. The platform supports online transactions, bill payments and structured financial services through secure integrations and identity verification layers. Designed for reliability and scalability, MyPay functions as a digital access layer connecting individuals, enterprises and institutions within a compliant and controlled framework.

It strengthens the ecosystem by linking users to formal digital financial channels while maintaining disciplined governance standards.



## GovTech Communications and Secure Digital Infrastructure

Beyond financial platforms, the Group supports secure communications, digital infrastructure, and cybersecurity capabilities for public institutions and enterprise environments. This capability is strengthened through PD Secure Sdn. Bhd. (formerly known as Pertama Digital Intellectual Property Sdn. Bhd.), the Group's cybersecurity subsidiary, which focuses on enhancing cyber resilience through vulnerability identification, security validation, and operational readiness.

Through advisory, validation, and resilience planning, PD Secure helps organisations ensure that critical digital systems remain dependable across business, government, and public services. With protected messaging, API integrations, and cybersecurity frameworks, Pertama Digital enables secure data exchange and reliable digital engagement.

This underlying infrastructure ensures that all platforms within the ecosystem operate on a resilient and compliant digital architecture.

## Integrated Ecosystem Approach

Each platform serves a distinct purpose, yet all are built upon shared digital foundations. Common compliance standards, identity layers, security protocols and payment architecture create operational discipline across the ecosystem. This shared foundation strengthens institutional confidence while enabling responsible evolution of each platform.

Pertama Digital is building connected digital systems designed to endure. Systems that reinforce trust in institutions. Systems that widen structured access to financial and public services. Systems that balance inclusion with control. Technology, when applied with intent, should not create complexity. It should reduce friction, strengthen accountability and serve people with clarity.

That belief continues to guide the Group's direction.

## PD Secure Sdn. Bhd. (Formerly known as Pertama Digital Intellectual Property Sdn. Bhd.)

### Strengthening Cyber Resilience and Digital Trust

PD Secure Sdn. Bhd. is the cybersecurity subsidiary of Pertama Digital Berhad, established to strengthen cyber resilience and digital trust across organisations operating in an increasingly connected economy. PD Secure supports organisations in adopting practical cybersecurity practices that protect digital systems relied upon by businesses, public services and everyday users.

By combining strategic cybersecurity advisory with operational validation, PD Secure helps organisations identify vulnerabilities, strengthen essential security controls and ensure that cybersecurity measures remain effective against evolving digital threats. The focus extends beyond protection to building structured and repeatable capabilities that support resilience at scale, particularly for public facing digital systems where trust and reliability are critical.



#### Operationalising Cybersecurity Capabilities

During the year, the Group progressed the operationalisation of PD Secure as part of its broader digital trust and resilience strategy. Efforts were focused on developing foundational capabilities across cybersecurity advisory, managed security operations and assurance services, supporting both internal platforms and future external engagements.

This reflects a structured approach to embedding cybersecurity into scalable capabilities. As digital platforms expand and transaction volumes increase, these efforts strengthen trust across the Group's ecosystem while supporting broader adoption of resilience practices aligned with national priorities.



#### Building for Execution and Scale

As part of this foundation, capability development included the establishment of core components for Managed Security Operations Centre (SOC) services, alongside advisory and consulting functions. While still at a foundational stage, these initiatives position the Group to transition into more active execution and delivery over time.

This enables organisations to access specialised cybersecurity expertise through a shared and scalable model, allowing them to optimise resources while maintaining focus on their core operations.



#### From Validation to Execution

In parallel, the Group is progressively developing capabilities to validate the effectiveness of security measures through structured testing approaches and AI enabled monitoring and analysis.

These capabilities enhance visibility at Board and management levels, providing greater confidence in the effectiveness of cybersecurity investments and implemented technologies, while supporting organisations in translating identified gaps into practical and structured implementation roadmaps.



## Core Capabilities



### Strategic Cybersecurity Advisory

Guiding organisations in strengthening governance, risk management and cybersecurity direction.



### Threat Intelligence and Risk Assessment

Identifying vulnerabilities and emerging threats to support informed and timely decision making.



### Security Validation and Assurance

Ensuring security controls remain effective through structured testing and continuous validation.



### Cyber Resilience and Incident Readiness

Strengthening preparedness to respond, recover and maintain continuity in the face of disruptions.



### Managed Security Operations (SOC)

Providing continuous monitoring and operational support to safeguard digital systems at scale.

Through collaboration with trusted technology partners and cybersecurity specialists, PD Secure delivers scalable cybersecurity solutions that help organisations operate securely while supporting Malaysia's broader digital transformation.

# Strategic Report: Our Strategy

## Aligning Intelligence with Human Purpose

Pertama Digital enters the next phase of its journey with a renewed focus on building digital platforms that empower Malaysians while strengthening national digital capabilities.

As Malaysia continues progressing toward a digitally enabled economy, the Group remains committed to delivering technology solutions that create meaningful impact for citizens, businesses and institutions.

Our strategy is anchored on **four key priorities**.

### Strategic Priority #1 Empowering Micro-Entrepreneurs

**BizKecil** will serve as a key growth engine for the Group.

By providing digital tools, financing access and ecosystem support for micro-entrepreneurs, the platform aims to strengthen one of the most important segments of Malaysia's economy.

### Strategic Priority #2 Strengthening Digital Platforms

Pertama Digital will continue enhancing its existing platforms including eJamin, MyPay, MySMS and KOCEK to improve usability, scalability and ecosystem integration.

The Group aims to increase adoption of these platforms while expanding their capabilities to serve broader market segments.

### Strategic Priority #3 Expanding Digital Ecosystems

Strategic partnerships will remain a key component of the Group's growth strategy.

Collaborations with technology providers, financial institutions, government agencies and ecosystem partners will enable Pertama Digital to accelerate innovation while delivering scalable digital solutions.

### Strategic Priority #4 Strengthening Corporate Resilience and Digital Trust

The Group remains committed to strengthening its operational resilience, governance frameworks and long term sustainability, while reinforcing digital trust across its platforms and ecosystem.

Management continues to implement strategic initiatives aimed at enhancing the Group's financial position and operational capabilities, including the development of a regularisation plan to address Bursa Malaysia listing requirements.

These efforts are complemented by the ongoing strengthening of cybersecurity capabilities, supporting the Group's ability to operate securely, scale responsibly and maintain confidence among stakeholders.

The Group is also advancing PD Secure as both a core infrastructure capability and a growing vertical within its portfolio. Building on foundational efforts, the focus will shift towards structured execution and selective scaling, including the rollout of managed security operations, expansion of advisory and consulting engagements, and continued development of platform based initiatives.


## Nation-Building Through Technology

Pertama Digital believes that technology should serve a larger purpose, empowering people and strengthening society. By building platforms that connect citizens, entrepreneurs, businesses, and institutions, the Group contributes to Malaysia’s digital transformation journey.


### Digital Platforms



**BizKecil**  
Digital enablement for micro-entrepreneurs



**eJamin**  
Digital access to justice



**MyPay**  
Gateway for government service payments



**MysMS**  
Digital communications infrastructure

### Core Infrastructure



**PD Secure**  
Cybersecurity Advisory and digital trust

## Cybersecurity and Digital Trust Outlook

Building on the foundational efforts established in 2024 and 2025, the Group will focus on transitioning from capability development to more structured execution and selective scaling of its cybersecurity and digital trust initiatives in 2026 and beyond.

Key priorities include the progressive rollout of managed security operations capabilities, expansion of advisory and consulting engagements, and continued development of platform based enablement initiatives. As these capabilities mature, the Group is entering a phase of more defined execution, with clearer pathways for scaling its platforms and extending into targeted areas such as cybersecurity and digital trust.

These efforts are intended to extend the Group’s capabilities into external engagements while developing a sustainable and scalable service model aligned with evolving market demand.

At the same time, the Group will focus on strengthening delivery consistency, enhancing operational readiness and improving the effectiveness of implemented measures to support greater confidence among stakeholders.

In doing so, the Group aims to strengthen its role as an ecosystem enabler, facilitating broader access to cybersecurity capabilities while supporting the adoption of resilience practices across organisations.

Guided by the principle of Unified Intelligence with Human Purpose, Pertama Digital Berhad remains committed to creating digital solutions that empower Malaysians and support the nation’s digital future.



# Strategic Report: Our Infrastructure



## Building Trusted Digital Foundations

At Pertama Digital Berhad, digital infrastructure forms the operational backbone of the Group's technology ecosystem. It enables the delivery of secure, scalable, and reliable digital services that support businesses, government institutions, and communities across Malaysia.

As digital services become increasingly embedded in everyday operations, the resilience and reliability of underlying infrastructure are critical. The Group's infrastructure strategy therefore focuses on building strong digital foundations that support high volume transactions, real time communications, and inclusive financial ecosystems.

Through a platform based architecture, Pertama Digital develops infrastructure capable of supporting multiple digital services across its ecosystem. These interconnected systems power the Group's digital payment platforms, communication services, merchant enablement tools, and financial inclusion initiatives, enabling organisations to deliver services efficiently at scale.

This integrated approach allows the Group to continuously expand its digital ecosystem while maintaining operational stability, system reliability, and strong levels of security.

## Infrastructure Strategy Pillars

Pertama Digital's digital infrastructure strategy is built on four core capabilities that enable the Group's platforms and services to operate securely and at scale.



### Scalable Architecture

Modular digital infrastructure designed to support high transaction volumes, system interoperability, and continuous platform expansion.



### Cybersecurity and Digital Trust

Multi layered security frameworks and continuous monitoring that protect digital platforms and safeguard sensitive information, strengthened by the capabilities of PD Secure Sdn. Bhd.



### Communication Infrastructure

High capacity messaging systems enabling organisations to communicate reliably with users through widely adopted channels including SMS and WhatsApp.



### Inclusive Digital Platforms

Infrastructure that supports financial inclusion and digital participation through platforms serving micro businesses, students, and underserved communities.

### Scalable Platform Architecture

Pertama Digital's digital infrastructure is built on modular and scalable architecture that supports continuous expansion and evolving service requirements.

Core infrastructure components operate as interoperable modules capable of supporting multiple platforms simultaneously. This architecture allows the Group to introduce new digital services, integrate external partners, and scale transaction processing capacity without disrupting existing operations.

Such flexibility is essential in supporting digital platforms that serve diverse user communities including government institutions, businesses, and individual users. By prioritising scalability and interoperability, the Group ensures its infrastructure remains adaptable and capable of supporting Malaysia's evolving digital landscape.

### Cybersecurity and Digital Trust

Cybersecurity is a core pillar of Pertama Digital's digital infrastructure strategy, ensuring that the platforms supporting financial transactions, communications, and public services remain secure and resilient.

The Group deploys a multi layered security architecture designed to safeguard systems across network, infrastructure, and application environments.

Security controls are implemented to protect against unauthorised access while maintaining system reliability and operational integrity. To further strengthen its cybersecurity capabilities, the Group established PD Secure Sdn. Bhd., a wholly owned cybersecurity subsidiary focused on strengthening cyber resilience and digital trust across organisations operating in an increasingly connected economy.

Through advisory expertise and operational validation, PD Secure supports organisations in strengthening cybersecurity practices and ensuring that digital systems remain protected against evolving threats.

Sensitive data across the Group's platforms is protected through encryption protocols, secure storage practices, and controlled access management. Continuous monitoring systems, together with regular vulnerability assessments and penetration testing exercises, help identify potential risks and strengthen the resilience of the Group's digital infrastructure.

The Group's systems operate in alignment with regulatory frameworks including Malaysia's Personal Data Protection Act, reinforcing responsible data management and maintaining trust among institutional partners, businesses, and users.

### Communication Infrastructure for Digital Engagement

Reliable digital communication is essential for organisations engaging with large and diverse user communities. Pertama Digital's communication infrastructure supports large scale digital engagement through widely adopted messaging channels including SMS and WhatsApp.

These capabilities enable institutions and service providers to deliver notifications, alerts, and service updates through platforms that are familiar and accessible to users.

The messaging system operates on a queue-based processing architecture that distributes workloads across communication processing nodes, ensuring reliable message delivery even during high volume operational periods.

This infrastructure enables organisations to communicate with large user bases efficiently while maintaining reliability and delivery performance.



### Infrastructure Supporting Digital Participation

Pertama Digital's infrastructure strategy also focuses on expanding participation in the digital economy across different segments of society.

Platforms such as BizKecil are built on this infrastructure layer to support petty traders and micro businesses with digital payment acceptance, business management tools, and operational capabilities within a unified ecosystem. By supporting both digital and cash based transactions, the platform allows traders to transition gradually into digital business practices without disrupting familiar workflows.

Similarly, initiatives such as Kocek Pintar leverage digital infrastructure to support structured savings programmes and financial literacy initiatives among students. The platform connects traditional coin saving practices with digital record keeping, enabling scalable participation across schools and institutions.

These initiatives demonstrate how the Group's infrastructure supports both commercial platforms and broader financial inclusion initiatives.

### Intelligent Infrastructure Through AI

Artificial intelligence increasingly enhances the efficiency and responsiveness of Pertama Digital's digital platforms.

AI driven systems support customer engagement through automated assistance tools that help manage large volumes of enquiries while improving service accessibility.

Machine learning models also analyse platform usage patterns and operational data to generate insights that support performance optimisation and more informed decision making.

Looking ahead, the Group continues to explore deeper AI capabilities including predictive system monitoring, intelligent fraud detection, and expanded automation across its digital ecosystem.

### Supporting Malaysia's Digital Future

Through continued investment in digital infrastructure, Pertama Digital is strengthening the technological foundations that support its expanding ecosystem of platforms and services.

By combining scalable architecture, intelligent technologies, and strong cybersecurity frameworks, the Group enables institutions, businesses, and communities to participate confidently in an increasingly digital economy.

These digital foundations allow Pertama Digital to continue developing solutions that simplify access to services, improve operational efficiency, and contribute to Malaysia's broader digital transformation journey.



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GALLERY OF EVENTS

# Moments That Reflect Who We Are

Moments, partnerships, and milestones that shaped our year

# Gallery of Events

## Strengthening Our Foundation

In February 2025, the teams of Pertama Digital and Dapat Vista came together for a session focused on connection and clarity.

Away from daily demands, we listened, reflected and recalibrated. Conversations were open. Trust deepened. Roles became clearer.

We moved forward with renewed purpose, reminded that while we build technology, it is people who remain the foundation that sustains it.





## Kocek Pintar

### | Turning Financial Literacy into Everyday Habits

On 10 March 2025, Pertama Digital Berhad and PINTAR Foundation signed a Co-Ownership and Partnership Agreement enabling the rollout of Kocek Pintar across 590 PINTAR panel schools nationwide. The agreement established a scalable platform for structured financial literacy within schools.

On 15 October 2025, the programme advanced from agreement to implementation with its first deployment at SK Kuala Pomson in Hulu Langat, serving a predominantly Orang Asli and farming community.

The inaugural school reflected a deliberate commitment to financial inclusion. Structured savings and practical money management were introduced directly in the classroom, transforming everyday coins into meaningful learning and early financial confidence.



## A Time to Share and Be Grateful

### | with Pertubuhan Kebajikan Al Barakh

During the holy month of Ramadan, Pertama Digital hosted an Iftar with the children of Pertubuhan Kebajikan Al Barakh.

As donors and volunteers, our team shared a meal, performed Maghrib prayers and spent time creating moments of warmth through simple activities and meaningful gifts.

The evening was a reminder that gratitude is strengthened when shared, and that compassion is expressed through action. Supporting the community is not an occasion, but a responsibility we carry forward.





## Kocek Pintar

### | Building Young Savers, Shaping Future Habits

On 28 October 2025, Kocek Pintar was officially launched at the Ministry of Education in a ceremony co-hosted with PINTAR Foundation.

The launch marked the transition into the next phase of rollout involving 10 approved schools nationwide, signalling growing institutional confidence in embedding structured financial literacy within the national education ecosystem.

What began in a single classroom had evolved into a nationally aligned initiative with clear purpose and expanding support.



CORPORATE

SUSTAINABILITY STATEMENT

# Building Responsibly for the Future

A commitment to long term value, responsible practices, and meaningful impact across the communities we serve

# Sustainability Statement

## Our Commitment to Sustainable Digital Growth.

At Pertama Digital Berhad (“Pertama Digital” or “the Group”), we believe that technology should serve people and contribute meaningfully to national progress. As a digital enablement company, our solutions are designed to make essential services more accessible, efficient and inclusive for Malaysians.

The Group recognises that sustainable business practices are essential for long-term value creation. Environmental, Social and Governance (“ESG”) considerations are therefore integrated into our business strategy, risk management and operational decision-making processes.

Our sustainability approach reflects our commitment to responsible innovation, strong corporate governance, and positive social impact. Through our digital platforms and services, we aim to support Malaysia’s digital transformation while contributing to economic progress and improved quality of life for the rakyat.

This Sustainability Statement outlines the Group’s sustainability priorities, governance practices, key initiatives and performance during the financial year ended 2025 (“FYE 2025”).

## Scope of the Report

This Sustainability Statement covers Pertama Digital Berhad and its subsidiaries (“the Group”).

The report focuses on the Group’s principal business activities involving:

- mobile telecommunications services; and
- digital and alternative payment solutions.

Other business segments that contribute minimally to Group revenue and operational impact are not included in the scope of this report.

This Sustainability Statement has been prepared with reference to:

- Bursa Malaysia Securities Berhad Sustainability Reporting Guide (2nd Edition);
- Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Paragraph 30 of Appendix 9C); and
- Global Reporting Initiative (“GRI”) Standards – Core option.

The Group will continue to enhance its ESG disclosures and performance metrics as our sustainability practices mature.

## Sustainability Governance

Sustainability oversight within the Group begins at the highest level of governance.

The Board of Directors is responsible for providing strategic oversight of sustainability matters and ensuring that ESG considerations are incorporated into the Group’s long-term strategy and business decisions.

The Board is supported by the Audit and Risk Committee, which oversees the adequacy and effectiveness of the Group’s risk management and internal control framework, including risks related to sustainability such as cybersecurity, data protection, regulatory compliance and operational resilience.

Senior Management is responsible for implementing sustainability initiatives across the organisation. ESG considerations are integrated into the Group’s policies, procedures and operational practices to ensure responsible and sustainable business conduct.

Through this governance structure, the Group aims to strengthen transparency, accountability and ethical conduct across all areas of operations.

## Stakeholder Engagement

Engaging with stakeholders is an important component of the Group's sustainability approach. Continuous engagement enables us to better understand stakeholder expectations, identify key sustainability concerns and respond appropriately.

The Group maintains open communication channels with key stakeholder groups including shareholders, employees, customers, regulators and the wider community.

Stakeholders	Engagement Methods	Engagement Areas
Shareholders	Annual General Meeting, Bursa announcements, Annual Report, corporate website	Financial performance, corporate governance, long-term growth
Government & Regulators	Regulatory compliance, reporting obligations	Regulatory compliance, industry standards
Board of Directors	Board meetings and strategy discussions	Corporate strategy, governance and risk management
Employees	Training programmes, performance reviews, team engagement activities	Service quality, data protection, reliability
Customers	Customer support channels, digital platforms, social media	Career development, remuneration, workplace well-being
Media & Analysts	Press releases, corporate announcements	Business developments, market performance

Through these engagements, the Group gains valuable insights which guide our sustainability priorities and initiatives.

## Material Sustainability Matters

Based on stakeholder engagement and internal assessments, the Group has identified several key sustainability matters that are most relevant to our operations.

ESG Pillar	Material Matter	Relevance to the Group
Governance	Cybersecurity and data protection	Critical for protecting customer information and maintaining trust
Governance	Ethical business practices	Ensures compliance with regulatory requirements and corporate integrity
Social	Talent development and employee engagement	Essential for building a skilled workforce in the digital economy
Social	Diversity and inclusion	Promotes innovation, collaboration and equitable opportunities
Environmental	Resource efficiency and digital operations	Supports responsible consumption and reduced environmental footprint

The Group will continue to refine and expand this materiality assessment as our ESG practices evolve.

## GOVERNANCE

### Ethical Business Conduct

The Group is committed to maintaining the highest standards of integrity and ethical conduct.

All employees and directors are required to comply with the Group's Code of Ethics and Conduct, which outlines expected standards of behaviour and professional integrity.

The Group also maintains a zero-tolerance policy towards bribery and corruption through its Anti-Bribery and Anti-Corruption Policy. This policy applies to all directors, employees and third-party partners.

Employees receive regular training on ethical conduct, anti-corruption practices and compliance obligations to ensure that the Group's operations are conducted responsibly and transparently.

For FYE 2025, no incidents of bribery or corruption were reported.

### Cybersecurity and Data Protection

As a technology-driven organisation, safeguarding digital infrastructure and customer data is a critical priority.

Cyber threats such as hacking, malware, phishing and ransomware could disrupt operations and compromise sensitive information.

To address these risks, the Group has implemented various cybersecurity measures including:

- IT security policies and protocols
- regular system monitoring and security assessments
- data backup and recovery procedures
- incident response protocols

The Group also complies with the Personal Data Protection Act 2010 ("PDPA") to ensure responsible handling of personal data across all business operations.

### Risk Management

The Board recognises that effective risk management is essential for sustainable business growth.

The Group maintains a structured risk management framework designed to identify, assess and manage key risks, including:

- cybersecurity threats
- system downtime and operational disruptions
- data integrity risks
- competitive industry pressures

Through continuous monitoring and improvement of internal controls, the Group seeks to strengthen resilience and ensure the long-term sustainability of its operations.

## ECONOMIC

The Group is committed to delivering sustainable economic value for shareholders while contributing to Malaysia's digital economy.

Our business strategy focuses on expanding digital services that simplify everyday transactions and enhance accessibility for Malaysians.

By leveraging digital technology, the Group aims to improve efficiency, enhance customer experience and support innovation in the telecommunications and digital services ecosystem.

Shareholders are kept informed through transparent communication channels including Bursa Malaysia announcements, quarterly financial reports, the Annual General Meeting and the Group's corporate website.

Through responsible business practices and continuous innovation, the Group strives to create long-term value for shareholders while contributing to the nation's digital transformation.

## ENVIRONMENT

Although the Group operates primarily in the digital services sector with relatively low environmental impact compared to traditional industries, we remain committed to responsible resource management.

### Energy Efficiency

The Group adopts hybrid working arrangements and operates within shared office facilities. This approach allows for efficient utilisation of workspace and shared resources, contributing to lower overall energy consumption.

By optimising office usage and embracing flexible work practices, the Group reduces its operational footprint while supporting employee productivity.

### Paperless Operations

Digitalisation is central to the Group's environmental strategy.

The Group promotes paperless operations through:

- electronic document management
- digital approvals and workflows
- electronic payslips and leave applications
- paperless Board meetings

These initiatives significantly reduce paper usage and operational waste.

Through continued digital innovation, the Group aims to further improve operational efficiency while supporting environmentally responsible practices.

## SOCIAL

### Employee Well-Being and Labour Practices

The Group is committed to maintaining a safe, respectful and inclusive workplace.

We uphold fair labour practices and comply with all relevant employment laws and regulations. Employees are provided with competitive remuneration, healthcare benefits and career development opportunities.

The Group also supports work-life balance through flexible working arrangements and initiatives that promote employee well-being.

## SOCIAL (continued)

### Talent Development

Our people are our most valuable asset.

The Group invests in employee development through training programmes designed to enhance technical capabilities, leadership skills and professional growth.

During FYE 2025, employees collectively completed:

**Total Training Hours: 1,459 hours**

Employee Category	Training Hours
Management	213
Executive	1,182.5
Non-Executive / Technical Staff	63.5
Total	1,459

Through continuous learning initiatives, the Group seeks to equip employees with the skills required to thrive in the evolving digital economy.

### Diversity and Inclusion

The Group values diversity and believes that an inclusive workforce strengthens innovation and organisational resilience.

We promote equal opportunities regardless of gender, ethnicity, age or background. Our recruitment and talent development practices aim to foster a diverse and inclusive work environment where all employees feel respected and empowered.

In line with the Malaysian Code on Corporate Governance, the Group continues to enhance diversity across leadership and the workforce.

### Alignment with the United Nations Sustainable Development Goals (SDGs)

Pertama Digital supports the United Nations Sustainable Development Goals (SDGs) and contributes to national development through responsible business practices.

The Group's activities align particularly with:

- SDG 8 – Decent Work and Economic Growth
- SDG 9 – Industry, Innovation and Infrastructure
- SDG 10 – Reduced Inequalities
- SDG 12 – Responsible Consumption and Production

Through digital innovation and inclusive technology solutions, the Group aims to contribute positively to Malaysia's digital economy and broader sustainable development agenda.

## Statement of Assurance

The Sustainability Statement of Pertama Digital Berhad (“the Group”) for the financial year ended 31 December 2025 has been prepared in accordance with the sustainability reporting requirements of Bursa Malaysia Securities Berhad’s Main Market Listing Requirements and with reference to the Bursa Malaysia Sustainability Reporting Guide (2nd Edition) as well as the Global Reporting Initiative (“GRI”) Standards – Core option.

The information presented in this Sustainability Statement covers the Group’s principal business activities and reflects the sustainability matters considered to be material to the Group’s operations and stakeholders.

The preparation of this Sustainability Statement involved data collection and verification processes conducted by Management, with oversight by the Board of Directors, which is responsible for ensuring the adequacy and integrity of the Group’s sustainability reporting.

For the financial year ended 31 December 2025, the Sustainability Statement has not been subjected to independent external assurance. The Group will continue to strengthen its sustainability reporting framework and may consider obtaining external assurance in future reporting periods as its sustainability practices and disclosures continue to mature.

## Moving Forward

As Pertama Digital continues its growth journey, the Group remains committed to strengthening its sustainability practices.

Future priorities include:

- enhancing ESG governance and reporting frameworks
- improving sustainability performance metrics
- strengthening cybersecurity resilience
- expanding employee development initiatives
- promoting responsible digital innovation

Through responsible business conduct and technology-driven solutions, Pertama Digital aims to play a meaningful role in supporting Malaysia’s digital transformation and improving the everyday lives of Malaysians.

## Sustainability Performance Report

Indicator	Measurement Unit	2025
<b>Bursa (Anti-corruption)</b>		
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category		
Management	Percentage	100.00
Executive	Percentage	100.00
Non-executive/Technical Staff	Percentage	100.00
General Workers	Percentage	100.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	100.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0
<b>Bursa (Community/Society)</b>		
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	0.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	0
<b>Bursa (Diversity)</b>		
Bursa C3(a) Percentage of employees by gender and age group, for each employee category		
Age Group by Employee Category		
Management Under 30	Percentage	0.00
Management Between 30-50	Percentage	56.00
Management Above 50	Percentage	44.00
Executive Under 30	Percentage	35.00
Executive Between 30-50	Percentage	61.00
Executive Above 50	Percentage	3.00
Non-executive/Technical Staff Under 30	Percentage	100.00
Non-executive/Technical Staff Between 30-50	Percentage	0.00
Non-executive/Technical Staff Above 50	Percentage	0.00
General Workers Under 30	Percentage	50.00
General Workers Between 30-50	Percentage	50.00
General Workers Above 50	Percentage	0.00

## Sustainability Performance Report (continued)

Indicator	Measurement Unit	2025
<b>Bursa (Diversity) (cont'd.)</b>		
Bursa C3(a) Percentage of employees by gender and age group, for each employee category (cont'd.)		
Gender Group by Employee Category		
Management Male	Percentage	78.00
Management Female	Percentage	22.00
Executive Male	Percentage	65.00
Executive Female	Percentage	35.00
Non-executive/Technical Staff Male	Percentage	0.00
Non-executive/Technical Staff Female	Percentage	3.00
General Workers Male	Percentage	100.00
General Workers Female	Percentage	0.00
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	83.00
Female	Percentage	17.00
Under 30	Percentage	0.00
Between 30-50	Percentage	0.00
Above 50	Percentage	100.00
<b>Bursa (Energy management)</b>		
Bursa C4(a) Total energy consumption	Megawatt	0.00
<b>Bursa (Health and safety)</b>		
Bursa C5(a) Number of work-related fatalities	Number	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	0.00
Bursa C5(c) Number of employees trained on health and safety standards	Number	0

## Sustainability Performance Report (continued)

Indicator	Measurement Unit	2025
<b>Bursa (Labour practices and standards)</b>		
Bursa C6(a) Total hours of training by employee category		
Management	Hours	213
Executive	Hours	1182.5
Non-executive/Technical Staff	Hours	63.5
General Workers	Hours	0
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	0.00
Bursa C6(c) Total number of employee turnover by employee category		
Management	Number	10
Executive	Number	28
Non-executive/Technical Staff	Number	3
General Workers	Number	0
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0
<b>Bursa (Supply chain management)</b>		
Bursa C7(a) Proportion of spending on local suppliers	Percentage	100.00
<b>Bursa (Data privacy and security)</b>		
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0
<b>Bursa (Water)</b>		
Bursa C9(a) Total volume of water use	Megalitres	0.000000
<b>Bursa (Waste management)</b>		
Bursa C10(a) Total waste generated	Metric tonnes	0.00
Bursa C10(a)(i) Total waste diverted from disposal	Metric tonnes	0.00
Bursa C10(a)(ii) Total waste directed to disposal	Metric tonnes	0.00
<b>Bursa (Emissions management)</b>		
Bursa C11(a) Scope 1 emissions in tonnes of CO2e	Metric tonnes	0.00
Bursa C11(b) Scope 2 emissions in tonnes of CO2e	Metric tonnes	0.00
Bursa C11(c) Scope 3 emissions in tonnes of CO2e (at least for the categories of business travel and employee commuting)	Metric tonnes	0.00



**CORPORATE**

**CORPORATE GOVERNANCE OVERVIEW STATEMENT**

# **Governance Anchored in Accountability**

Integrity, oversight, and disciplined governance

# Corporate Governance Overview Statement

The Board of Directors (“**Board**”) recognises the importance of having and continuing to comply with high standards and requirements of good corporate governance practices in the Company and its subsidiaries (“**Group**”). A sound corporate governance environment is instrumental in safeguarding its stakeholders’ interests and enhancing its shareholders’ value. The Board is aware of and strives to incorporate values of recommended corporate governance practices in the Group.

This Corporate Governance Overview Statement (“**Statement**”) provides an overview of Pertama Digital’s application of the principles and practices set out in the following guidelines in relation to corporate governance aspects during the financial year ended 31 December 2025 and up to the date of this Statement:

- Main Market Listing Requirements (“**MMLR**”), issued by Bursa Securities Berhad (“**Bursa Securities**”);
- Corporate Governance Guide (Fourth Edition) (“**CG Guide**”), issued by Bursa Securities; and
- Malaysian Code on Corporate Governance (“**MCCG**”), issued by Securities Commission Malaysia (“**SC**”).

Details on how Pertama Digital has applied each of the practices during the financial year under review are disclosed in the Corporate Governance Report, which is accessible for viewing on the Investor Relation page of Pertama Digital’s website at [www.pertamadigital.com](http://www.pertamadigital.com).

## **PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS**

### **(i) BOARD FUNCTIONS AND RESPONSIBILITIES**

The principal duties and responsibilities of the Board encompass performing its fiduciary duties of acting in good faith and in the interest of the Group, setting strategic direction for the Group, ensuring effective leadership functions through overseeing the management of the Group and monitoring the activities and performance of the Group. In managing and directing the business and affairs of the Group, the Board must exercise its duty of reasonable care, skill and diligence, and endeavour to exercise its power for a proper purpose, avoid conflict and self-dealing.

The roles and responsibilities of the Board are set out in the Board Charter, which serves as a reference point for the Board activities. The Board Charter provides guidance for the directors and management personnel regarding the responsibilities of the Board, Board Chairman and management, the requirements of directors in carrying out their stewardship role and in discharging their duties towards the Group as well as boardroom activities. This Board Charter is periodically reviewed by the Board to be in line with regulatory changes. The Board Charter is accessible at [www.pertamadigital.com](http://www.pertamadigital.com).

The Board has also established the following policies, which are accessible at [www.pertamadigital.com](http://www.pertamadigital.com):

- (a) Code of Business Conduct, to maintain a corporate culture which promotes ethical conduct and enhances the confidence of shareholders, stakeholders and public in the Group’s commitment of maintaining integrity, objectivity and fairness in conducting business.
- (b) Group Policy on Whistleblowing, to provide avenues specifically for the Group employees to raise any concerns relating to possible breach of business conduct, non-compliance with laws and regulatory requirements as well as other malpractices.
- (c) Anti-Bribery and Anti-Corruption Policy, to provide guiding principles to the Group employees on the procedures to deal with solicitation, bribery and corruption that could possibly arise on the business dealings and operation activities.
- (d) Gender Diversity Policy, to provide a framework for promoting diversity of gender and inclusion across the Board, Senior Management and workforce.
- (e) Succession Planning Policy, to ensure leadership continuity for the Board, Executive Directors and Senior Management, preserve operational knowledge and develop a diverse and sustainable pipeline of future leaders.

## **PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (continued)**

### **(ii) BOARD COMMITTEES**

The Board committees are established to assist the Board in the discharge of its steward role. Currently there are two (2) Board committees being established, namely the Audit and Risk Committee (“ARC”) and Nomination and Remuneration Committee (“NRC”) (collectively referred to as “Committees”).

The Committees are granted with full authority to examine and investigate any matter within their scope of responsibility that are within the terms of reference of each Committee, and report to the Board with their recommendations. The ultimate responsibility for decision making, however, lies with the Board. The Committees are entitled to engage independent professionals to advise them in the course of discharging their duties whereby the engagement cost is to be borne by the Group.

The functions, roles and responsibilities of the ARC, including the composition of the ARC, confirmation of financial literacy in accordance with MMLR Paragraph 15.09, oversight of related party transactions, and details of audit and non-audit fees paid to the external auditors are presented in the ARC Report of this Annual Report. The NRC’s roles and responsibilities are detailed in this Statement. The respective terms of references of each Committee are available at [www.pertamadigital.com](http://www.pertamadigital.com).

### **(iii) BOARD INDEPENDENCE**

A Board’s independence is essential in promoting its effectiveness in discharging duties, and a clear separation of delegated functions between the Board and Management is essential in enhancing the accountability with adequate checks and balances in place for assessing and implementing strategic plans.

Throughout the financial year under review, the roles of the Board Chairman and Group Chief Executive Officer are held by separate individuals, with clear division of responsibilities and authorities. In line with the MCCG recommendations, the Chairman is not a member of any of the Committees; ensuring checks and balance as well as the objectivity of the Committees in discharging their functions.

The GCEO, is responsible to the Board in accordance with his roles, functions and responsibilities which include the achievement of the Group’s goals; observance of management authorities delegated by the Board, developing business plans aligned to the Group’s requirements for growth, profitability and return of capital, overseeing the cost effectiveness in business operations, overseeing the development of human capital and ensuring the Board has the information necessary to discharge its fiduciary duties and other governance responsibilities.

The Board is currently composed of three (3) Independent Non-Executive Directors, which is more than half of the current Board size, providing unbiased, independent views, advice and judgment to safeguard the interest of shareholders.

### **(iv) COMPANY SECRETARY**

The Directors have unrestricted access to the Company Secretary to enable them to discharge their duties effectively. The Board is regularly updated and advised by the Company Secretary, who is qualified in accordance with the provisions of the Companies Act 2016 and principally performs the following roles, among others:

- (a) maintain the statutory records and registers of the Group.
- (b) ensure all Board meetings are properly convened and that accurate and proper records of the proceedings and resolutions passed are recorded.
- (c) ensure that any changes in the Group’s statutory information are completed in the relevant prescribed forms and lodged with the Registrar of Companies within the required timeframe.
- (d) update the Board on corporate governance requirements and applicable compliance practices.
- (e) advise the Board and Committees on the requirements to issue announcements to Bursa Securities pertaining to MMLR compliance, corporate developments and/or transactions requiring such announcements.

**PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (continued)****(v) BOARD AND COMMITTEES MEETINGS**

The Directors allocate sufficient time to attend Board and Committees meetings, which are the principal forum for deliberating on strategic direction, business plans, financial results, significant transactions and internal control matters relating to the Group. The meeting schedule for each financial year is fixed in advance, and Directors are provided with the requisite notice, agenda and board papers prior to each meeting.

There were seven (7) Board meetings held during the financial year ended 31 December 2025 up to the date of this Annual Report, with the Company Secretary in attendance at every meeting. Management and appointed auditors attended the meetings upon invitation, as and when necessary. In line with good governance practices, meetings were conducted on a virtual or hybrid basis, enabling robust participation irrespective of location.

The summary of attendance of each Director is as follows:

Directors	Number of Meetings Attended
<b>Datuk Ahmad Nazri Bin Abdullah</b> (Resigned on 26 August 2025)	3/3
<b>Sabri Bin Ab. Rahman</b> Executive Director	7/7
<b>Chan Kah Hong</b> Executive Director (Resigned on 5 March 2026)	6/7
<b>Tun Dato' Seri Zaki Bin Tun Azmi</b> Chairman	6/7
<b>Yang Teramat Mulia Tunku Syed Razman Bin Tunku Syed Idrus</b>	7/7
<b>Dato' Dr. Suhazimah Binti Dzazali</b>	7/7
<b>Dato' Mohd Sallehuddin Bin Othman</b> (Appointment on 1 July 2025)	5/5

**(vi) DIRECTORS' TRAINING**

The Directors are mindful of the requirement to keep themselves abreast of the relevant developments in corporate governance, statutory and regulatory requirements and industrial knowledge. The Company Secretary distributes relevant articles and guidelines on a regular basis and advises the Board on the implications of such developments.

During the financial year ended 31 December 2025, the Directors have attended the following training, briefings, seminars, workshops and conferences:

Directors	Details of Training Attended
<b>Sabri Bin Ab. Rahman</b>	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
<b>Chan Kah Hong</b> (Resigned on 5 March 2026)	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
<b>Tun Dato' Seri Zaki Bin Tun Azmi</b>	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
<b>Yang Teramat Mulia Tunku Syed Razman Bin Tunku Syed Idrus</b>	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
<b>Dato' Dr. Suhazimah Binti Dzazali</b>	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
<b>Dato' Mohd Sallehuddin Bin Othman</b> (Appointment on 1 July 2025)	Audit Oversight Board

The Board endeavours to ensure all Directors consistently participate in relevant training recommendations in the upcoming financial year.

**PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (continued)****(vii) BOARD COMPOSITION**

As at the date of this Annual Report, the Board consists of five (5) Directors, comprising one (1) Non-Independent Non-Executive Director, one (1) Executive Director and three (3) Independent Non-Executive Directors. During the financial year, the Board comprised seven (7) Directors, with Datuk Ahmad Nazri Bin Abdullah having resigned on 26 August 2025 and Chan Kah Hong having resigned on 5 March 2026. Such composition complies with MMLR requirements, which stipulate that at least two (2) Directors or one-third (1/3) of the Board (whichever is higher) be independent directors.

The Group is helmed by a Board comprising members of different backgrounds and specialisations, collectively bringing a wide range of experience and expertise entrepreneurship, finance, taxation, audit, legal, corporate finance, information security, operations as well as corporate governance. The profiles of the Directors are set out in the Board of Directors' profile section of this Annual Report.

**NRC Functions**

The NRC is delegated with the responsibility to assess the adequacy and appropriateness of the Board composition, identify and recommend suitable candidates for the Board membership and assess the performance of the Directors, succession plans and Board diversity. The NRC comprises three (3) Independent Non-Executive Directors:

Directors	Membership	Directorship
Dato' Dr. Suhazimah Binti Dzazali	Chairperson	Independent Non-Executive Director
Yang Teramat Mulia Tunku Syed Razman Bin Tunku Syed Idrus	Member	Independent Non-Executive Director
Dato' Mohd Sallehuddin Bin Othman (Appointment on 1 July 2025)	Member	Independent Non-Executive Director

Any new Director candidate undergoes the NRC's evaluation, assessment and interview process before the NRC issues its recommendation to the Board for approval. The NRC assesses candidates on professional background, industry exposure and track record, in line with the Directors' Fit and Proper Policy adopted by the Group, accessible at [www.pertamadigital.com](http://www.pertamadigital.com).

**Summary of NRC Activities**

During the financial year ended 31 December 2025, the NRC performed its roles as summarised below:

- Reviewed the size, composition, diversity and other qualities of the Board;
- Reviewed the annual assessment of the Board's performance and effectiveness;
- Reviewed the annual assessment of the independence of each Independent Non-Executive Director;
- Reviewed and recommended Directors' retirement and re-election by rotation for shareholders' approval, which was tabled and passed during the 40th Annual General Meeting on 24 June 2025;
- Assessed and recommended the appointment of Dato' Mohd Sallehuddin Bin Othman as Independent Non-Executive Director (effective 1 July 2025);
- Reviewed and considered the remuneration of the Group Chief Executive Officer, Mr. Lim Nasrul Halim;
- Reviewed and recommended the remuneration structure of Non-Executive Directors, comprising fixed Directors' Fees and Meeting Allowances. Non-Executive Directors do not participate in performance-based or variable remuneration schemes; fees reflect responsibilities, time commitment and market practice and are structured to preserve their independence.

**Tenure of Independent Director**

Under the amended MMLR issued by Bursa Securities letter of 19 January 2022 letter, a twelve (12) year limit is imposed on the tenure of an independent directors. Pertama Digital is in compliance with this requirement as at the date of this Annual Report.

**PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (continued)****(vii) BOARD COMPOSITION (continued)****Assessment of Director Independence**

The NRC has assessed the independence of all Independent Non-Executive Directors for the financial year under review based on the criteria set in the MMLR and concluded that all Independent Non-Executive Directors have satisfied the independence criteria and are able to provide independent judgement and in the best interest of Pertama Digital.

The Board also adopts a self-evaluation and assessment method, using a self and peer assessment approach, in evaluating the performance of the Board and its Committees. Based on evaluation results, the NRC is satisfied that the Directors have the relevant skills and that due care has been exercised in carrying out their fiduciary duties.

**Gender Diversity**

The Board approved a Gender Diversity Policy on 24 February 2026, providing a formal framework for promoting diversity of gender, and inclusion across the Board, Senior Management and workforce.

The policy is accessible at [www.pertamadigital.com](http://www.pertamadigital.com).

While Pertama Digital supports the MMLR requirements and MCCG recommendations on gender diversity, it places emphasis on the suitability, merit and experience of candidates for directorship. As at the date of this Annual Report, one (1) woman Director, Dato' Dr. Suhazimah Binti Dzazali has been appointed into the Board. Pertama Digital is in compliance with the amended MMLR requirement for at least one (1) woman Director. This constitutes a departure from the recommended 30% composition under MCCG 2021 (i.e. at least two (2) women Directors based on the current Board size), which the Board acknowledges and is actively addressing through its Board renewal process, guided by the Gender Diversity Policy.

**(viii) BOARD REMUNERATION**

The NRC is responsible for ensuring the remuneration packages for the Directors and Management are fair and adequate, based on their performance of assigned roles and duties.

In line with the MCCG practice recommendations, the Board has established a Remuneration Policy for Directors and Senior Management to guide the NRC in determining remuneration packages, accessible at [www.pertamadigital.com](http://www.pertamadigital.com).

The key elements considered include:

- (a) Governance and Oversight: Remuneration is governed by the NRC and Board, with clear accountability, robust review process and defined authority.
- (b) Performance and Sustainability: Remuneration is aligned with performance outcomes, ESG priorities and the creation of long-term shareholder value.

Details of remuneration for each Director are set out in the Corporate Governance Report.

**(ix) GOVERNANCE ENHANCEMENT PRIORITIES FOR FY2026**

The Board has identified the following governance enhancements as priorities for the financial year ending 31 December 2026, in pursuit of continued alignment with MCCG 2021 best practices:

1. **Board Skills Matrix:** The Board will formalise and disclose a Board Skills Matrix in FY2026 to articulate how its collective competencies align with the Group's strategic direction, as recommended under MCCG Practice 5.1.
2. **Senior Independent Director:** The Board will decide to designate a Senior Independent Director ("SID") from among the Independent Non-Executive Directors, in line with MCCG Guidance to Practice 2.1, to serve as a sounding board for the Chairman and as an alternative point of contact for shareholders.

**PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (continued)****(ix) GOVERNANCE ENHANCEMENT PRIORITIES FOR FY2026 (continued)**

3. **ESG and Sustainability Committee:** The Board will consider establishing a dedicated ESG or Sustainability oversight function at Board level as sustainability governance obligations continue to evolve, in line with MCCG Practices 4.1–4.5 and applicable Bursa Sustainability Reporting requirements.
4. **Board Diversity:** The NRC will actively consider the MCCG recommended 30% women representation target as a criterion in Board succession and renewal planning during FY2026.
5. **Director Training:** The Board will continue its commitment to relevant Director training and regulatory updates, with particular emphasis on digital literacy, cybersecurity awareness and sustainability-related developments.

**PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT****(i) AUDIT AND RISK COMMITTEE**

The ARC is responsible for assisting the Board to review the adequacy and integrity of the Group's financial reporting, risk management and internal control systems in accordance with the applicable financial reporting standards and other regulatory requirements. The ARC reviews all financial statements prior to recommending Board approval.

Further details of the ARC composition, activities, financial literacy credentials of ARC members (in accordance with MMLR Paragraph 15.09), oversight of related party transactions, audit and non-audit fee disclosures, and the internal audit function (conducted by Eco Asia, the Group's appointed Internal Auditor) are set out in the Audit and Risk Committee Report of this Annual Report. The detailed roles, functions and responsibilities of the ARC are set out in its Terms of Reference, accessible at [www.pertamadigital.com](http://www.pertamadigital.com).

**(ii) RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK**

The Board acknowledges that maintaining a sound system of risk management and internal control ("**RMIC**"), is crucial to safeguard the Group's assets and shareholders' investments. The Group's RMIC system is designed to provide reasonable, though not absolute, assurance against material misstatements, fraud or wilful circumvention of rules and procedures. The Board's going concern assessment for the Group is set out in the Statement on Risk Management and Internal Control in this Annual Report.

**Group Scope**

The RMIC framework is implemented across the Group, encompassing Pertama Digital Berhad and its subsidiaries: Television Airtime Services Sdn. Bhd. ("TAS"), Dapat Vista (M) Sdn. Bhd. ("DVSMB"), Pertama Digital Corporation Sdn. Bhd. ("PDC"), and PD Secure Sdn. Bhd. (formerly known as Pertama Digital Intellectual Property Sdn. Bhd.) ("PD Secure"). This Group-wide scope ensures consistent application of risk governance standards across all material operating entities.

**Three Lines of Defence**

The Group has adopted the Three Lines of Defence model as the foundation of its internal control structure:

- **First Line** – Business units own and manage risks through day-to-day internal controls, policies and procedures.
- **Second Line** – Management Committee provides oversight, challenge and policy guidance.
- **Third Line** – Internal Audit: Eco Asia, the Group's appointed Internal Auditor, provides independent, objective assurance to the ARC and the Board on the effectiveness of governance, risk management and internal controls.

**PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (continued)****(ii) RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK (continued)****Framework Standards and Risk Appetite**

The Group's Enterprise Risk Management ("ERM") framework is guided by internationally recognised standards, including ISO 31000 Risk Management and elements of the COSO Internal Control - Integrated Framework. The Board has approved a Risk Appetite Statement that provides guidance on the nature and level of risk the Group is prepared to accept in pursuit of its strategic objectives.

**Principal Risks**

During the financial year ended 31 December 2025, the principal risks identified and managed by the Group include:

- **Cybersecurity and Data Breach Risk:** Risk of cyberattacks, data breaches and system compromise across the Group's fintech and GovTech digital infrastructure. Mitigations include the establishment of PD Secure Sdn. Bhd., implementation of cybersecurity controls and ongoing monitoring.
- **Listing Status and Regularisation Risk:** Risk arising from the Group's status as an Affected Listed Issuer under Paragraph 8.03A of the MMLR, with the regularisation outcome subject to regulatory and shareholder approval. Mitigations include a structured regularisation roadmap with defined milestones, proactive engagement with the regulators, principal adviser, and strengthened financial reporting and investor communications. The Board actively oversees the regularisation process and receives regular updates from Management.
- **Government Platform and Contractual Continuity Risk:** Operational and regulatory continuity risk associated with the eJamin court bail payment platform, which serves 194 Malaysian courts and is a critical government-linked digital service. Mitigations include system redundancy, contractual protections and active engagement with the relevant government authorities.
- **Regulatory and Compliance Risk:** Risk that non-compliance with listing requirements, data protection laws or other applicable regulations results in penalties, sanctions or reputational harm. Mitigations include ongoing monitoring of regulatory developments, periodic compliance reviews and structured staff compliance training, with active oversight maintained by the ARC and Management Committee.
- **Merger and Acquisition Integration Risk:** Operational, financial and cultural integration risks arising from the acquisition of the D-Ron Group. An Integration Steering Committee has been established to oversee integration milestones and profit guarantee obligations.

Further details of the Group's risk management framework, principal risks, internal control assessment, and the Executive Director's assurance statement are set out in the Statement on Risk Management and Internal Control ("SORMIC") in this Annual Report.

**(iii) DIGITAL GOVERNANCE AND CYBERSECURITY RISK OVERSIGHT**

The Group's operations expose it to significant technology and cybersecurity risks. The Board, through the Information Technology Steering Committee ("ITSC"), maintains structured oversight of the Group's IT strategy, digital governance and technology risk management. The ITSC reports to the Management Committee on a regular basis and to the ARC on material IT and cybersecurity matters and advises on digital risk exposure across the Group's platforms.

The Group recently incorporated PD Secure Sdn. Bhd. (formerly known as Pertama Digital Intellectual Property Sdn. Bhd.) as a dedicated cybersecurity subsidiary, responsible for providing cybersecurity advisory, monitoring, governance and managed security services to the Group and its clients. The establishment of PD Secure reflects the Board's commitment to elevating cybersecurity as a strategic and governance priority, given the Group's role as an operator of government-critical digital services, including the eJamin court bail platform and the MyPay financial services platform.

The Board is committed to further formalising its approach to Board-level cybersecurity risk oversight in FY2026, including enhanced reporting frameworks. This is aligned with MCG Practice 11.2 recommendations on technology and cybersecurity risk governance.

**PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS****(i) COMMUNICATION WITH STAKEHOLDERS**

The Board recognises the need for transparency and accountability to Pertama Digital's shareholders, and the importance of regular communication with shareholders, stakeholders and investors on the performance and major developments of the Group. The Group submits and announces its quarterly financial statements in accordance with MMLR requirements, with the ARC assisting the Board in ensuring quality and timely release.

The Group also ensures its press releases and corporate announcements are made with clear, accurate, sufficient and relevant information, using platforms including Bursa website, the Group's corporate website, annual reports, and general meetings. A dedicated electronic mail address ([ir@pertamadigital.com](mailto:ir@pertamadigital.com)) is maintained for stakeholders queries.

**(ii) SUSTAINABILITY GOVERNANCE**

The Board acknowledges the importance of sustainability as a core element of long-term value creation and responsible governance. The Board, through the ARC and Management, considers material environmental, social and governance ("ESG") risks and opportunities as part of its overall risk oversight framework.

Pertama Digital's sustainability governance and performance disclosures for the financial year ended 31 December 2025 are set out in the Sustainability Statement in this Annual Report, prepared in accordance with applicable Bursa Sustainability Reporting requirements.

As noted in Section A(ix) above, the Board has identified the formalisation of ESG oversight at Board level as a governance enhancement priority for FY2026.

**(iii) CONDUCT OF GENERAL MEETINGS**

The Annual General Meeting ("AGM") is the principal forum for shareholders' dialogue, allowing the shareholders to review the Group's performance and engage directly with the Board. In accordance with MCGG recommendations, the AGM notice is dispatched to shareholders and published in a major local newspaper at least twenty-eight (28) days in advance.

Pertama Digital's 40th AGM was conducted on a hybrid basis on 24 June 2025, enabling all shareholders to interact directly with the present Directors, Management and external auditors. The Chairman informed shareholders of their right to vote (available online). Separate resolutions were proposed for each agenda item and the outcome was announced and submitted to Bursa Securities on the same day.

A dedicated question-and-answer session enabled shareholders to seek clarifications, with immediate replies from Directors and Management. Shareholders were also given the opportunity to submit questions prior to the AGM. Minutes of the AGM were published on the Group's corporate website within thirty (30) days of the meeting.

The 41st AGM will be convened in due course in accordance with applicable MMLR requirements and the Companies Act 2016, and further details will be announced to shareholders accordingly.

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This Statement was approved by the Board of Directors of Pertama Digital Berhad at its meeting held on 21 April 2026 and covers the financial year ended 31 December 2025 and up to the date of this Statement.



**CORPORATE**

**AUDIT AND RISK COMMITTEE REPORT**

# Oversight That Safeguards the Organisation

Strengthening accountability through disciplined audit and risk  
management practices

# Audit and Risk Committee Report

## (i) COMPOSITION

As at the date of the Annual Report, the Audit and Risk Committee (“ARC”) comprises the following Directors:

Directors	Membership	Directorship	Qualifications
Dato’ Mohd Sallehuddin Bin Othman (Appointed on 1 July 2025)	Chairman	Independent Non-Executive Director	Fellow, Association of Chartered Certified Accountants (FCCA, UK); Member, Malaysian Institute of Accountants (MIA)
Dato’ Dr. Suhazimah Binti Dzazali	Member	Independent Non-Executive Director	-
Yang Teramat Mulia Tunku Syed Razman Bin Tunku Syed Idrus (Appointed on 12 January 2026)	Member	Independent Non-Executive Director	-
Tun Dato’ Seri Zaki Bin Tun Azmi (Resigned from ARC on 12 January 2026)	Member (until 12 January 2026)	Non-Independent Non-Executive Director	-

The Chairman of the ARC is not the Chairman of the Board. With effect from 12 January 2026, following the resignation of Tun Dato’ Seri Zaki Bin Tun Azmi and the concurrent appointment of YTM Tunku Syed Razman Bin Tunku Syed Idrus as a member, the ARC comprises solely Independent Non-Executive Directors, in alignment with the step-up practice under Practice 9.4 of the Malaysian Code on Corporate Governance 2021 (“MCCG 2021”). The Board notes that prior to 12 January 2026, the ARC included one Non-Independent Non-Executive Director, which was identified as an area for governance enhancement in the Group’s internal audit review for FY2025.

**Financial Literacy:** In compliance with Paragraph 15.09 of the Main Market Listing Requirements (“MMLR”), the Board confirms that at least one member of the ARC is a member of the Malaysian Institute of Accountants. The Chairman of the ARC, Dato’ Mohd Sallehuddin Bin Othman, is a Fellow of the Association of Chartered Certified Accountants (FCCA, UK) and a member of the Malaysian Institute of Accountants (MIA), and accordingly fulfills this requirement. All members of the ARC possess the requisite financial literacy to discharge their responsibilities effectively. The qualifications and experience of each member are further disclosed in the Board Profile section of this Annual Report.

The Board and the ARC recognise the importance of upholding the independence and objectivity of the Group’s external auditors. None of the current members of the Board or the ARC is a former key audit partner of Forvis Mazars PLT, the Group’s external auditors. The Group observes a mandatory cooling-off period of at least three (3) years before appointing any former key audit partner of the external auditors as a member of the ARC, in accordance with the MCCG 2021.

**(ii) MEETINGS**

Five (5) ARC meetings were held during the financial year ended 31 December 2025 and up to the date of this Annual Report, on the following dates:

No.	Date
1	23 April 2025
2	20 May 2025
3	26 August 2025
4	24 November 2025
5	24 February 2026

The attendance of each member at the ARC meetings is as follows:

Members	Number of Meetings Attended
<b>Dato' Mohd Sallehuddin Bin Othman</b> <i>(Appointed on 1 July 2025; eligible for meetings from 20 August 2025 onwards)</i>	3/3
<b>Dato' Dr. Suhazimah Binti Dzazali</b>	5/5
<b>Yang Teramat Mulia Tunku Syed Razman Bin Tunku Syed Idrus</b> <i>(Appointed to ARC on 12 January 2026; eligible for meetings from 24 February 2026 onwards)</i>	1/1
<b>Tun Dato' Seri Zaki Bin Tun Azmi</b> <i>(Resigned from ARC on 12 January 2026; eligible for meetings up to and including 24 November 2025)</i>	3/4

Meeting papers are circulated to members in advance of each meeting to enable them to study agenda items and seek any necessary clarification from Management prior to the meeting. Management participates in ARC meetings by invitation to facilitate discussion. Representatives of the external and internal auditors attend scheduled meetings to present their audit plans, reports and findings as relevant.

At each scheduled meeting, the ARC convened separate private sessions with the external auditors and the internal auditors, without the presence of Management, to provide them with a candid avenue to raise any concerns regarding the conduct of their work, access to information or any matters relevant to their independence and objectivity. No concerns were raised by either the external or the internal auditors in these sessions.

**(iii) SUMMARY OF WORK FOR THE FINANCIAL YEAR**

In line with its Terms of Reference, the following work was carried out by the ARC during the financial year ended 31 December 2025 and up to the date of this Annual Report:

**(a) Matters relating to financial reporting**

1. Reviewed the quarterly unaudited financial results of the Group before recommending the same to the Board for approval and release to Bursa Securities.
2. Reviewed the annual audited financial statements of the Group before recommending the same to the Board for approval and release to Bursa Securities.

**(b) Matters relating to external audit**

3. Reviewed the Audit Strategy Memorandum and scope of work presented by Forvis Mazars PLT ("Forvis Mazars") for the statutory audit of the Group for the financial year ended 31 December 2025.
4. Conducted private discussion sessions with Forvis Mazars without the presence of Management. No concerns were raised by Forvis Mazars regarding the conduct of the audit or their independence.
5. Reviewed and approved the statutory audit fee of RM217,300 plus reimbursements of RM13,200, payable to Forvis Mazars for the financial year ended 31 December 2025. The amounts remain payable as at the date of this Annual Report.
6. Reviewed the Audit Status Memorandum presented by Forvis Mazars, covering significant audit risk areas, key areas of judgement, material misstatements identified, and outstanding items. Directed Management to close out all outstanding items within the timelines required for finalisation of the financial statements.
7. Discussed with Management on areas for improvement arising from the external audit findings, including observations on IT General Controls, intercompany advances documentation and the financial statement close process.
8. Reviewed and assessed the continued performance, independence and objectivity of Forvis Mazars, and obtained their written confirmation of professional independence. The ARC is satisfied with the performance of Forvis Mazars and has recommended their re-appointment to the Board.
9. Reviewed and pre-approved the non-audit services set out below, having confirmed that the nature of each engagement would not impair the independence and objectivity of Forvis Mazars. The following fees are disclosed in accordance with Paragraph 15.16 of the MMLR:

<b>Service</b>	<b>Total Engagement Fee (RM)</b>
<b>Statutory audit</b>	217,300
	+13,200 reimbursements
Agreed Upon Procedures Report - return of net revenue on designated services	5,150 +1,000 disbursement
Financial and Tax Due Diligence - D-Ron Malaysia Sdn. Bhd. and D-Ron Singapore Pte Ltd (Project Eagle)	110,000
Reporting Accountants engagement - Circular to Shareholders for the Proposed Regularisation Plan	504,000 +32,500 standard expenses
Review of SORMIC pursuant to Paragraph 15.23 MMLR (AAPG 3)	10,000 +1,000 disbursement
<b>Total non-audit fees</b>	<b>RM629,150</b> <b>+34,500 disbursements</b>

**(iii) SUMMARY OF WORK FOR THE FINANCIAL YEAR (continued)****(b) Matters relating to external audit (continued)**

The ARC is satisfied that the provision of the above non-audit services by Forvis Mazars did not impair their independence and objectivity as the Group's statutory auditors. The nature of each engagement was assessed prior to approval and found to be appropriate in the circumstances.

**(c) Matters relating to internal audit**

10. Reviewed and approved the appointment of Eco Asia Governance Advisory Sdn. Bhd. ("Eco Asia") as the Group's outsourced internal auditor for FY2025, at the Board meeting held on 26 August 2025. Eco Asia was appointed following the completion of services by GovernAce Advisory & Solutions Sdn. Bhd., which had served as the Group's internal auditor for the financial year ended 31 December 2024.
11. Reviewed and agreed with Eco Asia the internal audit plan, strategy and scope of work for FY2025, covering six areas: corporate governance framework compliance; risk management practices; ethics, integrity and compliance framework; sustainability (ESG) governance; the Delegation of Authority framework; and formalisation of strategy, KPIs and strategic initiatives.
12. Reviewed and discussed with Eco Asia the internal audit report and findings. Noted that the overall system of internal control was assessed as Satisfactory. Key areas identified for enhancement include strengthening corporate governance practices; formalising the ERM framework and risk register; updating the Delegation of Authority framework; and improving sustainability governance and strategic performance monitoring.
13. Noted that in direct response to the internal audit observations on the ethics and compliance framework, Management reviewed and updated the Code of Business Conduct and Ethics, Group Policy on Whistleblowing and Anti-Bribery and Anti-Corruption ("ABAC") Policy, which were approved by the Board on 24 February 2026.
14. Discussed with Management on areas for improvement and reviewed Management's action plans and target timelines for addressing the identified gaps.
15. Conducted a private discussion session with Eco Asia without the presence of Management. No concerns were raised regarding Eco Asia's ability to conduct their work independently and without restraint.
16. Reviewed and assessed the performance of Eco Asia and recommended the continuation of the outsourced internal audit engagement for FY2026 to the Board.

**(d) Matters relating to risk management and internal control**

17. Reviewed and endorsed the Group's Enterprise Risk Management ("ERM") Framework at the ARC meeting on 24 February 2026, and recommended the same to the Board for approval. The ERM Framework, guided by ISO 31000 and COSO standards, establishes a structured approach to identifying, assessing, managing and reporting enterprise risks across the Group.
18. Reviewed the Group's Enterprise Inherent Risk Profile comprising ten identified enterprise risks spanning strategic, operational, financial, technology, cybersecurity, regulatory and ESG categories. Noted that cybersecurity and data breach risk was assessed at the highest inherent level (Very High - 25/25), with listing status and regularisation risk, government platform and contractual continuity risk, and regulatory compliance risk each assessed as High (20/25), and M&A integration risk assessed as High (16/25) on an inherent basis.
19. Endorsed the ERM Phase II implementation roadmap, covering control mapping, control design and operating effectiveness assessment, and residual risk validation. Reviewed and noted the validated residual risk ratings for the five principal risks, as follows: Cybersecurity and Data Breach - High (residual); Listing Status and Regularisation - High (residual); Government Platform and Contractual Continuity - High (residual); Regulatory and Compliance High (residual); and M&A Integration - High (residual). The ARC noted that the residual ratings reflect the controls and mitigations now in place.
20. Reviewed and monitored the Group's regularisation status as an Affected Listed Issuer under Paragraph 8.03A of the Main Market Listing Requirements at the ARC meetings held on 23 April 2025, 24 November 2025, 24 February 2026 and on 21 April 2026. The ARC received regular updates from Management and the Group's principal adviser on the regularisation plan components and Bursa Malaysia engagement.

**(iii) SUMMARY OF WORK FOR THE FINANCIAL YEAR (continued)****(d) Matters relating to risk management and internal control (continued)**

21. Reviewed the IT General Controls findings from the external audit process, noting areas requiring further enhancement across the Group's core platforms (eJamin, MyPay and MySMS) in cybersecurity governance, user access management and password management. Directed Management to develop and implement remediation plans to be tracked through the ITSC, with progress to be reported to the ARC at subsequent meetings. The ARC noted that cybersecurity remains the Group's highest-rated inherent risk and that the ITSC's 2026 work programme directly addresses the identified control gaps.
22. Noted the formalisation of the Management Committee ("ManCo"), Board-approved on 26 August 2025, and the establishment of the IT Steering Committee ("ITSC"), which held its inaugural meeting on 27 February 2026 under a formally approved Terms of Reference and Charter, as governance structures strengthening management-level oversight of operational and technology risks. Reviewed and noted the ITSC's mandate, membership composition and reporting obligations. The ITSC reports to the ManCo on a regular basis, with material technology and cybersecurity risks escalated to the ARC. The ARC noted the ITSC's FY2026 priority programme, which includes multi-factor authentication enforcement, backup and recovery validation, quarterly Tier 1 vendor risk reviews, IT Standard Operating Procedures completion, and Business Continuity Management oversight.
23. Reviewed and recommended to the Board for approval the Statement on Risk Management and Internal Control ("SORMIC") for inclusion in the Annual Report 2025.

**(e) Matters relating to related party transactions**

24. Reviewed on a quarterly basis the summary of related party transactions, trade receivables and ageing analysis of the Group.
25. Reviewed the intercompany advances between the Company and its subsidiaries, and noted the external auditors' observation that no signed intercompany agreements were in place to support the advances. Directed Management to formalise the relevant intercompany agreements and ensure appropriate transfer pricing documentation is established.
26. Reviewed the amount owing by a director and noted the external auditors' observations on the need for a recoverability assessment and a signed letter of settlement. Directed Management to furnish a formal recoverability assessment and a settlement plan for the ARC's consideration.
27. The ARC confirms that, to the best of its knowledge, all related party transactions entered into by the Group during the financial year ended 31 December 2025 were on terms that are fair and reasonable to the Group.

**(f) Matters relating to going concern**

28. Reviewed the going concern assessment prepared by Management for the Company and the Group, taking into account the financial positions of each entity, including subsidiaries in net current liability positions. The ARC reviewed the financial support letters issued by the Company to its subsidiaries and considered Management's cash flow projections and operational plans.

**(g) Other matters**

29. Reported to the Board on matters discussed and resolved at each ARC meeting.
30. Prior to recommending approval of non-audit engagements by the external auditors, reviewed and confirmed that the nature of each engagement would not impair the independence and objectivity of Forvis Mazars.
31. Reviewed and recommended to the Board for approval the Statement on Risk Management and Internal Control for inclusion in the Annual Report 2025.
32. Reviewed the Board Charter, Code of Business Conduct and Ethics, Group Policy on Whistleblowing and Anti-Bribery and Anti-Corruption Policy, and noted the updated policies approved by the Board on 24 February 2026.

#### (iv) SUMMARY OF WORKS OF THE INTERNAL AUDIT FUNCTION

The Group recognises the importance of maintaining an independent and objective review of the adequacy, integrity and operating effectiveness of its system of governance, risk management and internal control. The internal audit function reports functionally to the ARC, which is responsible for overseeing the appointment, performance and independence of the internal auditor.

During the financial year ended 31 December 2025, Eco Asia Governance Advisory Sdn. Bhd. ("Eco Asia") served as the Group's outsourced internal auditor, having been formally appointed at the Board meeting on 26 August 2025. Eco Asia succeeded GovernAce Advisory & Solutions Sdn. Bhd., which had provided the internal audit function for the preceding financial year ended 31 December 2024.

The internal audit for FY2025 was conducted on a risk-based approach in accordance with an audit plan agreed with and approved by the ARC. The scope of work covered the following areas:

- Compliance with the corporate governance framework, including Board composition, committee structures and remuneration practices, assessed against the MCCG 2021 and Bursa Malaysia Main Market Listing Requirements.
- Risk management practices, including the adequacy of the Group's enterprise risk management and internal control framework.
- Ethics, integrity and compliance framework, including the Code of Business Conduct and Ethics, Group Policy on Whistleblowing and Anti-Bribery and Anti-Corruption Policy.
- Sustainability (ESG) governance, including the integration of ESG considerations into corporate strategy and reporting.
- Delegation of Authority framework, including the adequacy and clarity of approval thresholds across management levels.
- Formalisation of corporate strategy, Key Performance Indicators (KPIs) and strategic initiatives.

Eco Asia reported its findings, recommendations and Management's responses directly to the ARC. The overall conclusion of the internal audit was that the Group's system of internal control is rated as Satisfactory, with certain areas identified for enhancement. The ARC has directed Management to address all identified areas for improvement within defined timelines, and progress will be monitored at subsequent ARC meetings.

The total cost of the internal audit function for the financial year ended 31 December 2025 amounted to **RM16,588.80**, comprising professional fees of RM15,000.00, reimbursements of RM360.00 and service tax of RM1,228.80.



**CORPORATE**

**STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL**

# **Strengthening Resilience Through Effective Control**

Structured risk management supported by robust internal controls

# Statement on Risk Management & Internal Control

## 1. INTRODUCTION

This Statement on Risk Management and Internal Control Statement ("SORMIC") is prepared in respect of the financial year ended 31 December 2025 and in compliance with Paragraph 15.26(b) of the Bursa Malaysia Main Market Listing Requirements and the Malaysia Code on Corporate Governance 2021 and in accordance with the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, as updated by the SORMIC Guide 2025.

This SORMIC covers the operations of Pertama Digital Berhad ("PDB" or "the Company") and its subsidiaries, collectively referred to as "the Group". The entities within scope for the financial year ended 31 December 2025 are Pertama Digital Berhad, Television Airtime Services Sdn. Bhd. ("TAS"), Dapat Vista (M) Sdn. Bhd. ("DVSB"), Pertama Digital Corporate Sdn. Bhd. and PD Secure Sdn. Bhd. (formerly known as Pertama Digital Intellectual Property Sdn. Bhd.).

The Group continues to strengthen and enhance its Enterprise Risk Management ("ERM") framework and internal control systems to support its business objectives, regulatory obligations and long-term sustainability. During the financial year, the Group further refined its enterprise-wide risk management practices, including the consolidation of key risks into a structured enterprise risk register and strengthening governance oversight at Management and Board levels.

## 2. BOARD'S RESPONSIBILITIES

The Board acknowledges its overall responsibility for maintaining a sound system of risk management and internal control to safeguard shareholders' investments, the Group's assets and stakeholders' interests.

The Board has established a risk governance structure whereby the Audit and Risk Committee ("ARC") assists in overseeing the adequacy and effectiveness of the Group's risk management framework and internal control systems. The ARC reviews the Group's risk profile, key risk exposures and mitigation measures on a periodic basis.

To strengthen management-level governance, the Board formally established a Management Committee ("ManCo") during the financial year, with Board approval obtained on 26 August 2025. The ManCo, chaired by the Group Chief Executive Officer ("GCEO"), is responsible for reviewing and making decisions on operational, financial, strategic, commercial and compliance matters, and for escalating material matters to the Board. The ManCo reports to the Board on a regular basis, supporting structured oversight and accountability between Management and Board levels.

The Board has also defined risk tolerance levels to guide Management in managing risks within acceptable parameters. Management is responsible for the implementation and day-to-day monitoring of risk management and internal control systems and reports regularly to the ARC and the Board.

The Board has received assurance from the Executive Director that the Group's risk management and internal control systems have been operating adequately and effectively during the financial year ended 31 December 2025, that there are no significant weaknesses that have resulted in material losses or contingencies requiring disclosure, and that corrective actions are being taken where areas for improvement have been identified.

## 3. RISK MANAGEMENT FRAMEWORK

The Group formally established its ERM Framework during the financial year, with the framework reviewed and endorsed by the ARC and approved by the Board of Directors on 24 February 2026. The ERM Framework is guided by the principles of internationally recognised risk management standards, including ISO 31000 Risk Management, Guidelines and the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Enterprise Risk Management framework.

### 3. RISK MANAGEMENT FRAMEWORK (continued)

It provides a structured approach to identifying, assessing, managing, monitoring and reporting risks across strategic, operational, financial, technology, cybersecurity, regulatory, ESG and emerging risk categories. Phase I of the ERM implementation comprising the establishment of the enterprise risk register and the identification and assessment of inherent enterprise risks was completed during the financial year. Phase II, covering control mapping, control effectiveness validation and residual risk assessment, is currently in progress.

Risks are assessed using a structured likelihood and impact matrix and prioritised accordingly. The Group maintains an enterprise risk register which captures key risks, assigned risk owners, control measures and risk ratings.

Risks are evaluated on both an inherent and residual basis. Inherent risk represents exposure prior to controls, while residual risk reflects exposure after considering the effectiveness of controls.

The Group adopts the Institute of Internal Auditors Three Lines Model as the foundation of its governance structure. Under this model, the First Line (business units) owns and manages risks in day-to-day operations; the Second Line (Management Committee) provides oversight, challenge and policy guidance; and the Third Line (Internal Audit) provides independent assurance to the ARC and Board.

The Board has approved a Risk Appetite Statement that defines the acceptable levels of risk across key categories. In summary, the Group maintains zero tolerance for regulatory and legal non-compliance, bribery and corruption, and data privacy breaches; low tolerance for cybersecurity incidents, financial misstatement and reputational damage; and moderate tolerance for strategic and operational risks in pursuit of its business objectives. Risks assessed as outside appetite are escalated promptly with documented remediation plans.

The principal risks identified in the Group's enterprise risk register for the financial year ended 31 December 2025, together with their inherent risk and residual risk ratings and key mitigations, are summarised below:

- **Cybersecurity and Data Breach Risk** (Inherent: Very High | Residual: High): Given the Group's technology-driven operations, cybersecurity is the highest-rated risk. Key mitigations include robust cybersecurity monitoring, two-factor authentication enforcement, regular vulnerability assessments and penetration testing, cybersecurity awareness training, and oversight by the IT Steering Committee ("ITSC") and the Group's dedicated cybersecurity advisor. The residual risk is assessed as High, reflecting the early-stage maturity of the Group's cybersecurity programme and the IT General Controls enhancements being tracked through the ITSC.
- **Listing Status and Regularisation Risk** (Inherent: Very High | Residual: High): As an Affected Listed Issuer under Paragraph 8.03A of the Main Market Listing Requirements, the Group has reached a significant milestone in its regularisation journey. On 8 April 2026, the Group submitted its Proposed Regularisation Plan to the Securities Commission Malaysia. This followed the formalisation of a supplemental letter concerning the proposed acquisitions of D-Ron Singapore Pte Ltd and D-Ron Malaysia Sdn. Bhd., which included revised terms covering a right of first offer on D-Ron's Thailand operations, extended non-compete obligations, and revised option exercise periods. Key mitigations include a clear regularisation execution roadmap with defined milestones, proactive engagement with the Securities Commission Malaysia, Bursa Malaysia Securities and the Group's principal adviser (M&A Securities Sdn. Bhd.), and strengthened financial reporting and investor communications. The Board actively oversees the regularisation process and receives regular updates from Management and the principal adviser. The residual risk is assessed as High, as the regularisation plan is subject to review and approval by the Securities Commission Malaysia, Bursa Malaysia and shareholders. The outcome ultimately depends on regulatory determinations outside the Group's full control.
- **Government Platform and Contractual Continuity Risk** (Inherent: Very High | Residual: High): Changes in government policy or delays in contract formalisation, particularly relating to eJamin, may disrupt service continuity. Key mitigations include formalising contracts and SLAs with agency partners, strengthening operational controls for funds handling and reconciliation, and maintaining contingency plans for service transition or alternative delivery channels. The residual risk is assessed as High, reflecting operational controls and contingency plans in place, with eJamin contract formalisation progressing with a target in Q3 2026.
- **Regulatory and Compliance Risk** (Inherent: Very High | Residual: High): Non-compliance with listing requirements, data protection laws or other applicable regulations may result in penalties or sanctions. Key mitigations include ongoing monitoring of regulatory developments, periodic compliance reviews and staff compliance training. The residual risk is assessed as High, reflecting the established compliance monitoring framework and active Board oversight through the ARC and Management Committee.

### 3. RISK MANAGEMENT FRAMEWORK (continued)

- **Merger and Acquisition Integration Risk** (Inherent: High | Residual: High): Failure to integrate acquired operations or achieve expected synergies from the D-Ron Group acquisition could impact the Group's turnaround plans. Key mitigations include a structured post-merger integration plan, monthly KPI tracking via an Integration Steering Committee dashboard, and a contractual profit guarantee for FY2025 – FY2026. The residual risk is assessed as High, reflecting the structured governance in place, offset by the execution risks inherent in early-stage integration.

During the financial year, Management undertook a comprehensive review and consolidation of key enterprise risks and presented the risk profile to the ARC and the Board. The Group has also commenced a structured control validation exercise to assess the design and operating effectiveness of key controls supporting the identified risks, with the objective of enhancing the robustness of residual risk assessments.

The risk register is reviewed periodically and updated to reflect emerging risks and changes in the business environment. The Group also conducts periodic scenario analysis covering material risks such as cybersecurity incidents, regulatory disruptions, significant revenue declines and operational outages. Results are reported to the ARC and considered in strategic planning.

### 4. INTERNAL CONTROL SYSTEM

The Group's internal control system comprises policies, procedures and control activities designed to manage risks and support the achievement of business objectives.

Key control areas include:

- **Operational Controls** – Standard operating procedures, approval processes, performance monitoring and segregation of duties.
- **Delegation of Authority** – The Group operates with a Delegation of Authority ("DoA") framework that defines financial and operational approval thresholds across management levels. The Group acknowledges that the DoA framework is currently undergoing a comprehensive review and update to reflect the Group's current organisational structure and operations. This has been identified as a priority area for enhancement and is being actively addressed.
- **Information Technology and Cybersecurity Controls** – System monitoring, access controls, data protection measures, disaster recovery planning and incident response procedures. Given the Group's technology-driven operations, emphasis is placed on maintaining system availability, safeguarding data and managing cybersecurity risks. During the financial year, IT General Controls testing conducted as part of the external audit process identified areas requiring further enhancement across the Group's core platforms (eJamin, MyPay and MySMS), particularly in the areas of cybersecurity governance, user access management and password management controls. These observations have been reported to Management and the ARC, and Management is developing remediation plans which will be tracked through the IT Steering Committee.
- **Compliance and Governance Controls** – During the financial year, the Group reviewed and updated its Code of Business Conduct and Ethics, Whistleblowing Policy and Anti-Bribery and Corruption Policy. These updated policies were approved by the Board of Directors on 24 February 2026. The Group also maintains policies on regulatory compliance, conflict of interest and corporate governance practices.
- **Human Capital Controls** – Performance management, training and development, succession planning and employee engagement initiatives.

The Group continues to enhance and formalise control processes across its operations to strengthen governance and accountability.

## 5. INTERNAL AUDIT

The outsourced internal audit function, performed by Eco Asia Governance Advisory Sdn. Bhd. (“Eco Asia”), conducted a risk-based internal audit review focusing on strategic and governance management and covering key areas of the Group’s operations.

The review encompassed areas including corporate governance, risk management practices, ethics and compliance framework, sustainability (ESG), delegation of authority and strategic planning.

The internal audit was conducted in accordance with an approved audit plan and adopted a risk-based approach, prioritising key governance and risk management areas.

Eco Asia reports functionally to the ARC, and administratively to Management. This reporting structure is designed to maintain the independence and objectivity of the internal audit function. Internal audit findings, recommendations and management responses are presented directly to the ARC, and corrective actions are tracked to closure.

Overall, the internal audit concluded that the Group’s system of internal control is satisfactory, with certain areas identified for enhancement to further strengthen governance, risk management and control processes.

Key areas for enhancement identified by the internal audit include: strengthening governance practices; formalising enterprise risk management processes; updating the DoA framework to clarify approval requirements; and improving sustainability governance and strategic performance monitoring. In response to the internal audit observations on the ethics and compliance framework, the Group reviewed and updated its Code of Business Conduct and Ethics, Group Policy on Whistleblowing and Anti-Bribery and Anti-Corruption (“ABAC”) Policy during the financial year. These updated policies were approved by the Board of Directors on 24 February 2026. Management has acknowledged the remaining findings and is developing action plans with defined timelines to address identified areas for improvement.

Management has taken steps to address the observations and continues to enhance the Group’s internal control environment. The Group will continue to strengthen its internal audit function and expand audit coverage in line with its evolving risk profile.

## 6. IT GOVERNANCE

To strengthen oversight of technology and cybersecurity risks, the Group has established an IT Steering Committee (“ITSC”) to support the Management Committee (“ManCo”). The ITSC held its inaugural meeting on 27 February 2026 and operates under a formally approved Terms of Reference and Charter.

The ITSC is responsible for overseeing IT strategy, system performance, cybersecurity initiatives and key technology risks. The committee provides a structured platform to review IT-related matters, including system resilience, data protection, cloud infrastructure governance, vendor risk management and digital initiatives. The ITSC reports to the ManCo on a regular basis, and escalates key issues to the ARC where appropriate.

In addition, the Group has taken steps to formalise and strengthen its cybersecurity capabilities, including the engagement of a dedicated cybersecurity advisor and the incorporation of a new subsidiary focused on cybersecurity-related offerings. These initiatives reflect the Board’s recognition of cybersecurity as the Group’s highest-rated inherent risk.

## 7. ESG AND SUSTAINABILITY

The Group continues to enhance the integration of environmental, social and governance (“ESG”) considerations into its risk management framework.

The Board acknowledges that the Group’s sustainability governance is at a nascent stage of development. ESG-related risks, including environmental and climate-related risks, ESG disclosure and reporting risks, and data governance risks have been incorporated into the Group’s enterprise risk register and are subject to review by the ARC. The Board and Management are committed to establishing a more formal sustainability governance structure and reporting framework in the coming financial year, including the assignment of ESG data owners and the commencement of a materiality assessment process, in line with evolving Bursa Malaysia sustainability disclosure requirements.

## 8. REVIEW OF EFFECTIVENESS

The Board, through the ARC, has reviewed the adequacy and effectiveness of the Group’s risk management and internal control systems for the financial year ended 31 December 2025 based on:

- Regular Management Committee reports on risk management, operations and compliance matters
- ARC review of the Group’s risk profile and key risk exposures and mitigation matters
- Internal audit findings and recommendations from Eco Asia
- The first formal presentation of the ERM Framework and enterprise inherent risk profile to the ARC and Board on 24 February 2026
- The results of the structured control validation exercise, including insights on control design and operating effectiveness, and management’s action plans to address identified gaps

Based on the above, the Board is satisfied that the Group’s risk management and internal control systems are operating adequately and effectively in all material respects for the financial year ended 31 December 2025.

In accordance with Paragraph 15.23 of the Main Market Listing Requirements, the external auditors, Forvis Mazars PLT, have been engaged to review this Statement on Risk Management and Internal Control and to report the results thereof to the Board of Directors. Their review is conducted pursuant to the Audit and Assurance Practice Guide 3 (AAPG 3) issued by the Malaysian Institute of Accountants and is limited to inquiries and analytical procedures to provide limited assurance that this Statement has been prepared, in all material respects, in accordance with the disclosures required by Section 7 of the SORMIC Guide 2025.

In considering the adequacy and effectiveness of the Group’s internal control systems, the Board has also reviewed the financial position of the Company and its subsidiaries. As certain subsidiaries are in net current liability positions, the Board has considered the appropriateness of the going concern basis of preparation for the Group’s financial statements. The Board, having taken into account the Group’s cash position, the issuance of financial support letters by the Company to its subsidiaries where required, and the Group’s plans and strategic initiatives including the regularisation process, is satisfied that the going concern basis of preparation remains appropriate for the Group’s FY2025 financial statements.

## 9. LIMITATION OF INTERNAL CONTROL SYSTEM

The Group’s risk management and internal control system is designed to manage rather than eliminate risks. Accordingly, it can only provide reasonable and not absolute assurance against material misstatement, loss or fraud.

Inherent limitations include the possibility of human error, management override of controls and unforeseen circumstances.

## 10. CONCLUSION

The Board remains committed to continuously enhancing the Group’s risk management and internal control framework to support sustainable growth and value creation.

This statement is issued in accordance with a resolution of the Board dated 21 April 2026.



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SPM RESULT: Tahniah.  
Keputusan anda telah dikeluarkan.

CORPORATE

OTHER DISCLOSURE REQUIREMENTS

## Additional Disclosures in the Interest of Transparency

Relevant disclosures supporting transparency and accountability

# Other Disclosure Requirements

The Board confirms that the Group has made significant effort to maintain high standard of corporate governance throughout the year under review. The Board acknowledges that achieving excellence in corporate governance is a continuous process and is committed to play a pro-active role in steering the Group towards the highest level of integrity and ethical standard.

## Other Disclosure Requirement

The following is provided in compliance with the MMLR of Bursa Malaysia:-

- **Utilisation of Proceeds**

There were no proceeds raised from any corporate exercises during the financial year ended 31 December 2025.

- **Share Buyback**

There was no share buyback exercise undertaken by the Company during the financial year ended 31 December 2025.

- **Audit and Non-Audit Fees**

The amount of audit fees and non-audit fees paid or payable to the Company's external auditors and their affiliated companies by the Company and the Group in respect of the audit carried out for the financial period ended 31 December 2025 are as follows:-

	Group (RM'000)	Company (RM'000)
<b>Audit fees</b>		
Statutory audit	217	97
Other assurance	464	464
<b>Non-audit fees</b>		
Non-assurances	165	160
<b>Total</b>	<b>846</b>	<b>721</b>

- **Profit Guarantee**

The Company did not provide any profit guarantee during the financial year ended 31 December 2025.

- **Variation in results**

The Audited Financial Statements of the Company for the financial year ended 31 December 2025 reflected certain year-end audit finalisation adjustments compared with the unaudited Quarterly Results of the Group announced on 24 February 2026, including the recognition of an additional non-cash impairment. A deviation announcement in relation to the above was made to Bursa Malaysia Securities Berhad on 30 April 2026.

- **Material Contracts Involving Directors and Substantial Shareholders**

The Company and its subsidiaries did not enter into any material contracts involving Directors and Substantial Shareholders during the financial year ended 31 December 2025.

- **Recurrent Related Party Transactions**

The Group did not have any recurrent related party transactions of revenue or trading nature during the financial year under review, which exceeded the materiality threshold stipulated in Rule 10.09 (2)(b) of the MMLR of Bursa Malaysia.

- **Disclosure of financial data for shariah screening**

Pursuant to Paragraph 9.25A of the Main Market Listing Requirements below are relevant financial data that are relevant for the purpose of Shariah screening by the Shariah Advisory Council of the Securities Commission Malaysia. These include financial data on Shariah non-permissible income arising from the Group's business activities and interest-based financial position.

(a) **Group Total Income and Total Assets**

	<b>Group</b>	
	<b>2025</b>	<b>2024</b>
	<b>(RM'000)</b>	<b>(RM'000)</b>
<b>Total Income</b>		
Revenue	8,057	7,786
Other Income	106	17
<b>Total</b>	<b>8,163</b>	<b>7,803</b>
<b>Total Assets</b>	<b>195,363</b>	<b>212,314</b>

(b) **Business Activities**

	<b>Group</b>	
	<b>2025</b>	<b>2024</b>
	<b>(RM'000)</b>	<b>(RM'000)</b>
<b>Shariah Non-Compliant Activities</b>		
Others	1,220	2,647
	Normal Trading	
<b>Total</b>	<b>1,220</b>	<b>2,647</b>

(c) **Component of Financial Position**(i) **Cash Component**

	<b>Group</b>	
	<b>2025</b>	<b>2024</b>
	<b>(RM'000)</b>	<b>(RM'000)</b>
<b>Islamic Account/Instruments</b>		
Islamic money market funds	162,204	130,840
Cash at bank (exclude cash in hand)	21,376	62,465
<b>Total</b>	<b>183,580</b>	<b>193,305</b>
<b>Conventional Account/Instruments</b>		
Cash at bank (exclude cash in hand)	70	194
Deposits with licensed bank	266	263
Financial assets/instruments*	-	-
	Short-term Investment	
<b>Conventional Components</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>183,916</b>	<b>193,762</b>

- Disclosure of financial data for shariah screening (continued)

## (c) Component of Financial Position (continued)

## (ii) Debt Component

	Group	
Islamic Financing	2025 (RM'000)	2024 (RM'000)
<b>Current</b>	-	-
Trade Bills	-	-
Bank Overdrafts	-	-
Islamic Components	-	-
<b>Non-Current</b>	-	-
<b>Total</b>	-	-

	Group	
Conventional Borrowing	2025 (RM'000)	2024 (RM'000)
<b>Current</b>	-	-
Bank Overdrafts	-	-
Hire purchase payables	-	-
<b>Non-Current</b>	-	-
Hire purchase payables	-	-
<b>Total</b>	-	-



**FINANCE**

**GROUP FINANCIAL HIGHLIGHTS**

# **Building Financial Foundations for Tomorrow**

An overview of the Group's financial position and the disciplined growth supporting our journey forward.

# Reports and Financial Statements for the Financial Year Ended 31 December 2025

**PERTAMA DIGITAL BERHAD**  
(Incorporated in Malaysia)

## CORPORATE INFORMATION

<b>Domicile</b>	: Malaysia
<b>Legal Form and Place of Incorporation</b>	: Public company limited by way of shares incorporated in Malaysia
<b>Registered Office</b>	: Unit 11.07, Amcorp Tower Amcorp Trade Centre 18, Persiaran Barat 46050 Petaling Jaya Selangor
<b>Principal Place of Business</b>	: Unit E-06-06 & E-06-07, Level 6 Tower 2, Menara Suezcap, KL Gateway No. 2, Jalan Kerinchi Gerbang Kerinchi Lestari 59200 Kuala Lumpur Wilayah Persekutuan

# Directors' Report for the Financial Year Ended 31 December 2025

The directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2025.

## PRINCIPAL ACTIVITIES

The Company is principally engaged in investment holding. The principal activities of the subsidiaries are disclosed in note 7 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

## RESULTS

	Group	Company
	RM'000	RM'000
Loss for the financial year:	(10,531)	(25,614)
	=====	=====
Loss for the financial year attributable to:		
Owners of the Company	(5,634)	(25,614)
Non-controlling interests	(4,897)	-
	-----	-----
	(10,531)	(25,614)
	=====	=====

## DIVIDEND

No dividend was paid or declared by the Company since the end of the previous financial period.

## ISSUE OF SHARES AND DEBENTURES

There were no issuance of shares or debentures during the financial year.

## SHARE OPTIONS

No option was granted to any person to take up unissued shares of the Company during the financial year.

## RESERVES AND PROVISIONS

All material transfers, if any, to or from reserves and provisions during the financial year are disclosed in the financial statements.

## SUBSIDIARIES

Details of the subsidiaries are set out in note 7 to the financial statements.

There is no qualified auditors' report on the financial statements of any subsidiary for the financial year in which this report is made.

At the end of the financial year, none of the subsidiaries held any shares in the Company.

**DIRECTORS**

The directors in office during the period commencing from the beginning of the financial year to the date of this report are:

Dato' Dr Suhazimah Binti Dzazali

Sabri Bin Ab. Rahman

Tun Dato' Seri Zaki Bin Tun Azmi

YTM Tunku Syed Razman Bin Tunku Syed Idrus

Dato' Mohd Sallehuddin Bin Othman (Appointed on 1 July 2025)

Chan Kah Hong (Resigned on 5 March 2026)

Dato' Faisal Zelman Bin Abdul Malik (Resigned on 20 January 2025)

Datuk Ahmad Nazri Bin Abdullah (Resigned on 26 August 2025)

Wong Yoke Nyen (Resigned on 7 March 2025)

**LIST OF DIRECTORS OF SUBSIDIARIES**

The directors in office of the subsidiaries during the period commencing from the beginning of the financial year to the date of this report are:

Datuk Ng Bee Ken

Khairul Amanda Binti Sabri

Sabri Bin Ab. Rahman

Tun Dato' Seri Zaki Bin Tun Azmi

Amir Fazly Bin Ahmad Nazri (Appointed on 13 January 2026)

Chan Kah Hong (Resigned on 15 January 2026)

Mohd Reza Bin Mohd Hatta (Resigned on 15 January 2026)

**DIRECTORS' INTERESTS IN SHARES**

The following directors, who held office at the end of the financial year, had interests in shares as follows:

	At 1.1.2025	Acquisition	Disposal	At 31.12.2025
<i>The Company</i>				
Sabri Bin Ab. Rahman				
- <i>direct interest</i>	10,226,438	-	-	10,226,438
- <i>indirect interest</i> <sup>#1</sup>	44,000,000	-	-	44,000,000
Tun Dato' Seri Zaki Bin Tun Azmi				
- <i>indirect interest</i> <sup>#</sup>	10,326,600	-	-	10,326,600
- <i>indirect interest</i> <sup>#1</sup>	44,000,000	-	-	44,000,000

# Deemed interest by virtue of his spouse's shareholdings in the Company

#<sup>1</sup> Deemed interest by virtue of their shareholdings in MyPay Capital Sdn. Bhd.

By virtue of their interests in shares in the Company, Sabri Bin Ab. Rahman and Tun Dato' Seri Zaki Bin Tun Azmi are deemed to have interests in shares of all the subsidiaries to the extent that the Company has an interest.

Other than as disclosed above, none of the other directors in office at the end of the financial year held any interests in shares in the Company during the financial year.

**DIRECTORS' BENEFITS**

Neither during nor at the end of the financial year was the Company or any of its subsidiaries a party to any arrangements whose object is to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Since the end of the previous financial year, no director or past director of the Company has received nor become entitled to receive any benefits, other than a benefit included in the aggregate amount of remuneration received or due and receivable by the directors shown in the notes to the financial statements or the fixed salary of full-time employee of the Company, by reason of a contract made by the Company or a related corporation with any director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

Remuneration of the directors of the Company during the financial year are as follows:

	Group RM'000	Company RM'000
Other emoluments (salaries, allowances and benefit-in-kind)	528	408
Defined contribution benefits	62	47
	-----	-----
	590	455
	=====	=====

**OTHER INFORMATION**

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps:

- (i) to ascertain that appropriate action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts, and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts; and
- (ii) to ensure that any current assets which were unlikely to realise in the ordinary course of business including the values of current assets as shown in the accounting records of the Group and of the Company have been written down to an amount which the current assets might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances:

- (i) which would render the amount written off for bad debts or the amount of allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
- (ii) which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading; or
- (iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

At the date of this report, there does not exist:

- (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
- (ii) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

No contingent or other liability of the Group or its subsidiaries has become enforceable, or is likely to become enforceable, within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may affect the ability of the Company or its subsidiaries to meet their obligations as and when they fall due.

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the respective financial statements misleading.

**OTHER INFORMATION (continued)**

In the opinion of the directors:

- (i) except for the loss allowance on other receivables, impairment losses on investment in a subsidiary and development costs recognised in the current financial year, the results of the operations of the Group and of the Company for the financial year were not substantially affected by any item, transaction or event of a material or unusual nature; and
- (ii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

**EVENTS OCCURRED SINCE PREVIOUS FINANCIAL YEAR AND CURRENT FINANCIAL YEAR**

Events occurred since the previous financial year and current financial year are disclosed in note 25 to the financial statements.

**AUDITORS**

To the extent permitted by laws, the Company has agreed to indemnify its auditors, as part of the terms of its audit engagement, against claims arising from the audit. No payment has been made to indemnify the auditors for the current financial year.

The total amount paid to or receivable by the auditors of the Group and of the Company as remuneration for their services as auditors for the current financial year are as follows:

	Group RM'000	Company RM'000
Statutory audit:		
- Auditors of the Company	217	97
Other assurance engagements:		
- Auditors of the Company	464	464
Non-assurance engagements:		
- Auditors of the Company	165	160
	-----	-----
	846	721
	=====	=====

The auditors, Forvis Mazars PLT, Chartered Accountants, have expressed their willingness to accept re-appointment.

**APPROVAL OF THE DIRECTORS' REPORT**

This report is approved by the board of directors, and signed on behalf of the board of directors in accordance with a directors' resolution.

**SABRI BIN AB. RAHMAN**

Director

**DATO' MOHD SALLEHUDDIN BIN OTHMAN**

Director

**PERTAMA DIGITAL BERHAD**  
(Incorporated in Malaysia)**STATEMENT BY DIRECTORS**

Pursuant to Section 251(2) of the Companies Act 2016

We, Sabri Bin Ab. Rahman and Dato' Mohd Sallehuddin Bin Othman, being two of the directors of Pertama Digital Berhad, do hereby state that, in the opinion of the directors, the accompanying financial statements are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2025, and of their financial performance and their cash flows for the financial year then ended in accordance with MFRS Accounting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

Signed on behalf of the board of directors in accordance with a directors' resolution.

**SABRI BIN AB. RAHMAN**

Director

**DATO' MOHD SALLEHUDDIN BIN OTHMAN**

Director

**PERTAMA DIGITAL BERHAD**  
(Incorporated in Malaysia)**STATUTORY DECLARATION**

Pursuant to Section 251(1)(b) of the Companies Act 2016

I, Sabri Bin Ab. Rahman (NRIC No. 590730-03-5567), being the director primarily responsible for the financial management of Pertama Digital Berhad, do solemnly and sincerely declare that, to the best of my knowledge and belief, the accompanying financial statements are correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared  
by the abovenamed  
**Sabri Bin Ab. Rahman**  
at Kuala Lumpur  
in the Federal Territory  
this

SABRI BIN AB. RAHMAN

Before me:

Commissioner for Oath

**INDEPENDENT AUDITORS' REPORT**  
**TO THE MEMBERS OF PERTAMA DIGITAL BERHAD**  
Registration No.: 198401002327 (114842-H)  
(Incorporated in Malaysia)

**Report on the Audit of the Financial Statements**

*Opinion*

We have audited the financial statements of Pertama Digital Berhad, which comprise the statements of financial position as at 31 December 2025 of the Group and of the Company, and the statements of total comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 97 to 139.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2025, and of their financial performance and their cash flows for the financial year then ended in accordance with MFRS Accounting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

*Basis for Opinion*

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Independence and Other Ethical Responsibilities*

We are independent of the Group and of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), as applicable to audits of financial statements of public interest entities, and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

*Key Audit Matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**INDEPENDENT AUDITORS' REPORT  
TO THE MEMBERS OF PERTAMA DIGITAL BERHAD**  
Registration No.: 198401002327 (114842-H)  
(Incorporated in Malaysia)

**Group**

Measurement of Intangible Assets

Refer to "Intangible Assets" and "Significant Accounting Judgements and Estimates" in notes 6 and 4(iii and iv) to the financial statements respectively.

*The risk*

The Group is involved in the development of new mobile and digital solutions or the improvement of existing mobile and digital solutions. As at 31 December 2025, the carrying amount of development costs amounted to RM2,398,000. These include both capitalised development costs available for use and development costs work-in-progress as at the financial year end.

The capitalised development costs available for use are amortised on a straight-line method over its useful life and reviewed annually by the management for indicators of impairment. The development costs work-in-progress are subject to impairment assessment, irrespective of whether there is any indication of impairment. In determining the recoverable amount of the cash-generating unit, management estimates the value in use of the assets. Management assessed the value in use based on approved cash flow projections and business plans and applied a suitable discount rate to calculate the net present value of those estimated cash flows.

As a result, in the current financial year, the Group recognised an impairment loss of RM6,508,000 in profit or loss due to lower assessed recoverable amount of the development cost as compared to its carrying amount at the end of reporting period.

This is considered a key audit matter, due to the significance of the carrying amount of development costs at the end of financial year and use of significant management's estimates and judgements required for the preparation of underlying key assumptions in the impairment assessment.

*Our response*

In addressing the risk, we performed, amongst others, the following procedures:

- Obtained an understanding of management's impairment assessment process and performed an evaluation of the design and implementation of the related key control.
- Performed retrospective review on the impairment assessment of development cost.
- Obtained value-in-use calculations prepared by management for the development costs available for use and tested the reasonableness of key assumptions used in the calculations, including reviewing the appropriateness of the input data in deriving the discount rate.
- Performed sensitivity analysis to test the reasonable possible changes to the key assumptions in the cash flow projections.

**Company**

We do not have key audit matters in connection with the audit of the separate financial statements of the Company to be communicated in this report.

*Information Other than the Financial Statements and Auditors' Report Thereon*

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**INDEPENDENT AUDITORS' REPORT**  
**TO THE MEMBERS OF PERTAMA DIGITAL BERHAD**  
Registration No.: 198401002327 (114842-H)  
(Incorporated in Malaysia)

*Responsibilities of the Directors for the Financial Statements*

The directors of the Company are responsible for the preparation of the financial statements of the Group and of the Company that give a true and fair view in accordance with MFRS Accounting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of the financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

*Auditors' Responsibilities for the Audit of the Financial Statements*

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

**INDEPENDENT AUDITORS' REPORT**  
**TO THE MEMBERS OF PERTAMA DIGITAL BERHAD**  
Registration No.: 198401002327 (114842-H)  
(Incorporated in Malaysia)

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

The report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

**Forvis Mazars PLT**

201706000496 (LLP0010622-LCA)

AF 001954

Chartered Accountants

Kuala Lumpur

**Rajvinderjit Singh A/L Savinder Singh**

03400/11/2026 J

Chartered Accountant

ID\_7530

**PERTAMA DIGITAL BERHAD**  
(Incorporated in Malaysia)

**STATEMENTS OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2025**

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>ASSETS</b>					
<b>NON-CURRENT ASSETS</b>					
Property, plant and equipment	5	169	115	2	3
Intangible assets	6	2,398	9,154	-	-
Investments in subsidiaries	7	-	-	-	3,000
Other receivables	10	2,771	-	1,036	20,304
		-----	-----	-----	-----
		5,338	9,269	1,038	23,307
		-----	-----	-----	-----
<b>CURRENT ASSETS</b>					
Trade receivables	8	244	267	-	-
Contract assets	9	27	-	-	-
Other receivables, deposits and prepayments	10	5,838	8,990	2,702	4,649
Current tax assets		-	26	-	-
Islamic money market funds	11	162,204	130,840	-	-
Fixed deposits with licensed banks	11	266	263	258	250
Cash and bank balances	11	21,446	62,659	17	168
		-----	-----	-----	-----
		190,025	203,045	2,977	5,067
		-----	-----	-----	-----
<b>TOTAL ASSETS</b>		=====	=====	=====	=====
		195,363	212,314	4,015	28,374
		=====	=====	=====	=====
<b>EQUITY AND LIABILITIES</b>					
<b>EQUITY</b>					
Share capital	12	59,107	59,107	59,107	59,107
Reserves		(46,453)	(40,819)	(57,244)	(31,630)
Equity attributable to owners of the Company		-----	-----	-----	-----
		12,654	18,288	1,863	27,477
Non-controlling interests		(8,671)	(3,774)	-	-
		-----	-----	-----	-----
<b>TOTAL EQUITY</b>		-----	-----	-----	-----
		3,983	14,514	1,863	27,477
		-----	-----	-----	-----
<b>NON-CURRENT LIABILITY</b>					
Other payables	14	2,046	-	470	-
		-----	-----	-----	-----
<b>CURRENT LIABILITIES</b>					
Trade payables	13	267	163	-	-
Other payables and accruals	14	188,981	197,624	1,675	897
Contract liabilities	9	85	13	-	-
Current tax liabilities		1	-	7	-
		-----	-----	-----	-----
		189,334	197,800	1,682	897
		-----	-----	-----	-----
<b>TOTAL LIABILITIES</b>		-----	-----	-----	-----
		191,380	197,800	2,152	897
		-----	-----	-----	-----
<b>TOTAL EQUITY AND LIABILITIES</b>		=====	=====	=====	=====
		195,363	212,314	4,015	28,374
		=====	=====	=====	=====

The accompanying notes form an integral part of the financial statements

**PERTAMA DIGITAL BERHAD**  
(Incorporated in Malaysia)

**STATEMENTS OF TOTAL COMPREHENSIVE INCOME  
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025**

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Revenue	15	8,057	7,786	4,622	3,662
Cost of sales		(3,670)	(4,590)	-	(950)
Gross profit		4,387	3,196	4,622	2,712
Other income and gains		106	17	104	1
Interest expense on financial asset measured at amortised cost		(177)	-	-	-
Interest income on financial liabilities measured at amortised cost		131	-	30	-
Selling and distribution expenses		(388)	(287)	-	-
Administrative and general expenses		(7,827)	(3,407)	(6,535)	(2,342)
Loss allowance on other receivables		-	-	(20,585)	-
Impairment loss on investment in a subsidiary		-	-	(3,000)	-
Impairment loss on development costs		(6,508)	(205)	-	-
Reversal of loss allowance on trade receivables		-	30	-	-
Other expenses		(109)	(283)	(109)	(283)
Finance costs		-	(254)	-	-
(Loss)/Profit before tax	16	(10,385)	(1,193)	(25,473)	88
Taxation	17	(146)	(4)	(141)	-
Total (loss)/profit for the financial year		(10,531)	(1,197)	(25,614)	88
Other comprehensive income		-	-	-	-
Total comprehensive (loss)/ income for the financial year		(10,531)	(1,197)	(25,614)	88

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Total comprehensive (loss)/income for the financial year attributable to:</b>					
Owners of the Company		(5,634)	(528)	(25,614)	88
Non-controlling interests		(4,897)	(669)	-	-
		(10,531)	(1,197)	(25,614)	88
Loss per share attributable to the owners of the Company (sen)					
- Basic and diluted	18	(1.29)	(0.12)		

The accompanying notes form an integral part of the financial statements

**PERTAMA DIGITAL BERHAD**  
(Incorporated in Malaysia)

**STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025**

<b>Group</b>	<i>Attributable to Owners of the Company</i>				
	<i>Non-Distributable</i>	<i>Distributable</i>		<i>Non-controlling interests</i>	<i>Total equity</i>
	Share capital	Accumulated losses	Total		
	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January 2024	59,107	(40,291)	18,816	(3,105)	15,711
Loss for the financial year, representing total comprehensive loss for the financial year	-	(528)	(528)	(669)	(1,197)
At 31 December 2024	59,107	(40,819)	18,288	(3,774)	14,514
Loss for the financial year, representing total comprehensive loss for the financial year	-	(5,634)	(5,634)	(4,897)	(10,531)
At 31 December 2025	59,107	(46,453)	12,654	(8,671)	3,983

<b>Company</b>	Share capital	Accumulated losses	Total equity
	RM'000	RM'000	RM'000
At 1 January 2024	59,107	(31,718)	27,389
Total comprehensive income for the financial year	-	88	88
At 31 December 2024	59,107	(31,630)	27,477
Total comprehensive loss for the financial year	-	(25,614)	(25,614)
At 31 December 2025	59,107	(57,244)	1,863

The accompanying notes form an integral part of the financial statements

**PERTAMA DIGITAL BERHAD**  
(Incorporated in Malaysia)

**STATEMENTS OF CASH FLOWS**  
**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025**

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>OPERATING ACTIVITIES</b>					
(Loss)/Profit before tax		(10,385)	(1,193)	(25,473)	88
Adjustments for:					
Amortisation of development costs		1,366	975	-	-
Bad debts written off		49	-	-	-
Depreciation of property, plant and equipment		56	53	1	1
Development costs written off		218	-	-	-
Impairment loss on investment in a subsidiary		-	-	3,000	-
Impairment loss on development costs		6,508	205	-	-
Interest expense		-	254	-	-
Interest income		(7)	(123)	(1,323)	(1,184)
Interest expense/(income) on financial instruments measured at amortised cost, net		46	-	(30)	-
Loss allowance on other receivables		-	-	20,585	-
Loss on disposal of property, plant and equipment		-	7	-	-
Property, plant and equipment written off		1	-	-	-
Reversal of loss allowance on trade receivables		-	(30)	-	-
Provision for legal claims		679	-	679	-
Operating (loss)/profit before working capital changes		(1,469)	148	(2,561)	(1,095)
Changes in receivables		79	555	1,956	(7,129)
Changes in payables		580	676	598	(171)
Changes in contract assets and liabilities		45	36	-	18
Cash (used in)/generated from operations		(765)	1,415	(7)	(8,377)
Interest received		7	123	7	123
Tax paid, net		(119)	(8)	(134)	-
Net cash (used in)/generated from operating activities		(877)	1,530	(134)	(8,254)

**PERTAMA DIGITAL BERHAD**  
(Incorporated in Malaysia)

**STATEMENTS OF CASH FLOWS**  
**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025**

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>INVESTING ACTIVITIES</b>					
Acquisition of property, plant and equipment		(111)	-	-	-
Addition of development costs		(1,336)	(2,060)	-	-
Payment on behalf to a director		(9)	-	(9)	-
Proceeds from disposal of property, plant and equipment		-	24	-	-
Receipt of profit guarantee refund		108	512	-	-
Net cash used in investing activities		(1,348)	(1,524)	(9)	-
<b>FINANCING ACTIVITIES</b>					
Advances from shareholders		2,077	500	-	500
Uplift in pledged deposit, net		5	7,994	-	8,000
Repayment of bank borrowing		-	(8,000)	-	-
Interest paid		-	(254)	-	-
Net cash generated from financing activities		2,082	240	-	8,500
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS</b>		<b>(143)</b>	<b>246</b>	<b>(143)</b>	<b>246</b>
<b>CASH AND CASH EQUIVALENTS BROUGHT FORWARD</b>		<b>419</b>	<b>173</b>	<b>418</b>	<b>172</b>
<b>CASH AND CASH EQUIVALENTS CARRIED FORWARD</b>	11	<b>276</b>	<b>419</b>	<b>275</b>	<b>418</b>

**PERTAMA DIGITAL BERHAD**  
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025**

## 1. GENERAL INFORMATION

Pertama Digital Berhad is a public company limited by way of shares and is incorporated and domiciled in Malaysia. The Company is listed on the Main Market of Bursa Malaysia Securities Berhad. The addresses of the principal place of business and registered office of the Company are disclosed in page 86.

The consolidated financial statements of the Company comprise the Company and its subsidiaries (collectively referred to as the "Group").

The Company is principally engaged in investment holding. The principal activities of the subsidiaries are disclosed in note 7. There have been no significant changes in the nature of these activities during the financial year.

## 2. BASIS OF PREPARATION

The financial statements of the Group and of the Company have been prepared in accordance with MFRS Accounting Standards issued by the Malaysian Accounting Standards Board, IFRS Accounting Standards issued by the International Accounting Standards Board and the requirements of the Companies Act 2016 in Malaysia.

The financial statements are presented in Ringgit Malaysia ("RM"), which is also the functional currency of the Company. All amounts in the financial statements are rounded to the nearest thousand, unless otherwise stated.

The financial statements have been prepared on the historical cost basis, except for other measurement bases applied, including fair value, as stated in the material accounting policies which are set out in note 3.

### Application of new amendments

In the current financial year, the Group and the Company have applied several new amendments to MFRS that became effective mandatorily for the financial periods beginning on or after 1 January 2025. The adoption of the new amendments to MFRS did not have significant impact on the financial statements of the Group and the Company.

### Amendments issued that are not yet effective

The Group and the Company have not applied the following amendments and new standards that have been issued by the MASB, which may be relevant to the Group and the Company, but not yet effective:

		<i>Effective Date</i>
Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 1, MFRS 7, MFRS 9, MFRS 10 and MFRS 107	Annual improvements to MFRS Accounting Standards – Volume 11	1 January 2026
Amendments to MFRS 9 and MFRS 7	Contracts Referencing Nature - dependent Electricity	1 January 2026
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 19	Amendments to MFRS 19 <i>Subsidiaries without Public Accountability: Disclosures</i>	1 January 2027
Amendments to MFRS 121	Translation to Hyperinflationary Presentation Currency	1 January 2027
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be announced by MASB

The adoption of the above amendments and new standards are not expected to have material impact on the financial position and financial performance of the Group and of the Company when they become effective. The adoption of MFRS 18 will change certain presentation and disclosure in the financial statements. The Group and the Company are evaluating their impact and plans to adopt MFRS 18 when it is effectively mandatorily.

### 3. MATERIAL ACCOUNTING POLICIES

(i) Basis of consolidation

Subsidiaries are entities (including structured entities, if any) controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Potential voting rights are considered when assessing control only when such rights are substantive. The Group also considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return.

(a) Business combinations

Acquisitions of businesses are accounted for using the acquisition method.

(b) Non-controlling interests

Non-controlling interests are presented within equity in the consolidated statement of financial position, separately from the equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

(ii) Financial instruments

Financial assets and financial liabilities are recognised in the statements of financial position when the Group has become a party to the contractual provisions of the instruments.

Financial instruments are classified as financial assets, financial liabilities or equity instruments in accordance with the substance of the contractual arrangement and their definitions in MFRS 132. Interest, dividends, gains and losses relating to a financial instrument classified as a liability are reported as an expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity.

Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

A financial instrument (with the exception of trade receivables that do not contain a significant financing component) is recognised initially at its fair value. Transaction costs that are directly attributable to the acquisition or issue of the financial instrument (other than a financial instrument at fair value through profit or loss) are added to/deducted from the fair value on initial recognition, as appropriate. Transaction costs on the financial instrument at fair value through profit or loss are recognised immediately in profit or loss.

Financial instruments recognised in the statements of financial position are disclosed in the individual policy statement associated with each item.

(a) Financial assets

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value (through profit or loss, or other comprehensive income), depending on the classification of the financial assets.

*Debt instruments*

(i) Amortised cost

The financial asset is held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset. When the asset has subsequently become credit-impaired, the interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset.

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts), excluding expected credit losses, through the expected life of the financial asset or a shorter period (where appropriate).

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### (ii) Financial instruments (continued)

##### (a) Financial assets (continued)

###### *Debt instruments (continued)*

##### (ii) Fair value through profit or loss

All other financial assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss.

The Group reclassifies debt instruments when and only when its business model for managing those assets change.

##### (b) Financial liabilities at amortised cost

These financial liabilities are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts), through the expected life of the financial liability or a shorter period (where appropriate).

##### (c) Equity instruments

Equity instruments classified as equity are measured initially at cost and are not remeasured subsequently.

Ordinary shares are classified as equity and recorded at the proceeds received, net of directly attributable transaction costs.

##### (d) Derecognition

A financial asset or part of it is derecognised when, and only when, the contractual rights to the cash flows from the financial asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset measured at amortised cost, the difference between the carrying amount of the asset and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of a debt instrument classified as fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the fair value reserve is reclassified from equity to profit or loss.

In contrast, there is no subsequent reclassification of the fair value reserve to profit or loss following the derecognition of an equity investment.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expires. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

#### (iii) Investments in subsidiaries

Investments in subsidiaries are stated at cost in the statement of financial position of the Company, and are reviewed for impairment at the end of the reporting year if events or changes in circumstances indicate that the carrying values may not be recoverable. The cost of the investments includes transaction costs.

#### (iv) Property, plant and equipment

Property, plant and equipment are initially measured at cost. Cost includes expenditure that are directly attributable to the acquisition of the asset and other costs directly attributable to bringing the asset to working condition for its intended use.

Subsequent to initial recognition, property, plant and equipment is stated at cost less accumulated depreciation and any impairment losses.

**3. MATERIAL ACCOUNTING POLICIES (continued)****(iv) Property, plant and equipment (continued)**

Depreciation is charged to profit or loss on a straight-line method to write off the depreciable amount of the assets net of the estimated residual values over their estimated useful lives. The useful lives of property, plant and equipment are as follows:

Computer	5 years
Furniture and fittings	5 years
Motor vehicles	5 years
Office equipment	5 years
Renovation	10 years

Property, plant and equipment are not depreciated upon classified as held for sale.

The depreciation method, useful lives and residual values are reviewed, and adjusted if appropriate, at the end of each reporting period to ensure that the amounts, method and periods of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of the property, plant and equipment. Any changes are accounted for as a change in estimate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use.

**(v) Intangible assets****Intangible asset - development costs**

Costs incurred during the development phase are capitalised as assets when the following criteria are fulfilled:

- it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- management intends to complete the intangible asset and use or sell it;
- there is an ability to use or sell the intangible asset;
- it can be demonstrated how the intangible asset will generate probable future economic benefits;
- availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the expenditure during development phases can be reliably measured.

Capitalised development costs are measured at cost less accumulated amortisation and impairment losses. The development costs are amortised on a straight-line basis over its useful life from the point at which the asset is ready for sale or use. The amortisation period and the amortisation method are reviewed at each reporting date.

The estimated useful lives for development costs available for use are 10 years.

Development costs that do not meet these criteria are recognised as an expense when incurred. Development costs initially recognised as an expense is not recognised as an asset in the subsequent periods.

**(vi) Contract asset and contract liability**

A contract asset is recognised when the Group's right to consideration is conditional on something other than the passage of time. A contract asset is subject to impairment requirements of MFRS 9 *Financial Instruments*.

A contract liability is stated at cost and represents the obligation of the Group to transfer goods or services to a customer for which consideration has been received (or the amount is due) from the customers.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### (vii) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, bank balances, demand deposits, and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value with average maturity periods of three months or less.

For the purpose of the statement of cash flows, cash and cash equivalents are presented net of fixed deposits with tenure more than three months, pledged fixed deposits and restricted bank balances and deposits.

#### (viii) Impairment

##### (a) Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at fair value through other comprehensive income, receivables and contract assets.

The expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. The Group always recognises lifetime expected credit losses for trade receivables and contract assets using the simplified approach. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience and are adjusted for forward-looking information (including time value of money where appropriate).

For all other financial instruments, the Group recognises lifetime expected credit losses when there has been a significant increase in credit risk since initial recognition.

However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to twelve months expected credit losses.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at fair value through other comprehensive income, for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

##### *Significant increase in credit risk*

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information. In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- Existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- An actual or expected significant deterioration in the operating results of the debtor;
- Significant increases in credit risk on other financial instruments of the same debtor;
- An actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations;
- An actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;  
or
- Significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### (viii) Impairment (continued)

##### (a) Impairment of financial assets (continued)

###### *Significant increase in credit risk (continued)*

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group considers a financial instrument to have low credit risk if:

- The financial instrument has a low risk of default;
- The debtor has a strong capacity to meet its contractual cash flow obligations in the near term;
- The financial asset has external credit rating of 'investment grade' in accordance with the globally understood definition.

###### *Definition of default*

The Group considers a financial asset to be in default when contractual payments are more than 90 days past due, unless there is reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate. The Group also considers a financial asset is in default when there is a breach of financial covenants by the debtor; or when there is indication that the debtor is unlikely to settle its indebtedness to the Group in full, without considering any collaterals held by the Group.

###### *Credit-impaired financial asset*

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the issuer or the borrower;
- A breach of contract, such as a default or being more than 90 days past due;
- The lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- The disappearance of an active market for that financial asset because of financial difficulties.

##### (b) Impairment of non-financial assets

The carrying values of non-financial assets are reviewed at the end of each reporting period for impairment when there is an indication that the assets might be impaired. If any such indication exists, then the asset's recoverable amount is estimated. For intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each period at the same time.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash flows from continuing use that are largely independent of the cash inflows of other assets or cash generating-units ("CGU"). Subject to an operating segment ceiling test, for the purpose of goodwill impairment testing, CGU to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to a CGU that are expected to benefit from the synergies of the combination.

The recoverable amount for an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

An impairment loss is recognised if the carrying amount of an asset or its related CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGU are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs) and then to reduce the carrying amounts of the other assets in the cash-generating unit (groups of CGUs) on a pro-rata basis.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### (viii) Impairment (continued)

##### (b) Impairment of non-financial assets (continued)

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment losses are credited to profit or loss in the financial year in which the reversals are recognised.

#### (ix) Employee benefits

##### (a) Short-term benefits

Wages, salaries and paid annual leave are measured on an undiscounted basis and are recognised in profit or loss in the period in which the associated services are rendered by employees of the Group.

##### (b) Defined contribution plans

The Group's and its subsidiaries' contributions to defined contribution plans are recognised in profit or loss in the period to which they relate. Once the contributions have been paid, the Group has no further liability in respect of the defined contribution plans.

##### (c) Termination benefits

Termination benefits are those benefits which are payable when employment is terminated before the contractual periods, or whenever an employee accepts voluntary redundancy in exchange for these benefits.

Termination benefits are expensed to profit or loss at earlier when the Group can no longer withdraw the offer of those benefits to affected employees or in the event the Group recognised costs for a restructuring.

#### (x) Income taxes

##### (a) Current tax

Current tax assets and liabilities are expected amount of income tax recoverable or payable to the taxation authorities.

Current taxes are measured using tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period and are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss (either in other comprehensive income or directly in equity).

##### (b) Deferred tax

Deferred tax is recognised using the liability method for all temporary differences other than those that arise from goodwill or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that the related tax benefits will be realised.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### (x) Income taxes (continued)

##### (a) Deferred tax (continued)

Current and deferred tax items are recognised in correlation to the underlying transactions either in profit or loss, other comprehensive income or directly in equity. Deferred tax arising from a business combination is adjusted against goodwill or negative goodwill.

Current tax assets and liabilities or deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same taxable entity (or on different tax entities but they intend to settle current tax assets and liabilities on a net basis) and the same taxation authority.

#### (xi) Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

#### (xii) Earnings per ordinary shares

Basic earnings per ordinary share is calculated by dividing the consolidated profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the reporting year, adjusted for own shares held.

Diluted earnings per ordinary share is determined by adjusting the consolidated profit or loss attributable to ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding, adjusted for the effects of all dilutive potential ordinary shares.

#### (xiii) Fair value measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using a valuation technique. The measurement assumes that the transaction takes place either in the principal market or in the absence of a principal market, in the most advantageous market. For non-financial asset, the fair value measurement takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial reporting purposes, the fair value measurements are analysed into level 1 to level 3 as follows:

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liability that the entity can access at the measurement date;

Level 2: Inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3: Inputs are unobservable inputs for the asset or liability.

The transfer of fair value between levels is determined as of the date of the event or change in circumstances that caused the transfer.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### (xiv) Revenue from contracts with customers

Revenue from contracts with customers is recognised by reference to each distinct performance obligation in the contract with customer. Revenue from contracts with customers is measured at its transaction price, being the amount of consideration which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, net of sales and service tax, returns, rebates and discounts.

The Group recognises revenue when (or as) it transfers control over a product or service to customer. An asset is transferred when (or as) the customer obtains control of that asset.

Depending on the substance of the contract, revenue is recognised when the performance obligation is satisfied, which may be at a point in time or over time. The Group transfers control of a good or service at a point in time unless one of the following over time criteria is met:

- The customer simultaneously receives and consumes the benefits provided as the Group performs.
- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.
- The Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

#### Rendering of services

Revenue from providing mobile and digital solutions services is recognised at a point in time when the relevant services are rendered or is recognised over time as the customers simultaneously receive and consume the benefits provided by the Group's performance.

#### *Income from other sources*

##### Interest income

Interest income is recognised on an accrual basis using the effective interest method.

#### (xv) Leases

##### *The Group as lessee*

When the lease commences, the lessee will recognise the right-of-use of asset and a lease liability, except for short-term leases and leases of low value assets.

For short-term leases (i.e., leases with a lease term of 12 months or less) and leases of low value assets, lease payment are recognised as an expense on a straight-line basis over the lease term.

The lease liabilities is measured at present value for lease payment that have not been paid at date. The lease shall be discounted using the interest rate implicit in the lease. If the rate is unable to be determined, the incremental borrowing rate will be used.

The right-of-use assets comprise the corresponding lease liability, lease payments made at or before the lease commencement date and initial direct costs. Whenever there is an obligation to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the agreed condition, a provision is recognised. These costs are included in the related right-of-use assets.

Right-of-use assets are measured at cost less accumulated depreciation and impairment losses. They are depreciated over the shorter period of lease term and useful life of the underlying assets. The depreciation starts on the lease commencement date. The depreciation periods and depreciation method are reviewed, and adjusted if appropriate, at each reporting date.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### (xvi) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, when it is probably that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, a provision represents the present value of those estimated future cash flows.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

When some or all of the cash flows required to settle a provision are expected to be recovered from a third party, an asset is recognised if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### (xvii) Borrowing costs

All borrowing costs are recognised in profit or loss in the period they are incurred. Borrowing cost may include interest expense, interest in respect of lease liability and interest cost arising from foreign currency borrowings.

Borrowing cost can be included as part of the cost of asset if it is related to the acquisition cost. An entity can capitalise the borrowing cost when it incurs expenditure for the asset, incurs borrowing costs and undertakes activities that are necessary to prepare the asset for its intended use or sale.

#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATIONS

The preparation of the financial statements requires management to exercise judgement in the process of applying the accounting policies. It also requires the use of accounting estimates and assumptions that affect the reported assets, liabilities, income and expenses.

Although these estimates are based on management's best knowledge of current events and actions, historical experiences and various other factors (including expectations for future events that are believed to be reasonable under the circumstances), actual results may ultimately differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the financial year in which the estimate is revised and in any future financial periods affected.

##### Judgement made in applying accounting policies

The significant judgement made by management in the process of applying the Group's accounting policies that have an enhanced risk of causing a material adjustment to the carrying amounts of assets and liabilities is as follows:

##### *Capitalisation of development costs*

The management monitors progress of research and development projects on an ongoing basis in accordance with the Group's research and development policy. Significant judgement is involved in distinguishing the research and the development phases of a project and are dependent on expectations of future events.

The management capitalises qualifying costs incurred in development phase of a product development project in accordance with the Group's accounting policy. Capitalised development costs are measured at cost less accumulated amortisation and impairment losses, if any. The capitalisation of development costs is based on the management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to the Group's research and development policy. In determining the amounts to be capitalised, the management estimates the future cash flows of the projects, useful lives of the development costs and discount rates.

##### Key Estimations and Assumptions

The key assumptions concerning the future and other key sources associated with estimated uncertainty at the reporting date that have an enhanced risk of causing a material adjustment to the carrying amounts of assets and liabilities are as follows:

##### *(i) Determining the loss allowance for trade receivables and contract assets*

Management assesses the expected credit losses ("ECL") for trade receivables and contract assets at each reporting date. Credit losses are the difference between the contractual cash flows that are due to the Group and the cash flows that it actually expects to receive. Management applies simplified approach in assessing the impairment of trade receivables and contract assets.

In determining the ECL, management uses historical credit loss experience for trade receivables and contract assets to estimate the ECL. Management is not only required to consider historical information that is adjusted to reflect the effects of current conditions and information that provides objective evidence that trade receivables and contract assets are impaired in relation to incurred losses, but management is also considering, when applicable, reasonable and supportable information that may include forecasts of future economic conditions when estimating the ECL, on an individual and collective basis. The need to consider forward-looking information means that management exercises considerable judgement as to how changes in macroeconomic factors will affect the ECL on trade receivables and contract assets. The ECL on trade receivables and contract assets is primarily based upon the historical credit loss experience.

#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATIONS (continued)

##### Key Estimations and Assumptions (continued)

###### (ii) *Determining the loss allowance for non-trade receivables*

Management assesses the ECL of receivables (other than trade receivables and lease receivables) at each reporting date. Credit losses are the difference between the contractual cash flows that are due to the entity and the cash flows that it actually expects to receive.

In determining the ECL, management assesses whether there has been any significant increase in credit risk since initial recognition of a receivable. Where there has not been a significant increase in credit risk since initial recognition, management determines the loss allowance by estimating an amount equal to 12-month ECL of that receivable. For those credit exposures for which there has been a significant increase in the likelihood or risk of a default occurring since initial recognition (instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring), management measures a loss allowance for credit losses expected over the remaining life of that receivable. Management exercises considerable judgement in these estimations, using historical credit loss experience as well as reasonable and supportable information that may include forecasts of future economic conditions when estimating the ECL.

###### (iii) *Amortisation of development costs*

The Group's management determines the estimated useful lives and residual values for its development costs based on the historical experience of the actual useful lives of the assets commercial factors which could change significantly as a result of technical innovations and competitor's actions in response to the current market conditions.

Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, therefore future amortisation charges could be revised. Management will increase the amortisation charge where useful lives are less than previously estimated lives.

###### (iv) *Impairment of non-financial assets*

The management performed impairment testing for other non-financial assets, and if there is indication of possible impairment identified at the reporting date.

The Group determines whether their non-financial assets are impaired by evaluating the extent to which the recoverable amount of the asset is less than its carrying amount. This evaluation is subject to changes such as market performance, economic and political situation of the country. A variety of methods is used to determine the recoverable amount, including financial performance and discounted cash flows. For discounted cash flows, significant judgement is required in the estimation of the present value of future cash flows generated by the assets, which involve uncertainties and are significantly affected by assumptions used and judgements made regarding estimates of future cash flows and discount rates.

###### (v) *Impairment of investments in subsidiaries*

Investments in subsidiaries are stated at cost less impairment losses in the Company's statement of financial position. The management performed its assessment as to whether at the reporting date, there is any indication of impairment has occurred. In making the estimation, the management evaluate, among other factors, the current financial performance and financial position of the subsidiaries.

The management performed the impairment testing on the carrying amount of investments in subsidiaries based on the assessment of recoverable amount compared with their carrying values.

###### (vi) *Income taxes*

Significant judgement is involved in determining the capital allowances and deductibility of certain expenses during the estimation of the provision for income tax. There are certain transactions during the ordinary course of business and computations for which the ultimate tax determination is uncertain.

The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

**4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATIONS (continued)****Key Estimations and Assumptions (continued)***(vii) Provision for legal claims*

The Group is involved in several legal claims arising from claims by former employees. Management has recognised a provision representing its best estimate of the expenditure required to settle the present obligations as at the reporting date.

The determination of the provision involves significant judgement, including the assessment of the strength of the claims, the stage of legal proceedings, expected legal costs, and the probability-weighted outcomes of the cases. The final outcome of these matters may differ from the amounts recognised.

The timing of the related cash outflows is inherently uncertain and depends on the progress and outcome of the legal proceedings. Management continues to monitor the developments of these cases and will revise the provision where necessary.

## 5. PROPERTY, PLANT AND EQUIPMENT

	Computer	Furniture and Fittings	Motor Vehicles	Office Equipment	Renovation	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Group</b>						
<i>Cost</i>						
As at 1 January 2025	381	5	146	10	-	542
Additions	-	-	-	2	109	111
Write-off	(37)	-	-	(3)	-	(40)
As at 31 December 2025	344	5	146	9	109	613
<i>Accumulated depreciation</i>						
As at 1 January 2025	266	5	146	10	-	427
Depreciation for the financial year	50	-	-	-	6	56
Write-off	(36)	-	-	(3)	-	(39)
As at 31 December 2025	280	5	146	7	6	444
<i>Carrying amount</i>						
As at 31 December 2025	64	-	-	2	103	169

	Computer	Furniture and Fittings	Motor Vehicles	Office Equipment	Renovation	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Group</b>						
<i>Cost</i>						
As at 1 January 2024	423	5	146	10	-	584
Disposal	(42)	-	-	-	-	(42)
As at 31 December 2024	381	5	146	10	-	542
<i>Accumulated depreciation</i>						
As at 1 January 2024	224	5	146	10	-	385
Depreciation for the financial year	53	-	-	-	-	53
Disposal	(11)	-	-	-	-	(11)
As at 31 December 2024	266	5	146	10	-	427
<i>Carrying amount</i>						
As at 31 December 2024	115	-	-	-	-	115

## 5. PROPERTY, PLANT AND EQUIPMENT (continued)

Company	2025 RM'000	2024 RM'000
<b>Computer</b>		
<i>Cost</i>		
As at 1 January/31 December	4	4
<i>Accumulated depreciation</i>		
As at 1 January	1	-
Charge for the financial year	1	1
As at 31 December	2	1
<i>Carrying amount</i>		
As at 31 December	2	3

## 6. INTANGIBLE ASSETS

Development Costs	Available for use RM'000	Work-in-progress RM'000	Total RM'000
<b>Group</b>			
<i>Cost</i>			
At 1 January 2024	6,057	3,510	9,567
Addition	1,926	134	2,060
Transfer from/(to)	3,426	(3,426)	-
At 31 December 2024	11,409	218	11,627
Addition	809	527	1,336
Write-off	-	(218)	(218)
At 31 December 2025	12,218	527	12,745
<i>Accumulated amortisation</i>			
At 1 January 2024	1,293	-	1,293
Charge for the financial year	975	-	975
At 31 December 2024	2,268	-	2,268
Charge for the financial year	1,366	-	1,366
At 31 December 2025	3,634	-	3,634

## 6. INTANGIBLE ASSETS (continued)

	Available for use RM'000	Work-in-progress RM'000	Total RM'000
<i>Accumulated impairment</i>			
At 1 January 2024	-	-	-
Charge for the financial year	205	-	205
At 31 December 2024	205	-	205
Charge for the financial year	6,508	-	6,508
At 31 December 2025	6,713	-	6,713
<i>Carrying amount</i>			
At 31 December 2025	1,871	527	2,398
At 31 December 2024	8,936	218	9,154

The development costs during the financial year include the following:

	2025 RM'000	2024 RM'000
Employee benefit expenses	882	1,701
Directors remuneration	-	25
	882	1,726

Development costs of the Group relates to expenditure incurred for the development of various mobile and digital solutions of the Group.

Development costs are amortised up to 10 years, and is recognised as expenses in the "cost of sales". At the end of reporting year, the development costs available for use and development cost work-in-progress were tested for impairment.

In current financial year, an impairment loss on development costs available for use amounting to RM6,508,000 (2024: RM205,000) was recognised in consolidated profit or loss of the Group based on the estimated recoverable amount of the CGU derived from cash flow projections which is lower than its carrying amount.

The value in use is determined using a discounted cash flow model, based on approved cash flow projections and business plans.

The value in use computation is based on the following key assumptions:

- The anticipated compound annual revenue growth rate included in the cash flow projects is around Nil (2024: 51.37%) during the forecasted periods based on current available data adjusted for expected growth.
- The discount rate of 8.27% (2024: 10.40%) is used, which is the management's estimation that reflects the current market assessment applicable to the industry.

*Sensitivity analysis*

The sensitivity of the impairment assessment to a reasonably possible change in each of the key inputs is as follows:

Group	Change in assumption, holding other inputs constant	Additional potential impairment loss RM'000
2025		
Pre-tax discount rate	Increased by 2 percentage point	-
2024		
Pre-tax discount rate	Increased by 2 percentage point	341
Revenue growth rate	Decreased by 10 percentage point	328

## 7. INVESTMENTS IN SUBSIDIARIES

Company	Note	2025 RM'000	2024 RM'000
Unquoted shares in Malaysia			
At cost		18,346	18,346
Accumulated impairment losses	(a)	(18,346)	(15,346)
		-----	-----
		-	3,000
		=====	=====

The details of the subsidiaries are as follows:

Name of subsidiaries	Equity interest				Principal place of business and place of incorporation	Principal activities
	Direct		Indirect			
	2025 %	2024 %	2025 %	2024 %		
Television Airtime Services Sdn. Bhd. ("TAS") *	51	51	-	-	Malaysia	Investment holding
Pertama Digital Corporate Sdn. Bhd. ("PDC") *	100	100	-	-	Malaysia	Business activities of holding companies
<i>Held through TAS</i>						
Dapat Vista (M) Sdn. Bhd. ("DVSB") *	-	-	40.8	40.8	Malaysia	Business of mobile application and payment gateways
<i>Held through PDC</i>						
PD Secure Sdn. Bhd. ("PDS") (formerly known as Pertama Digital Intellectual Property Sdn. Bhd.) *	-	-	100	100	Malaysia	Provision of other management consultancy services

\* Audited by Forvis Mazars PLT

## (a) Impairment losses

Movement in impairment of investments in subsidiaries are as follows:

Company	2025 RM'000	2024 RM'000
At 1 January	15,346	15,346
Addition of impairment losses	3,000	-
	-----	-----
At 31 December	18,346	15,346
	=====	=====

**7. INVESTMENTS IN SUBSIDIARIES (continued)****(a) Impairment losses (continued)**

In assessing and performing impairment testing, the Group assessed the recoverability of its investment based on latest financial position and performance of the subsidiaries, availability of future cash flow and business plans.

In current financial year, additional impairment loss on cost of investment in a subsidiary amounting to RM3,000,000 (2024: Nil) was recognised in profit or loss of the Company based on the estimated recoverable amount of the CGU derived from cash flow projections which is lower than its carrying amount.

Value in use was determined by discounting the future cash flows projections based on the following key assumptions:

**(i) Revenue growth rate**

The anticipated compound annual revenue growth rate included in the cash flow projects is around 1.80% (2024: 7.75%) during the forecasted periods based on the average growth achieved in previous years adjusted for expected growth.

**(ii) Discount rate**

Discount rate used by management for discounting purpose is the Company's weighted average cost of capital adjusted. The discount rate used was pre-tax at 5.32% (2024: 7.79%).

The above key assumptions are based on management's knowledge of the industry and current available data. In assessing the value-in-use, management is of the view that no reasonably foreseeable changes in any of the above key assumptions are expected to cause the carrying value of cost of investment in a subsidiary to materially exceed its recoverable amount. As such, no sensitivity analysis was disclosed.

**(b) Material non-controlling interests in a subsidiary**

The Group's subsidiary that has material non-controlling interests at the end of the reporting period is as follows:

Name of subsidiary	Equity interest by non-controlling interest		Loss allocated to non-controlling interests*		Carrying amount of non-controlling interests	
	2025	2024	2025	2024	2025	2024
	%	%	RM'000	RM'000	RM'000	RM'000
DVSB	59.20	59.20	(4,505)	(258)	(8,945)	(4,440)

\* Amounts before intra-group elimination

Summarised financial information of the Group's subsidiary that has material non-controlling interests (amounts before intra-group elimination) are as follows:

	2025	2024
<u>DVSB</u>	RM'000	RM'000
Non-current assets	6,240	9,298
Current assets	189,660	203,424
Non-current liability	(1,576)	-
Current liabilities	(194,261)	(205,050)
Equity attributable to the owners	(63)	(7,672)
	=====	=====
Revenue	8,050	6,650
Loss for the year	(7,609)	(435)
	=====	=====

**7. INVESTMENTS IN SUBSIDIARIES (continued)**

## (c) Newly incorporated subsidiaries

- i) In previous financial year, the Company subscribed two (2) ordinary shares representing 100% of the issued of paid-up share capital in PDC for total cash consideration of RM2. The financial effect to the Group is insignificant.
- ii) In previous financial year, the wholly owned subsidiary of the Company, PDC subscribed two (2) ordinary shares representing 100% of the issued of paid-up share capital in PDS for total cash consideration of RM2. The financial effect to the Group is insignificant.

**8. TRADE RECEIVABLES**

Group	2025 RM'000	2024 RM'000
Receivables from contracts with customers	246	269
Less: Loss allowance	(2)	(2)
	244	267
	244	267

Customers are granted a credit period between 30 to 120 (2024: 30 to 120) days. Other credit terms are assessed and approved on a case-by-case basis.

**9. CONTRACT ASSETS/(LIABILITIES)**

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Contract assets	(a)	27	-	-	-
Contract liabilities	(b)	(85)	(13)	-	-
		27	-	-	-
		27	-	-	-

- (a) The contract assets relate to Group's right to consideration for services rendered to customers but not yet billed as at reporting date. The amount will be invoiced within the next twelve months.

The movement is summarised as below:

	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
At 1 January	-	41	-	-
Revenue recognised	476	471	-	-
Invoiced to customers	(449)	(512)	-	-
At 31 December	27	-	-	-
	27	-	-	-

**9. CONTRACT ASSETS/(LIABILITIES) (continued)**

- (b) The contract liabilities relate to the consideration received or billed in advance from customers for which the related services have not yet been rendered as at the reporting date. The services will be rendered within the next twelve months.

The movement is summarised as below:

	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
At 1 January	(13)	(18)	-	(18)
Revenue recognised	626	758	-	18
Advanced billings to customers	(698)	(753)	-	-
At 31 December	----- (85) =====	----- (13) =====	----- - =====	----- - =====

**10. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS**

Group	Note	2025 RM'000	2024 RM'000
<b>Non-current assets</b>			
Amount owing by a director	(a)	2,771 =====	- =====
<b>Current assets</b>			
Other receivables		21	44
Amount owing by a director	(a)	5,677	8,724
Deposits		124	138
Prepayments		16	84
		----- 5,838 =====	----- 8,990 =====
<b>Company</b>			
<b>Non-current assets</b>			
Amount owing by a subsidiary	(b)	1,036 =====	20,304 =====
<b>Current assets</b>			
Amounts owing by subsidiaries	(c)	2,610	4,540
Amount owing by a director	(d)	9	-
Other receivables		-	1
Deposits		79	93
Prepayments		4	15
		----- 2,702 =====	----- 4,649 =====

- (a) The amount owing by a director (including current and non-current assets) represents profit guarantee refund receivable related to acquisition of DVSB and expected to be settled in cash.

**10. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)****(b) Amount owing by a subsidiary under non-current assets**

	2025 RM'000	2024 RM'000
Unsecured interest bearing advances of 8% (2024: 8%)	8,950	8,950
Unsecured interest bearing advances of 5% (2024: 5%)	12,671	11,354
	-----	-----
	21,621	20,304
Less: Loss allowance	(20,585)	-
	-----	-----
	1,036	20,304
	=====	=====

The amount owing by a subsidiary under non-current assets is non-trade advances for working capital, not expected to be received within the next 12 months and expected to be settled in cash.

- (c) The amounts owing by subsidiaries under current assets are non-trade advances for working capital, unsecured and receivable on demand and expected to be settled in cash.
- (d) The amount owing by a director is expenses payment on behalf nature and expected to be settled in cash.

**11. CASH AND CASH EQUIVALENTS**

	2025 RM'000	2024 RM'000
<b>Group</b>		
Islamic money market funds	162,204	130,840
Fixed deposits	266	263
Bank balances	21,446	62,659
	-----	-----
<i>Subtotal</i>	183,916	193,762
Less: Restricted Islamic money market funds	(162,204)	(130,840)
Less: Pledged fixed deposits	(8)	(13)
Less: Restricted bank balances	(21,428)	(62,490)
	-----	-----
Total cash and cash equivalents	276	419
	=====	=====
<b>Company</b>		
Fixed deposits	258	250
Bank balances	17	168
	-----	-----
Total cash and cash equivalents	275	418
	=====	=====

**11. CASH AND CASH EQUIVALENTS (continued)**

As at reporting date, Group's fixed deposits of RM8,000 (2024: RM13,000) is pledged for project performance bond purpose. The fixed deposits with licensed banks of the Group's and of the Company's bore effective interest rates of 1.80% per annum (2024: 2.30%) respectively. These deposits have an average maturity period of one month (2024: one month). Accordingly, these are not available for general use by the Group.

Restricted bank balances and restricted Islamic money market funds represent balances that are restricted and are subject for refundable as disclosed in note 14(c) to the financial statements.

**12. SHARE CAPITAL**

	Number of ordinary shares (no par value)		Amount	
	2025	2024	2025	2024
<b>Group and Company</b>	'000	'000	RM'000	RM'000
At 1 January/31 December	438,211	438,211	59,107	59,107
	=====	=====	=====	=====

Holders of ordinary shares are entitled to dividends as declared from time to time and have one vote per share at general meetings of the Company. All ordinary shares rank equally with respect to the Company's residual assets.

**13. TRADE PAYABLES**

The credit periods granted by trade payables ranged between 30 to 90 (2024: 30 to 90) days.

**14. OTHER PAYABLES AND ACCRUALS**

	Note	Group		Company	
		2025	2024	2025	2024
		RM'000	RM'000	RM'000	RM'000
<b><u>Non-current liability</u></b>					
Amounts owing to shareholder	(a)	2,046	-	470	-
		=====	=====	=====	=====
<b><u>Current liabilities</u></b>					
Amount owing to a shareholder	(a)	400	500	-	500
Amount owing to a subsidiary	(b)	-	-	-	18
Other payables		1,209	926	-	-
Restricted balances	(c)	185,516	195,618	-	-
Accruals		1,177	580	996	379
Provision for legal claims	(d)	679	-	679	-
		-----	-----	-----	-----
		188,981	197,624	1,675	897
		=====	=====	=====	=====

**14. OTHER PAYABLES AND ACCRUALS (continued)****(a) Amounts owing to shareholders under non-current liability**

The amounts owing to shareholders are non-trade in nature, unsecured, interest-free and not expected to be settled within next 12 months. The amounts are amortised at 6% per annum and to be settled in cash.

**Amount owing to a shareholder under current liabilities**

The amount owing to a shareholder is non-trade in nature, unsecured, interest-free, repayable on demand and to be settled in cash.

Reconciliation of movement of amounts owing to shareholders (including current and non-current liabilities) in cash flows arising from financing activities:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Balance as at 1 January	500	-	500	-
Non-cash:				
Interest income on financial liabilities measured at amortised cost	(131)	-	(30)	-
Cash flow:				
Advances	2,077	500	-	500
Balance as at 31 December	2,446	500	470	500

- (b) The amount owing to a subsidiary is non-trade in nature, unsecured, interest-free, repayable on demand and to be settled in cash. The settlement of amount owing to a subsidiary forms part of the working capital management of the Company.
- (c) Restricted balances are refundable and arose from restricted bank balances and restricted Islamic money market funds as disclosed in note 11 to the financial statements except for the excess amount of RM1,884,000 (2024: RM2,288,000), which represents amounts owing to third parties under custodial arrangements.
- (d) The provision for legal claims relates to claims made by former employees. After taking appropriate legal advice, the Company has recognised a provision representing the best estimate of the payment required to settle the present obligations arising from these claims as at the reporting date.

## 15. REVENUE

	Group		Company	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
<i>Revenue from contracts with customers</i>				
Rendering of services	8,050	7,663	3,299	2,478
<i>Revenue from other sources</i>				
Interest income	7	123	1,323	1,184
	-----	-----	-----	-----
	8,057	7,786	4,622	3,662
	=====	=====	=====	=====
<b>Analysis of revenue</b>				
<i>Geographical Areas</i>				
Domestic	8,057	6,773	4,622	2,649
Singapore	-	1,013	-	1,013
	-----	-----	-----	-----
	8,057	7,786	4,622	3,662
	=====	=====	=====	=====
<i>Timing of Revenue Recognition</i>				
At a point in time	1,223	1,587	-	-
Over time	6,827	6,076	3,299	2,478
	=====	=====	=====	=====

The Group has applied practical expedient to not disclose the unsatisfied performance obligations for revenue to be recognised in the future for those recognised over time as the performance obligations are expected to be completed within the next 12 months.

## 16. (LOSS)/PROFIT BEFORE TAX

	Group		Company	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
<i>(Loss)/Profit before tax is stated after charging:</i>				
Auditors' remuneration:				
- statutory audit:				
- auditors of the Company	217	207	97	92
- other assurance and non-assurance engagements:				
- auditors of the Company	629	15	624	10
Amortisation of development costs	1,366	975	-	-
Bad debts written off	49	-	-	-
Depreciation of property, plant and equipment	56	53	1	1
Development costs written off	218	-	-	-
Loss on disposal of property, plant and equipment	-	7	-	-
Property, plant and equipment written off	1	-	-	-
Rental of short-term assets	26	107	-	82
Staff costs (including directors remuneration):				
- short-term employee benefits	5,090	3,469	3,263	1,447
- defined contribution benefits	558	478	324	183
Provision for legal claims	679	-	679	-
	=====	=====	=====	=====

The Group's and the Company's total staff costs (including employee benefit expenses which capitalised in intangible assets) incurred during the financial year are RM6,530,000 and RM3,587,000 (2024: RM5,673,000 and RM1,630,000) respectively.

## 17. TAXATION

	Group		Company	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
<b>Current tax</b>				
- current financial year	23	4	18	-
- prior financial year	123	-	123	-
Total	146	4	141	-

The corporation income tax rate (the "applicable tax rate") in Malaysia is 24% (2024: 24%).

The difference between tax expense and the amount of tax determined by multiplying the (loss)/profit before tax to the applicable tax rate, is analysed as follows:

	Group		Company	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
(Loss)/Profit before tax	(10,385)	(1,193)	(25,473)	88
Tax calculated at the applicable tax rate	(2,492)	(286)	(6,114)	21
Non-deductible expenses	1,002	174	6,126	103
Non-taxable income	(13)	-	-	-
Changes in unrecognised deferred tax assets	1,526	116	6	(124)
Under estimated in prior years	123	-	123	-
	146	4	141	-

The Group and the Company have not recognised deferred tax assets arising from the following temporary differences in the financial statements as it is not probable that future taxable profits will be available against which the assets can be utilised:

	Group		Company	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Unabsorbed capital allowances	3,110	2,200	5	5
Unutilised tax losses	16,264	15,329	551	526
Others	1,232	(3,283)	1	1
	20,606	14,246	557	532

**17. TAXATION (continued)**

The availability of unutilised tax losses for offsetting against future taxable profits of entities in Malaysia are subject to requirements and guideline issued by the tax authority and will expire in the following year:

	Group		Company	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Expire in 2028	3,919	3,919	-	-
Expire in 2030	2,420	2,420	-	-
Expire in 2031	2,004	2,004	-	-
Expire in 2033	6,401	6,401	526	526
Expire in 2034	585	585	-	-
Expire in 2035	935	-	25	-
	-----	-----	-----	-----
	16,264	15,329	551	526
	=====	=====	=====	=====

**18. LOSS PER SHARE**

Group	2025	2024
Loss for the financial year attributable to owners of the Company (RM'000)	(5,634)	(528)
	=====	=====
Weighted average number of ordinary shares ('000)	438,211	438,211
	=====	=====
Basic loss per share (sen)	(1.29)	(0.12)
	=====	=====

The Group has not issued any dilutive potential ordinary shares and hence, the diluted earnings per share is equal to the basic earnings per share.

**19. KEY MANAGEMENT PERSONNEL COMPENSATIONS**

The key management personnel of the Group and of the Company include executive directors and non-executive directors of the Company and certain members of senior management of the Group and of the Company.

The key management personnel compensations during the financial year are as follows:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b><u>Directors of the Company</u></b>				
Short-term employee benefits:				
- salaries and other benefits	528	847	408	350
Defined contribution benefits	62	91	47	38
	-----	-----	-----	-----
	590	938	455	388
	-----	-----	-----	-----
<b><u>Other Key Management Personnel</u></b>				
Short-term employee benefits:				
- salaries and other benefits	2,533	616	1,172	-
Defined contribution benefits	294	72	118	-
	-----	-----	-----	-----
	2,827	688	1,290	-
	-----	-----	-----	-----

**20. RELATED PARTY DISCLOSURES**

## (a) Identities of related parties

Parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control or jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control.

## (b) Significant related party transactions

Other than those disclosed elsewhere in the financial statements, the Group also carried out the following significant transactions with the related parties during the financial year:

	2025	2024
	RM'000	RM'000
<b>Company</b>		
Interest income received/receivable from a subsidiary	1,316	1,061
	=====	=====
Management fee charged to a subsidiary	3,299	1,465
	=====	=====
Management fee charged by a subsidiary	30	120
	=====	=====

**21. FINANCIAL INSTRUMENTS**

## (a) Classification of financial instruments

	2025	2024
	RM'000	RM'000
<b>Group</b>		
<b>Financial assets at amortised cost</b>		
Trade receivables	244	267
Other receivables and deposits	8,593	8,906
Fixed deposits with licensed banks	266	263
Cash and bank balances	21,446	62,659
	-----	-----
	30,549	72,095
	=====	=====
<b>Financial asset at FVTPL</b>		
Islamic money market funds	162,204	130,840
	=====	=====
<b>Financial liabilities at amortised cost</b>		
Trade payables	267	163
Other payables and accruals	190,348	197,624
	-----	-----
	190,615	197,787
	=====	=====
<b>Company</b>		
<b>Financial assets at amortised cost</b>		
Other receivables and deposits	3,734	24,938
Fixed deposits with licensed banks	258	250
Cash and bank balances	17	168
	-----	-----
	4,009	25,356
	=====	=====
<b>Financial liability at amortised cost</b>		
Other payables and accruals	1,466	897
	=====	=====

The above balances exclude prepayments and non-financial liabilities.

## 21. FINANCIAL INSTRUMENTS (continued)

### (b) Fair value of financial instruments

The fair values of all other financial assets and financial liabilities at the end of the reporting period approximate their carrying amounts mainly due to their short-term maturities or the related interest rates are at approximate market rate on these financial instruments.

The following summarises the methods used in determining the fair value of the financial instruments:

#### *Islamic money market funds*

Fair value of Islamic money market funds has been determined by reference to the net assets value of the managed funds at the end of the reporting period as quoted by the fund managers.

The fair value of short term investments is classified under Level 2 (2024: Level 2). There is no transfer between Level 1 and Level 2 during the financial year.

## 22. FINANCIAL RISK MANAGEMENT POLICIES

The Group's activities are exposed to following risks from interest rate risk, credit risk, and liquidity risk. The Group's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

The board of directors is responsible for planning and establishing Group's risk management structure, formulating policies and appropriate guidelines to manage the risks identified.

### (a) Credit risk

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk, or the risk of counterparties defaulting, arises mainly from trade and other receivables as well as contract assets. The Company's exposure to credit risk arises principally from receivables.

#### *Trade receivables and contract assets*

The Group manages its exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. At each reporting date, the Group assesses whether any of the trade receivables and contract assets are credit impaired.

The gross carrying amounts of credit impaired trade receivables and contract assets are written off (either partially or fully) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amount subject to the write-off. Nevertheless, trade receivables and contract assets that are written off could still be subject to enforcement activities.

The Group does not require collateral as security in respect of financial assets and considers the risk of material loss from the non-performance on the part of a financial counter-party to be negligible.

As at the end of the reporting period, the maximum exposure to credit risk by the Group is arising from trade receivables and contract assets are represented by the carrying amounts of the statements of financial position.

Loss allowance is measured at an amount equal to lifetime expected credit loss ("ECL") on trade receivables and contract assets. The ECL are estimated using a provision matrix by reference to a past default experience of the debtor and an analysis of the debtor's current position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. There has been no change in the estimation techniques or significant assumptions made during the financial year.

**22. FINANCIAL RISK MANAGEMENT POLICIES (continued)**

## (a) Credit risk (continued)

*Trade receivables and contract assets (continued)*

The ageing analysis of trade receivables at reporting date is as follows:

	Gross RM'000	Loss allowance RM'000	Net RM'000
<b>Group</b>			
2025			
Not past due	79	-	79
1 to 30 days past due	17	-	17
31 to 60 days past due	93	-	93
61 to 90 days past due	6	-	6
More than 90 days	51	(2)	49
	----- 246	----- (2)	----- 244
2024			
Not past due	130	-	130
1 to 30 days past due	114	-	114
31 to 60 days past due	4	-	4
61 to 90 days past due	5	-	5
More than 90 days	16	(2)	14
	----- 269	----- (2)	----- 267

The movement in the loss allowance of trade receivables is as follows:

	Group	
	2025 RM'000	2024 RM'000
At 1 January	2	32
Reversal of loss allowance for the year	-	(30)
At 31 December	----- 2 =====	----- 2 =====

*Trade receivables*

As at the end reporting period, the Group's major concentration of credit risk relates to the amount owing by three (2024: four) customers which contributed approximately 70% (2024: 63%) of its trade receivables.

*Contract assets*

As at the end of the reporting period, the Group's major concentration of credit risk in the form of contract assets from one (2024: Nil) customer representing approximately 51% (2024: Nil) of the total contract assets.

None of the contract assets at the reporting date is past due. Management does not expect any credit loss based on their assessment at the reporting date.

**22. FINANCIAL RISK MANAGEMENT POLICIES (continued)****(a) Credit risk (continued)***Amounts owing by subsidiaries and a director*

The management assesses the credit risk of amounts owing by subsidiaries and a director with reference to their financial position in managing exposure to credit risk.

The management assess the credit risk of amounts owing by subsidiaries with reference to their financial position in managing exposure to credit risk. Management has assessed and recognised an ECL of RM20,585,000 (2024: Nil) on amounts owing by certain subsidiaries. The credit risk is monitored on an ongoing basis.

The movement in the loss allowance of amounts owing by subsidiaries is as follows:

	Company	
	2025 RM'000	2024 RM'000
At 1 January	-	-
Addition	20,585	-
At 31 December	----- 20,585 =====	----- - =====

The amount owing by a director is considered to have low credit risk and is monitored on an ongoing basis.

*Cash and cash equivalents*

The cash and cash equivalents are held with approved and reputable licensed banks and financial institutions. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

The management assessed the credit risk to be insignificant and does not expect any losses arising from non-performance by the licensed banks and financial institutions.

**(b) Interest rate risk**

The Group and Company are exposed to interest rate risk which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates.

Exposure to interest rate risk is primarily related to the Group's and Company fixed deposits.

The Group's and Company's policy is to borrow using a mix of fixed and floating rates. The objective is to reduce the impact of a rise in interest rates and to enable savings to be enjoyed if interest rates fall.

Surplus funds are placed with licensed financial institutions to earn interest income based on prevailing market rates. The Group manages its interest rate risk by placing such funds on short tenures of twelve months or less.

A sensitivity analysis has been performed based on the outstanding floating rate fixed deposits of the Group and Company. If interest rates increase or decrease by 50 basis points with all other variable held constant, the Group's and the Company's (loss)/profit after tax and equity would decrease or increase by RM10,000 and RM10,000 (2024: RM10,000 and RM10,000), respectively, as a result of higher or lower interest/expense on these fixed deposits and borrowings.

The sensitivity analysis is unrepresentative of the inherent interest rate risk as the year-end exposure does not reflect the exposure during the financial year.

**22. FINANCIAL RISK MANAGEMENT POLICIES (continued)**

## (c) Liquidity risk

Liquidity risk arises mainly from general funding and business activities. The Group practises prudent risk management by maintaining sufficient fund and adequate working capital to meet its obligations as and when they fall due.

The Group's ability to continue as going concern is highly dependent on the successful completion and receiving proceeds from Proposed Private Placement and Proposed Right Issue with Warrants of RM23,665,000. The directors expect that the above proposals will be completed within the projected timeframe based on ongoing discussions with advisers.

Accordingly, the directors are of the view that the Group will have sufficient financial resources to continue in operational existence for the next 12 months from the reporting date.

The table below summarises the maturity profile of the Group's and the Company's financial liabilities based on the contractual undiscounted cash flows.

	Carrying value RM'000	On demand or less than 1 year RM'000	1 to 5 years RM'000	Total RM'000
<b>Group</b>				
2025				
Amounts owing to shareholders	2,446	400	2,177	2,577
Trade and other payables	188,169	188,169	-	188,169
	----- 190,615 =====	----- 188,569 =====	----- 2,177 =====	----- 190,746 =====
2024				
Amount owing to a shareholder	500	500	-	500
Trade and other payables	197,287	197,287	-	197,287
	----- 197,787 =====	----- 197,787 =====	----- - =====	----- 197,787 =====
<b>Company</b>				
2025				
Amount owing to a shareholder	470	-	500	500
Trade and other payables	996	996	-	996
	----- 1,466 =====	----- 996 =====	----- 500 =====	----- 1,496 =====
2024				
Amount owing to a shareholder	500	500	-	500
Amount owing to a subsidiary	18	18	-	18
Trade and other payables	379	379	-	379
	----- 897 =====	----- 897 =====	----- - =====	----- 897 =====

## 23. CAPITAL MANAGEMENT

The Group manages its capital to ensure that business units within the Group will be able to maintain an optimal capital structure so as to support its businesses and maximise shareholders' value through the optimisation of its capital structure. The capital structure of the Group consists of equity attributable to owners of the Group, comprising share capital and reserves.

At the balance sheet date, the Group triggered the prescribed criteria under Paragraph 2.1(a) of Practice Note 17 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Main Market Listing Requirements") due to Group's shareholders' equity falling below 25% of Company's issued share capital and was less than RM40 million. The proposed steps taken by the Company to address the matter that caused the triggering of prescribed criteria form part of the regularisation plan submitted by the Company as disclosed in note 25(c).

In managing its capital, the Group monitors its overall capital and liquidity position, taking into consideration its cash flow requirements, working capital needs and future funding plans. As disclosed in note 22(c) on liquidity risk, the Group's ability to meet its obligations and continue as a going concern is dependent on the successful completion of the Proposed Private Placement and Proposed Rights Issue with Warrants. Accordingly, equity fund-raising activities form an integral part of the Group's capital management strategy.

The Group does not have any interest-bearing borrowings and is not subject to any externally imposed capital requirements or debt covenants. As such, the Group does not manage its capital based on gearing or debt-to-equity ratios. No changes were made in the objectives, policies or processes for managing capital since previous financial year.

## 24. SEGMENT INFORMATION

Operating segments are prepared in a manner consistent with the internal reporting provided to management by chief operating decision maker ("CODM") in order to allocate resources to segments and to assess their performance on a quarterly basis. For management purposes, the Group is summarised into business units based on their products and services provided, and the executive directors of the Group have been identified as the CODM.

### (a) Segments

The reportable segments are as follows:

#### (i) Mobile and digital solutions

Development, operations and maintenance of mobile messaging and mobile payment applications.

#### (ii) Investment

Investment holding and management services.

### (b) Business segments

	Mobile and digital solutions	Investment	Consolidated
2025	RM'000	RM'000	RM'000
Revenue	8,050	7	8,057
	=====	=====	=====
Represented by:			
Revenue recognised at a point in time			
- rendering of services			1,223
Revenue recognised over time			
- rendering of services			6,827
- other sources			7
			-----
			8,057
			=====
Results			
Segment loss	(8,411)	(25,536)	(33,947)
Consolidated adjustment	(23)	23,585	23,562
			-----
Consolidated loss before tax			(10,385)
			=====



**24. SEGMENT INFORMATION (continued)**

## (b) Business segments (continued)

	Mobile and digital solutions	Investment	Consolidated
2024	RM'000	RM'000	RM'000
Included in the measure of segment loss			
Amortisation of development costs	975	-	975
Depreciation of property, plant and equipment	52	1	53
Interest expense	254	-	254
Rental of short-term assets	25	82	107
Impairment loss on development costs	205	-	205
Loss on disposal of property, plant and equipment	7	-	7
	=====	=====	=====
2024			
Segment assets	202,630	530	203,160
Development costs	9,154	-	9,154
			-----
			212,314
			=====
Segment liabilities	196,921	879	197,800
	=====	=====	=====

**24. SEGMENT INFORMATION (continued)**

The geographical information on the revenue of the Group based on geographical location of its customers is as follows:

	2025 RM'000	2024 RM'000
Malaysia	8,057	6,773
Singapore	-	1,013
	-----	-----
	8,057	7,786
	=====	=====

The information on the disaggregation of revenue based on geographical region is summarised below:

2025	At a point in time RM'000	Over time RM'000	Other sources RM'000	Total RM'000
Malaysia	1,223	6,827	7	8,057
	=====	=====	=====	=====
2024				
Malaysia	1,587	5,063	123	6,773
Singapore	-	1,013	-	1,013
	-----	-----	-----	-----
	1,587	6,076	123	7,786
	=====	=====	=====	=====

**Major customer**

The following are major customers with revenue equal or more than 10% of the Group's total revenue:

	Revenue		Segment
	2025 RM'000	2024 RM'000	
<i>Malaysia</i>			
Customer A	5,410	4,956	Mobile and digital solutions
Customer B	1,383	10	Mobile and digital solutions

**25. EVENTS OCCURRED SINCE PREVIOUS FINANCIAL YEAR AND CURRENT FINANCIAL YEAR**

- (a) The Company has remained classified as an Affected Listed Issuer under Paragraph 8.03A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad since 10 August 2022, following the completion of a major business disposal.

During the financial year ended 31 December 2025, the Company and its advisers continued to pursue and progress steps towards a regularisation plan intended to regularise the Company's status as an Affected Listed Issuer. These included, amongst others, the execution of a term sheet on 13 March 2025 and subsequently the conditional share sale and purchase agreements on 20 June 2025 in relation to the proposed acquisition of 80% equity interest in D-Ron Singapore Pte Ltd and 80% equity interest in D-Ron Malaysia Sdn. Bhd., which are intended to form part of the Company's proposed regularisation plan.

Further details in relation to developments subsequent to the financial year end are disclosed in notes 25(b) and 25(c).

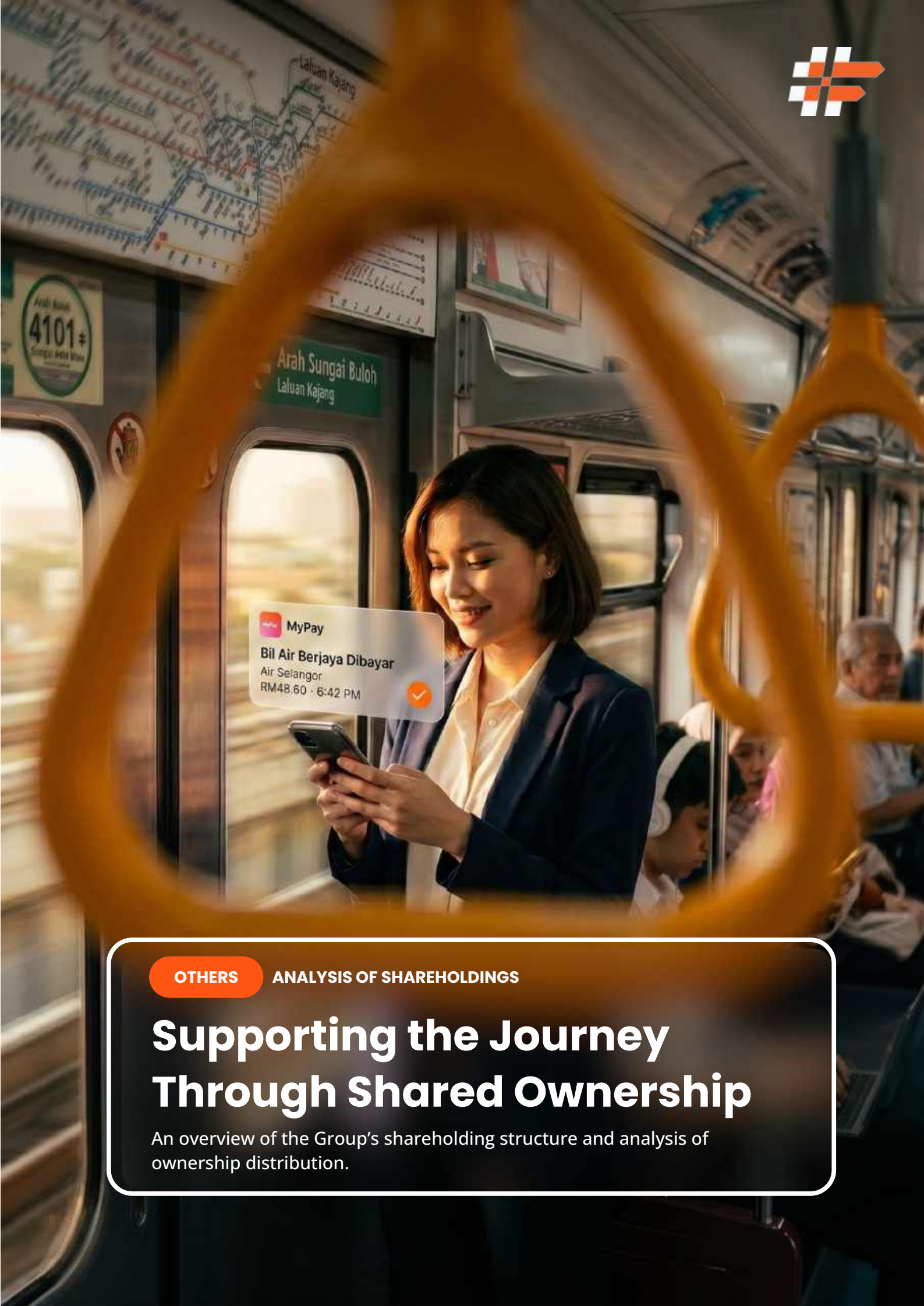
- (b) On 27 February 2026, the Company proposed to undertake a share consolidation, private placement and rights issue with warrants as part of its proposed regularisation plan. These proposals are intended to support the Group's capital restructuring and fundraising requirements and are inter-conditional with the other components of the proposed regularisation plan. These proposals remain subject to the relevant approvals and have not been completed as at the date of this report.

- (c) On 8 April 2026, the application in relation to the Company's proposed regularisation plan had been submitted to the Securities Commission Malaysia. The proposed regularisation plan is intended to regularise the Company's status as an Affected Listed Issuer and remains subject to the relevant regulatory, court and shareholders' approvals, where applicable. As at the date of this report, the proposed regularisation plan has not yet been completed. The directors will provide further updates on the status of the proposed regularisation plan as and when appropriate.

The proposed acquisitions are intended to be undertaken as a reverse take-over, in line with the Equity Guidelines issued by the Securities Commission Malaysia, and will form part of the Company's proposed regularisation plan.

**26. AUTHORISATION FOR ISSUE OF THE FINANCIAL STATEMENTS**

The financial statements were authorised for issue by the board of directors on 28 April 2026.



**OTHERS**

**ANALYSIS OF SHAREHOLDINGS**

# Supporting the Journey Through Shared Ownership

An overview of the Group's shareholding structure and analysis of ownership distribution.

# Analysis of Shareholdings

## ANALYSIS OF SHAREHOLDINGS

as at 1 April 2026

Issued and Fully Paid-Up Capital	: RM 61,607,600.00 <sup>(^)</sup>
No. of shares issued and paid-up	: 438,210,812
Class of Equity Securities	: Ordinary shares
Voting Rights	: One (1) vote per ordinary share held

## ANALYSIS BY SIZE OF SHAREHOLDINGS

Size of Holdings	No. of Holders	%	No. of Holding	%
1 – 99	661	17.24	29,579	0.01
100 – 1,000	884	23.06	378,514	0.09
1,001 – 10,000	1,086	28.33	5,648,506	1.28
10,001 – 100,000	893	23.29	33,240,852	7.59
100,001 – 25,534,429 <sup>(*)</sup>	309	8.06	322,302,525	73.55
25,534,430 and above <sup>(**)</sup>	1	0.02	76,610,836	17.48
<b>Total</b>	<b>3,834</b>	<b>100</b>	<b>438,210,812</b>	<b>100</b>

Notes <sup>^</sup> The issued and paid-up share capital disclosed above is based on the Company's statutory records. The amount presented in the audited financial statements may differ due to the deduction of share issue expenses in accordance with MFRS.

\* Less than 5% of the issued holdings

\*\* 5% and above of the issued holdings

## DIRECTORS' SHAREHOLDINGS AS PER THE REGISTER OF DIRECTORS' SHAREHOLDINGS

Name of Directors	Direct Interest		Indirect Interest	
	No. of Holding	%	No. of Holding	%
Sabri Bin Ab. Rahman	10,226,438	2.33	44,000,000 <sup>#</sup>	10.04
Dato' Dr. Suhazimah Binti Dzazali	-	-	-	-
Yang Teramat Mulia Tunku Syed Razman Bin Tunku Syed Idrus	-	-	-	-
Tun Dato' Seri Zaki Bin Tun Azmi	-	-	54,326,600	12.40
Dato' Mohd Sallehuddin Bin Othman	-	-	-	-

## DIRECTORS' SHAREHOLDINGS AS PER THE REGISTER OF DIRECTORS' SHAREHOLDINGS

Name of Substantial Shareholders	Direct Interest		Indirect Interest	
	No. of Holding	%	No. of Holding	%
Perfect Hexagon Commodity & Investment Bank Limited	23,845,400	54.42	-	-
Perfect Hexagon Limited	-	-	99,845,400 <sup>*</sup>	22.78
Sim Tze Shiong	-	-	99,845,400 <sup>*</sup>	22.78
Datuk Ahmad Nazri Bin Abdullah	31,902,600	7.28	9,253,500 <sup>@</sup>	2.11
MyPay Capital Sdn. Bhd.	44,000,000	10.07	-	-
Sabri Bin Ab. Rahman	10,226,438	2.33	44,000,000 <sup>#</sup>	10.04
Tun Dato' Seri Zaki bin Tun Azmi	-	-	54,326,600 <sup>£</sup>	12.40
Datuk Seri Dr Nik Norzrul Thani bin Nik Hassan Thani	50,125,000	11.57	-	-

**ANALYSIS OF SHAREHOLDINGS**

as at 1 April 2026

**THIRTY (30) LARGEST SHAREHOLDERS**

(without aggregating the securities from different securities accounts belonging to the same registered holder)

No.	Name	No. of Shares Held	%
1.	CITIGROUP NOMINEES (TEMPATAN) SDN. BHD. BENEFICIARY: EXEMPT AN FOR KENANGA INVESTORS BHD	76,610,836	17.48
2.	MUTHUKUMAR A/L AYARPADDE	21,200,000	4.84
3.	MAYBANK NOMINEES (TEMPATAN) SDN. BHD. - BENEFICIARY: PLEDGED SECURITIES ACCOUNT FOR DATUK AHMAD NAZRI BIN ABDULLAH	20,909,600	4.77
4.	CGS INTERNATIONAL NOMINEES MALAYSIA (ASING) SDN. BHD. - BENEFICIARY: EXEMPT AN FOR CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD. (RETAIL CLIENTS)	14,048,100	3.21
5.	BAKRY BIN HAMZAH	12,313,800	2.81
6.	DATUK AHMAD NAZRI BIN ABDULLAH	10,993,000	2.51
7.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - BENEFICIARY: PERFECT HEXAGON COMMODITY & INVESTMENT BANK LIMITED FOR SABRI BIN AB RAHMAN	9,900,000	2.26
8.	NIK SAZLINA BINTI MOHD ZAIN	9,326,600	2.13
9.	AMIR FAZLY BIN AHMAD NAZRI	9,220,500	2.10
10.	RHB NOMINEES (TEMPATAN) SDN. BHD. - BENEFICIARY: PLEDGED SECURITIES ACCOUNT FOR KOON POH TAT	8,000,000	1.83
11.	MALACCA SECURITIES SDN. BHD. - BENEFICIARY : IVT(005) TEAM MK01	7,834,000	1.79
12.	CHING HONG TAT	5,788,000	1.32
13.	CHE UMAR BIN YATIM	5,505,000	1.26
14.	CARTABAN NOMINEES (TEMPATAN) SDN. BHD. - BENEFICIARY : RHB TRUSTEES BERHAD FOR KENANGA ISLAMIC ABSOLUTE RETURN FUND	5,001,724	1.14
15.	SHARIFAH FILMARIZ BINTI SYED MUNIR	5,000,000	1.14
16.	DION TAN YONG CHIEN	4,860,000	1.11
17.	NUR HASIMAH BINTI JAAFFAR	4,087,000	0.93
18.	ARKWOOD TRUSTEE (M) BERHAD	4,000,000	0.91
19.	KENANGA NOMINEES (ASING) SDN. BHD. - BENEFICIARY : EXEMPT AN FOR PHILLIP SECURITIES PTE. LTD. (CLIENT ACCOUNT)	3,700,000	0.84
20.	CITIGROUP NOMINEES (ASING) SDN. BHD. - BENEFICIARY : EXEMPT AN FOR OCBC SECURITIES PRIVATE LIMITED (CLIENT A/C-NR)	3,620,010	0.83
21.	AZAM BIN SHAHUDDIN	3,300,000	0.75
22.	AMSEC NOMINEES (ASING) SDN. BHD. - BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR ZHAO TONG	3,094,800	0.71
23.	ABDUL RASHID BIN ABDUL MANAF	3,072,000	0.70
24.	ARKWOOD TRUSTEE (M) BERHAD	3,010,500	0.69
25.	LOH YU MENG	3,000,000	0.68
26.	MAYBANK SECURITIES NOMINEES (TEMPATAN) SDN. BHD. - BENEFICIARY : MAYBANK SECURITIES PTE LTD FOR OOI EU GEEN	3,000,000	0.68
27.	SALAHUDIN BIN MUSTAFFA	2,575,500	0.59
28.	MBSB INVESTMENT NOMINEES (TEMPATAN) SDN. BHD. - BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR CHEW HIAN TAT (MGN-CHT0002M)	2,499,500	0.57
29.	AMSEC NOMINEES (TEMPATAN) SDN. BHD. - BENEFICIARY: PLEDGED SECURITIES ACCOUNT FOR CHING HONG TAT	2,497,300	0.57
30.	CIMSEC NOMINEES (TEMPATAN) SDN. BHD. - BENEFICIARY: CIMB FOR AHMAD FUAD BIN MD ALI (PB)	2,400,000	0.55
		<b>270,367,770</b>	<b>61.70</b>

\* Deemed interested through Perfect Hexagon Commodity &amp; Investment Bank Limited by virtue of Section 8 of the Companies Act 2016.

# Deemed interested through MyPay Capital Sdn. Bhd. by virtue of Section 8 of the Companies Act 2016.

&amp; Deemed interested through MyPay Capital Sdn. Bhd. by virtue of Section 8 of the Companies Act 2016 and through spouse's shareholding by virtue of Section 59(1) of the Companies Act 2016.

@ Deemed interested by virtue of his son, pursuant to Section 8 of the Companies Act 2016.



**OTHERS**

**NOTICE OF ANNUAL GENERAL MEETING**

# **Annual General Meeting Notice**

Details on the upcoming meeting, key matters for shareholder consideration, and guidance on participation.

# Notice of Annual General Meeting

## PERTAMA DIGITAL BERHAD

[Registration No. 198401002327 (114842-H)]

(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN** that the Forty-First Annual General Meeting of **PERTAMA DIGITAL BERHAD** Registration No.: 198401002327 (114842-H) will be conducted on a hybrid basis with the physical venue at Unit 6.06, Tower 2, Menara Suezcap, Jalan Kerinchi, Pantai Dalam, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur 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 Tuesday, 16 June 2026 at 10.00 a.m. for the following purposes: -

### ORDINARY BUSINESS:-

- |    |  |  |
|----|--|--|
| 1. | To receive the Audited Financial Statements for the year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.   | Please refer<br>to Note 1                          |
| 2. | To re-elect the following Directors, who are retiring in accordance with the Company's Constitution, being eligible, have offered themselves for re-election:-<br><br>i) Sabri Bin Ab. Rahman (Article 107(1)(b))<br>ii) Dato' Mohd Sallehuddin Bin Othman (Article 100) | <br><br><i>Resolution 1</i><br><i>Resolution 2</i> |
| 3. | To re-appoint Messrs. Forvis Mazars PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  | <i>Resolution 3</i>                                |

### SPECIAL BUSINESS:-

To consider and, if thought fit, pass with or without modifications, the following Ordinary Resolutions-

- |    |   |                     |
|----|---|---------------------|
| 4. | <p><b>ORDINARY RESOLUTION</b></p> <p><b>Authority for Directors to allot and issue shares pursuant to Section 75 &amp; 76 of the Companies Act, 2016</b></p> <p>The ordinary resolution set out below shall be proposed to the Members for approval: -</p> <p><b>"THAT</b> pursuant to Section 75 &amp; 76 of the Companies Act, 2016 and subject always to the approvals of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 <b>AND THAT</b> 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 to be in force until the conclusion of the next Annual General Meeting of the Company.</p> | <i>Resolution 4</i> |
|----|---|---------------------|

### ANY OTHER BUSINESS: -

- |    |  |
|----|--|
| 5. | To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016. |
|----|--|

**BY ORDER OF THE BOARD**

WONG YOUN KIM  
SSM PC No.: 201908000410  
(MAICSA 7018778)  
Company Secretary

Kuala Lumpur  
Date: 30 April 2026

**Notes:-**

1. *This Agenda item is meant for discussion only as the provision of Section 248(2) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.*
2. *A member of the Company shall not be entitled to appoint more than two (2) proxies to attend, participate, speak and vote at the same meeting and where the member appoints two (2) proxies to attend, participate, speak and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his/her holdings to be represented by each proxy.*
3. *The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed must be deposited at the Company's Registered Office at Unit 11.07, Amcorp Tower, Amcorp Trade Centre, 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.*
4. *Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.*
5. *In respect of deposited securities, only members whose names appear on the Record of Depositors on 9 June 2026 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.*

**Explanatory Notes:****Agenda Item 1**

*Audited Financial Statements for the Financial year ended 31 December 2025*

*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****Ordinary Resolutions 1 to 2 Re-election of Directors**

*The Nomination 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) Sabri Bin Ab Rahman (Article 107(1)(b)); and
- b) Dato' Mohd Sallehuddin Bin Othman (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 her/his declaration on her/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 41st AGM of the Company under Ordinary Resolutions 1 to 2 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 2025 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 3**

#### **Ordinary Resolution 3**

The Audit and Risk Committee was satisfied that the auditors, Messrs. Forvis Mazars PLT meets the relevant criteria prescribed by Rule 15.21 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board at its Board meeting held on 21 April 2026 approved the recommendation of the Audit Committee to seek shareholders' approval for **Ordinary Resolution 3** at the 41st AGM.

### **Agenda Item 4**

#### **Ordinary Resolution 4**

##### **Authority to Allot and Issue Shares pursuant to the Act**

The Company had been granted a general mandate by its shareholders at the 40th AGM of the Company held on 24 June 2025 ("Previous Mandate").

As at the date of this Notice of 41st 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 41st AGM (hereinafter referred to as the "General Mandate").

The General Mandate, if approved, will empower the Directors of the Company pursuant to the Act, from the date of the 41st 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).

**Statement Accompanying Notice of Annual General Meeting****(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)****1. Details of individuals who are standing for election as Directors**

The Directors who are seeking for re-election as Directors of the Company at 41st AGM of the Company are:-

- a) Sabri Bin Ab. Rahman (Article 107(1)(b)); and
- b) Dato' Mohd Sallehuddin Bin Othman (Article 100)

The profile of the retiring Directors are set out in the Director Profile of the Annual Report 2025.

**2. Statement relating to General Mandate for Issue of Securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

Details on the authority to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in the Explanatory Notes of the Notice of the 41st AGM.

**3. The details of the 41st AGM are as follows:**

Date of Meeting	Time of Meeting	Place of Meeting
Tuesday, 16 June 2026	10.00 a.m.	Hybrid basis with the physical venue at Unit 6.06, Tower 2, Menara Suezcap, Jalan Kerinchi, Pantai Dalam, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur and through live streaming and online remote voting using Remote Participation and Voting facilities via <a href="https://web.vote2u.my">https://web.vote2u.my</a> (Domain Registration No. D6A471702) provided by Agmo Digital Solutions Sdn. Bhd.

**Personal Data Privacy**

By submitting form(s) of proxy appointing proxy(ies) or corporate representative(s) or attorney(s) to attend, participate (including to pose questions to the Board of the Company) and vote at the 41st AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies or representatives appointed for the 41st AGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the 41st AGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) or corporate representative(s) or attorney(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) or corporate representative(s) or attorney(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) or corporate representative(s) or attorney(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## FORM OF PROXY

\*I/We, \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

of \_\_\_\_\_  
(ADDRESS)

being a member(s) of PERTAMA DIGITAL BERHAD, hereby appoint \_\_\_\_\_  
(FULL NAME)

of \_\_\_\_\_  
(ADDRESS)

or failing him/her, \_\_\_\_\_  
(FULL NAME)

of \_\_\_\_\_  
(ADDRESS)

or failing him/her, the Chairman of the Meeting as \*my/our proxy(ies) to vote for \*me/us on \*my/our behalf at the Forty-First Annual General Meeting of the Company to be conducted on a hybrid basis with the physical venue at Unit 6.06, Tower 2, Menara Suezcap, Jalan Kerinchi, Pantai Dalam, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur 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 Tuesday, 16 June 2026 at 10.00 a.m. or at any adjournment thereof and to vote as indicated below:

(\*Strike out whichever is not desired)

(Should you desire to direct your Proxy as to how to vote on the Resolution set out in the Notice of Meeting, please indicate an "X" in the appropriate space. Unless otherwise instructed, the proxy may vote or abstain from voting at his discretion.)

Resolutions		FOR	AGAINST
<b>ORDINARY BUSINESS</b>			
1.	Re-election of Director – Sabri Bin Ab. Rahman (Article 107(1)(b))		
2.	Re-election of Director – Dato' Mohd Sallehuddin Bin Othman (Article 100)		
3.	To re-appoint Messrs. Forvis Mazars PLT as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
<b>SPECIAL BUSINESS</b>			
4.	Authority to Issue Shares Pursuant to Section 75 & 76 of the Companies Act, 2016.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2026

No of Ordinary Shares Held:	
CDS Account No.:	
Tel No. (during office hours):	

\_\_\_\_\_  
Signature/Common Seal of Shareholder  
[\* Delete if not applicable]

For appointment of two proxies, percentage of shareholding to be represented by the proxies:-		
	No. of Shares	Percentage
Proxy 1		%
Proxy 2		%
Total		100%

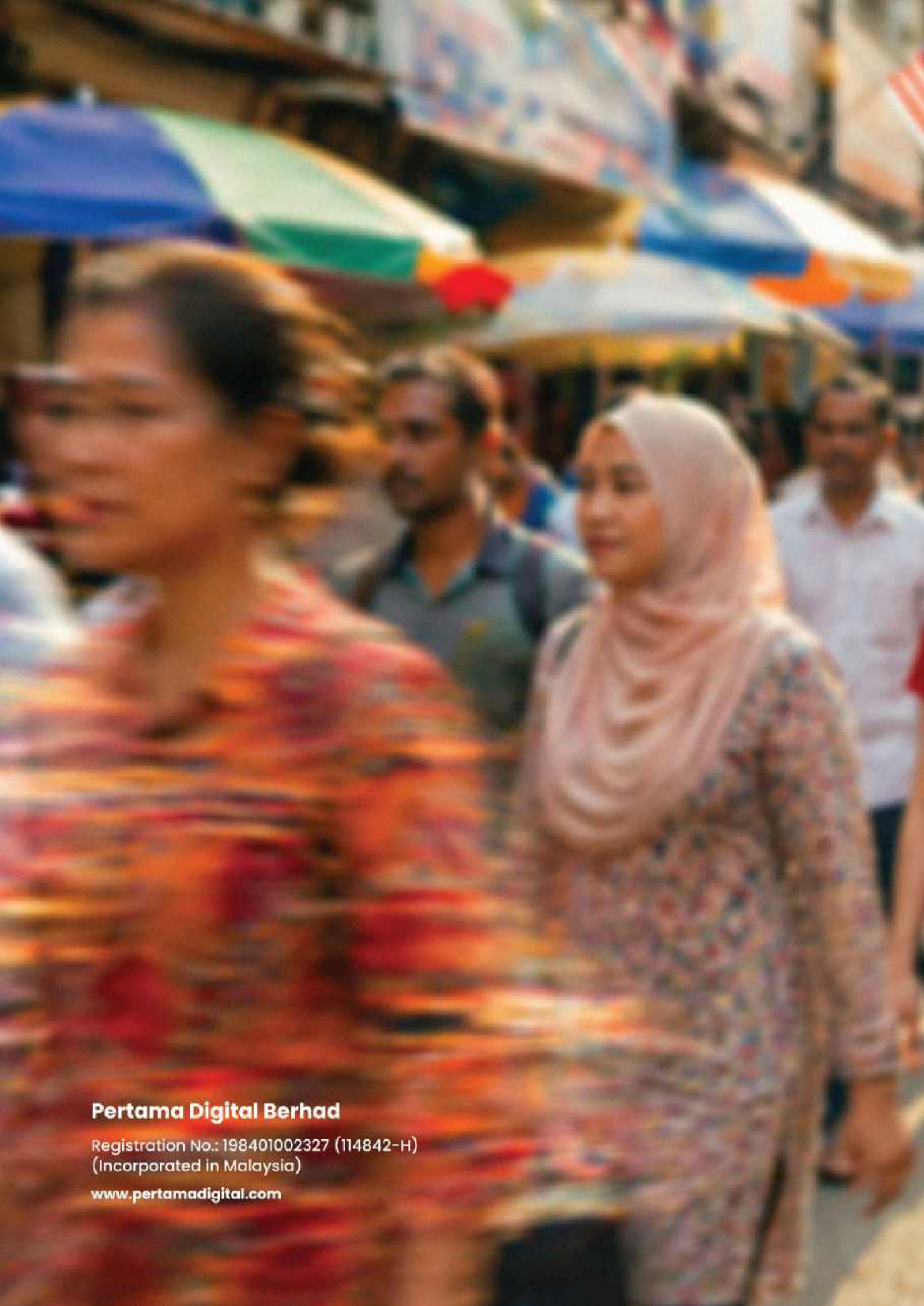
**Notes:-**

1. *A member of the Company shall not be entitled to appoint more than two (2) proxies to attend, participate, speak and vote at the same meeting and where the member appoints two (2) proxies to attend, participate, speak and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his/her holdings to be represented by each proxy.*
2. *The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed must be deposited at the Company's Registered Office at Unit 11.07, Amcorp Tower, Amcorp Trade Centre, 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.*
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**PERTAMA DIGITAL BERHAD**  
[Registration No. 198401002327 (114842-H)]  
UNIT 11.07, AMCORP TOWER  
AMCORP TRADE CENTRE  
18, JALAN PERSIARAN BARAT  
46050 PETALING JAYA, SELANGOR

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**Pertama Digital Berhad**

Registration No.: 198401002327 (114842-H)  
(Incorporated in Malaysia)

[www.pertamadigital.com](http://www.pertamadigital.com)