

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

NOTICE IS HEREBY GIVEN that the Fortieth 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, 24 June 2025 at 10.00 a.m. for the following purposes: -

ORDINARY BUSINESS:-

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| 1. To receive the Audited Financial Statements for the year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. | Please refer to Note 1 |
| 2. To approve the payment of Directors' fees and benefits of up to and amount of RM522,000.00 for the period 25 June 2025 until the next Annual General Meeting of the Company. | <i>Resolution 1</i> |
| 3. To re-elect the following Directors, who are retiring in accordance with the Company's Constitution, being eligible, have offered themselves for re-election:- | |
| i) Yang Teramat Mulia Tunku Syed Razman Bin Tunku Syed Idrus (Article 107(1)(b)) | Resolution 2 |
| ii) Tun Dato' Seri Zaki Bin Tun Azmi (Article 107(1)(b)) | <i>Resolution 3</i> |
| 4. To re-appoint Messrs. Mazars PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | <i>Resolution 4</i> |

SPECIAL BUSINESS:-

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

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| 5. ORDINARY RESOLUTION
Authority for Directors to allot and issue shares pursuant to Section 75 & 76 of the Companies Act, 2016 and Waiver of Pre-Emptive Rights | <i>Resolution 5</i> |
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The ordinary resolution set out below shall be proposed to the Members for approval: -

"THAT pursuant to Section 75 & 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 **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND FURTHER THAT pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

ANY OTHER BUSINESS: -

6. 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 2025

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 17 June 2025 (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 2024

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

Agenda Item 2

Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed Company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors ("Board") agreed that shareholders' approval shall be sought at the 40th AGM for payment of Directors' fees and benefits (meeting allowance).

Ordinary Resolution 1

Payment of Directors' Fees and Benefits of up to an amount of RM522,000.00 for the period from 25 June 2025 until the next AGM of the Company ("Applicable Period")

The Ordinary Resolution 1 is to seek shareholders' approval for the payment of the Directors' fees and benefits of up to an amount of up to RM522,000.00 ("2025 Mandate Limit") for the period from 25 June 2025 until the next AGM of the Company.

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

The Board will seek shareholders' approval at the next AGM in the event the 2025 Mandate Limit is insufficient to pay the Non-Executive Directors for their services for the Applicable Period.

Agenda Item 3

Ordinary Resolutions 2 to 3 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) of the Constitution of the Company (“Retiring Directors”):-

- a) Yang Teramat Mulia Tunku Syed Razman Bin Tunku Syed Idrus (Article 107(1)(b)); and*
- b) Tun Dato’ Seri Zaki Bin Tun Azmi (Article 107(1)(b))*

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

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

The Board recommended the same be tabled to the shareholders for approval at the forthcoming 40th AGM of the Company under Ordinary Resolutions 2 to 3 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 2024 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 5

Ordinary Resolution 5

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

The Company had been granted a general mandate by its shareholders at the 39th AGM of the Company held on 27 June 2024 (“Previous Mandate”).

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

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

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

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

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