

CORPORATE GOVERNANCE REPORT

STOCK CODE : 8532
COMPANY NAME : PERTAMA DIGITAL BERHAD
FINANCIAL YEAR : December 31, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Director ("Board") is responsible for good corporate governance culture within Pertama Digital Berhad ("Pertama Digital") and its group of companies ("Group").</p> <p>The Board formulates and review the Group's strategic direction, core values and management of the Group to ensure that the Group operates with integrity and in compliance with all applicable laws, rules and regulations. The Board assumes, amongst others, the following principal roles and responsibilities in discharging its stewardship role, and fiduciary and leadership functions:</p> <ul style="list-style-type: none">• Setting the vision, mission, objectives, goals, and strategic plans for the Group with a view to maximizing shareholders' value and to ensure sustainability of the Group's performance.• Identifying principal risks of the Group and ensuring the implementation of appropriate systems to mitigate and manage these risks.• Reviewing the adequacy and integrity of the Group's internal control systems, management information systems, including systems for compliance with applicable laws, regulations, rules, directives, and guidelines.• Considering management's recommendations on key proposals including acquisitions, material investments and divestments, restructuring, funding and significant capital expenditure.• Human resources planning and talent development in particular, management succession planning.

Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied
Explanation on application of the practice	:	<p>Non-independent non-executive chairman of the Board ("Chairman"), Tun Dato' Seri Zaki bin Tun Azmi ("Tun Zaki") has appropriately and diligently carried out his role to lead the Board in meetings and deliberation.</p> <p>Tun Zaki is the former 12th Chief Justice of Malaysia and has been active in the legal profession in Malaysia since reading law in 1969, where he obtained his Barrister-at-Law Degree. His vast professional experience has brought immeasurable value to Pertama Digital. Tun Zaki always leads the Board dutifully and reminds the Board members from time to time to be mindful of the fiduciary duties that Board members owe to Pertama Digital and its shareholder.</p> <p>When evaluating proposals tabled for the Board's deliberation and evaluating reports submitted by advisers, Tun Zaki always act in a professional and impartial manner.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied.	
Explanation on application of the practice	:	<p>Pertama Digital’s positions of Chairman and CEO are held by two different individuals. The position of Chairman is held by Tun Dato’ Seri Zaki Bin Tun Azmi who is a non-independent non-executive director whereas the position of CEO is held by Akhtar Saifullah.</p> <p>This composition has built an ecosystem that is conducive of healthy check and balance by parties of a different powers and authority limiting any possibility of conflict of interest.</p> <p>Ultimately, all deliberations on subjects and efforts put in are in the best interest of Pertama Digital.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.

Application	:	Applied.	
Explanation on application of the practice	:	The Chairman of the Board is not a member of the Audit Committee (“AC”), Nominating (“NC”) Committee or Remuneration Committee (“RC”).	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied.
Explanation on application of the practice	:	<p>The Board is supported by two (2) External Company Secretaries who are qualified to act as Company Secretary under Section 235 of the Companies Act 2016 ("CA 2016") ("Company Secretary").</p> <p>The Company Secretary provide the required support to the Board in carrying out its duties and stewardship role, providing the necessary advisory role with regards to Pertama Digital's constitution, Board's policies, and procedures as well as compliance with all regulatory requirements, guidance and legislation.</p> <p>The Board is regularly updated on new guidelines, directions and new regulatory issues affecting the Group by the Company Secretary as well as external consultants. The Company Secretary together with the Management Team assist the Chairman of the Board and Chairman of Board Committees to deal with the Board's agenda and to provide the relevant information and documents to the directors on a timely basis. The Board is satisfied with the support and performance provided by the Company Secretary in assisting the Board to discharge its duties.</p> <p>The Board is of the view that the Company Secretary has been competent and kept herself abreast with the evolving regulatory changes and developments through continuous education programmes and attendance of relevant conferences, seminars and training programmes. The Board is satisfied with the performance and support rendered by the Company Secretary to the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied	
Explanation on application of the practice	:	<p>Meeting materials are circulated prior to the actual meeting date via e-mails. Minutes of meeting will be confirmed at the subsequent meeting. In this connection, the deliberations and decisions at the Board and Board Committee meetings are well documented in the minutes, including matters where the Directors have abstained from voting or deliberation.</p> <p>The draft minutes of the meetings for the Board and Board's Committee will be circulated for review in a timely manner. The Board will be updated on actions taken on follow up matters with reference to the minutes of previous meeting. Follow up matters would stay as matters arising in the minutes of meetings until they are resolved.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies—

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board regards corporate governance as vitally important to the success of Pertama Digital's business and is unreservedly committed to applying the necessary good governance to ensure that good governance is practised in all of its business dealings with shareholders and the relevant stakeholders.</p> <p>A Board Charter has been formulated to guide the Board in the effective discharge of its roles and responsibilities as well as to define the functions delegated to the management and Board Committees.</p> <p>As stated in the Board Charter, the Board is in charge of leading and managing the Group in an effective and responsible manner. Under Section 213 of the CA 2016, each Director shall at all times exercise his powers for a proper purpose and in good faith in the best interest of the Group. Each director shall exercise reasonable care, skill and diligence in discharging his/her duties and responsibilities.</p> <p>In discharging its roles and responsibilities, the Board is guided by the Board Charter, which outlines the duties and responsibilities of the Board and the delegation of the day-to-day management of the Group to the ED. This formal structure of delegation is further cascaded by the ED to the management team. The ED and management team remain overall accountable to the Board for the delegated authority and for the performance of the Group.</p> <p>The Board also delegates certain responsibilities to the Board Committees, all of whom operate within their defined terms of reference. Notwithstanding this, the Board remains responsible for its fiduciary duties. The Board Charter is reviewed periodically to ensure that it complies with the legislation and best practices and remain relevant in light of the Board's objectives.</p> <p>The Board Charter is accessible on the Governance page of the</p>

	corporate website of Pertamina Digital.	
Explanation for departure		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure		
Timeframe		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>Pertama Digital has established a Code of Business Conduct ("CBC"), which although having a different term from the recommendation in Practice 3.1, but essentially incorporating guidance in the same spirit.</p> <p>The CBC has adequate provisions that mandates the adoption of certain practices that promote good corporate governance. The CBC applies to all member companies in the Group, directors and employees.</p> <p>The CBC is accessible on the Governance page of the corporate website of Pertama Digital.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	<p>In line with the Group's core value of integrity, the Board has established its Whistleblowing Policy which encourages employees within the Group to report suspected and/or known misconduct, wrongdoing, corruption, fraud, waste and/or abuse involving resources of Pertama Digital. The Whistleblowing Policy which is published in Pertama Digital's website provides and facilitates a mechanism for any individual to report concerns about any suspected and/or known misconduct, wrongdoing, corruption, fraud, waste and/or abuse.</p> <p>The policy spells out clearly its purpose, definition of whistle-blowing and procedural aspects of any whistle-blowing action with an aim to promote integrity, transparency and compliance with legal and ethical standards of conduct in the Group.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board together with management takes responsibility for the governance of sustainability in the Group including setting the Group's sustainability strategies, priorities and targets.</p> <p>The Board considers governance of sustainability when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.</p> <p>This is done on a continuous basis and is spearheaded by the senior management of Pertama Digital.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied.	
Explanation on application of the practice	:	<p>The Board ensures that Pertama Digital's sustainability strategies, priorities, and targets as well as performance against these targets are communicated to its internal and external stakeholders. Regular communication with stakeholders, through a wide range of communication mediums, enables the Group to continuously develop and implement measures to effectively manage concerns and expectations.</p> <p>This is done on a periodical basis and is spearheaded by the ED.</p> <p>In the Company's Annual Report 2022, a Sustainability Statement detailing the Group's sustainability strategies and targets and performance serves as one of the communication tools of the Group's sustainability to both internal and external stakeholders.</p>	
Explanation for departure	:		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied.	
Explanation on application of the practice	:	<p>The Board ensures that Pertama Digital stays alerts with the ongoing sustainability issues by reviewing strategies, priorities and targets as well as performance on a periodical basis.</p> <p>The Board are encouraged to attend relevant seminar/training to gather more insights in relation to sustainability risks and opportunities from time to time.</p>	
Explanation for departure	:		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board confirms that the performance evaluations of the board and senior management includes a review of the performance of the board and senior management in addressing Pertama Digital’s material sustainability risks and opportunities.</p> <p>This is done on yearly basis and is adopted as part of Pertama Digital’s Board Charter for the Board’s assessment and our Terms of Reference as well as HR Policy for senior management assessment.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Not Applied
Explanation on adoption of the practice	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company considering diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Adopted
Explanation on application of the practice	:	<p>On annual basis, the NC will review the composition and balance of the Board and its Committees, their alignment with the Company's strategic objectives, and the need for progressive refreshing of the Board.</p> <p>The NC also reviews the tenure of each Director and carries out a Board Effectiveness Evaluation to ensure that the Board as a whole and the Board Committees have been effective and fulfilling its roles and responsibilities.</p> <p>In addition, the independence of all independent directors is reviewed by the NC annually, with reference to their independence confirmation, independence of character and judgement and whether any circumstances or relationships exist which could affect their judgement.</p> <p>For those Directors who are retiring and eligible for re-election, the NC will only make recommendations for their re-election upon their satisfactory evaluation of their performance and contribution to the Board and the Committees, together with the overall balance of knowledge, skills, experience and diversity. Starting from financial year 2022, the NC will also take into consideration of the Directors' Fit & Proper Policy while evaluating the re-election.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied.	
Explanation on application of the practice	:	<p>The Board comprises of one (1) ED, two (2) Non-Independent Non-Executive Directors and four (4) Independent Non-Executive Directors with a mixture of suitably qualified and experienced professionals. More than half of the Board are independent directors.</p> <p>The current composition of the Board is optimal and effective in ensuring a good separation of powers and a check and balance mechanism.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Applied – annual shareholders’ approval for independent directors serving beyond 9 years	
Explanation on application of the practice	:	(to be decided after board meeting on 15 April 2023)	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Not Applied
Explanation on adoption of the practice	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied.	
Explanation on application of the practice	:	<p>Appointment of all Board and senior management members are in effect based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background, and gender. For appointment of new directors of the Group, the Company’s Fit & Proper Policy will also be applied in the appointment process.</p> <p>The NC is responsible for identifying and making recommendations for the Board’s approval on well-qualified and capable candidates for directorships.</p> <p>The current composition of the Board includes a diverse mix of skill sets, knowledge, experience (i.e. businessman, legal, finance and economics), age (i.e. range between 60 to 77 years old) and gender (i.e. there is a female director).</p> <p>The appointment of senior management personnel is also based on predetermined criteria that includes skill sets and leadership qualities, driven by their respective job descriptions.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied.
Explanation on application of the practice	:	<p>The Board confirms that it does not solely rely on recommendations from existing board members, management or major shareholders in identifying new candidates for the appointment of Director.</p> <p>The Board delegates to the NC the responsibility of recommending the appointment of any new Director. The NC is responsible to ensure that the procedures for appointing new Directors are transparent and rigorous and that appointments are made on merits. Through the NC the Board will consider recommendations from existing board members, management, major shareholders and third-party sources to identify suitably qualified candidates, when necessary. New board candidates proposed to fill vacancy arises from resignation, retirement or any other reasons will be reviewed by NC before recommending to the Board for further deliberation.</p> <p>The evaluation process may include, reviewing the candidate's resume, biographic information, qualifications, skills, knowledge, experiences, expertise, competencies and his/her understanding of the Group's business environment.</p> <p>The Board utilises independent sources to identify suitably qualified candidates from its various contracts and business connections. As directed, if the selection of candidates were based on recommendations made by existing directors, management or major shareholders, the NC shall provide the necessary justification to the Board.</p>
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	<p>During the reporting period, there is no appointment and/or reappointment of directors to be tabled for shareholders' approval. If there is any in the future reporting periods, the Company will ensure relevant information are made available to ensure shareholders have the information they require to make an informed decision on the appointment and/or reappointment of directors.</p> <p>Nevertheless, for Directors who are standing for re-election pursuant to the Constitution of the Company, their profile including name, age, gender, working experience and any conflict of interest as well as directorship in other companies are disclosed in the Annual Report 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied
Explanation on application of the practice	:	<p>The NC is chaired by Datuk Dr. Kenny Ng Bee Ken ("Datuk Dr. Kenny"), who is an Independent Non-Executive Director.</p> <p>Datuk Dr. Kenny is an experienced corporate law professional who possesses insights in various industries through years of working as a lawyer in the corporate world.</p> <p>Datuk Dr. Kenny's vast working experience is an added advantage in performing human capital management, especially evaluating the qualification, professional competency, and relevant working experience.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Presently, the Board has one (1) women director, representing 14.29% of the total number of Board members.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied.	
Explanation on application of the practice	:	<p>There are no gender restriction expressed in Pertama Digital’s policy and Pertama Digital discloses its policy on gender diversity, when considering the Candidates.</p> <p>Pertama Digital considers appointment of female directors and senior management staff if conditions of Candidates match the search criteria of Pertama Digital. Candidates will be evaluated on merits basis and with emphasis on the suitability of their skills and professional qualifications as the case may require.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has undertaken an annual evaluation of the effectiveness of Board and Board Committees, the performance of individual Directors. The assessment of the Board covers areas such as the Board structure, quality of information, Board's relationship with the Management, Board's activities, Chairman's roles and responsibilities, and the performance of the Board Committees. For self-assessment, the assessment criteria have included Directors' calibre and personality, Board's interaction and contribution, and quality of input to the Board.</p> <p>The Board evaluation are conducted by NC via evaluation forms. The evaluation forms are completed by each director annually. Upon completion of the assessments, the evaluation forms will be submitted to the Company Secretary for tabulation and the results will be presented to the NC together with agreed action plans to address the gaps/areas for improvement, if any, for deliberation and onward submission to the Board.</p> <p>Based on the annual Board performance assessment, the Board is satisfied with the current composition, diversity and size of the Board. The Board is also satisfied with the effectiveness of the Board, Board Committees and individual Directors, who have the requisite knowledge, skills and range of experiences to discharge their duties and responsibilities effectively.</p> <p>Besides, the independent directors also undergo independence evaluation as per requirements in the Listing Requirements. All independent directors confirmed their independence for the current reporting financial year ended 31 December 2022.</p>

Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has drawn up a policy on the remuneration ("Remuneration Policy") of executive and non-executive directors ("Directors"). The Remuneration Policy is aimed at providing a proper, systematic and documented set of procedures as guidelines for the RC to determine the remuneration packages of Directors. In order to achieve effective talent management, there need to be a fair reward system to attract, retain and motivate the Directors.</p> <p>Factors that determine the remuneration of Directors :-</p> <ul style="list-style-type: none">a) Expertise, professional or industrial background and the urgency of Pertamina Digital and/or its subsidiaries to fill the directorship and/or senior management positions vacanciesb) Management experiencec) Availability of candidates with similar talents and professional expertised) Market rates of director's salary / feese) Market practices of other benefitsf) Performance and contribution of a director towards the success and financial performance of the group and/or its subsidiaries <p>The remuneration of Non-Executive Directors is determined by the Board with interested Directors abstaining from any deliberation or voting on the decision.</p> <p>The Remuneration Policy is accessible on the Governance page of the corporate website of Pertamina Digital.</p>

Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has delegated to RC matters related to the remuneration of directors and senior management staff.</p> <p>The terms of reference of RC are disclosed on the Governance page of Pertama Digital's website. The RC works under the guidance of the Remuneration Policy and procedures drawn up as formal guidelines when acting in the capacity of RC as a whole.</p> <p>There is a clear set up in the terms of reference on powers and authority that the RC members can exercise.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	Pertama Digital has disclosed the remuneration of individual directors in detailed on a named basis in its Annual Report 2022, including the respective amount of directors' salary (applicable to executive directors) / directors' fees (applicable to non-executive directors), bonuses, contribution to defined benefits schemes and insurance schemes.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tun Dato' Seri Zaki bin Tun Azmi	Non - Independent Non-Executive Chairman	50,000	10,000	-	-	-	-	60,000	-	10,000	50,000	-	-	-	60,000
2	Sabri Bin Ab Rahman	Executive Director	-	11,000	-	-	-	-	11,000	-	11,000	623,017	-	-	-	661,052
3	Pan Ding (Resigned from the board on 22/9/2022)	GMD/ Executive Director	-	-	-	-	-	-	-	-	8,000	1,040,000	-	-	-	1,048,000
4	Pan Dong (Resigned from the board on 22/9/2022)	Executive Director	-	-	-	-	-	-	-	-	7,000	1,093,000	-	-	-	1,100,000
5	Datuk Dr. Kenny Ng Bee Ken	Independent Non-Executive Director	46,000	12,000	-	-	-	-	58,000	46,000	12,000	-	-	-	-	58,000
6	Dato' Suhazimah Binti Dzazali	Independent Non-Executive Director	-	12,000	-	-	-	-	12,000	36,000	12,000	-	-	-	-	48,000

7	Wong Yoke Nyen	Independent Non-Executive Director	-	10,000	-	-	-	-	10,000	-	10,000	-	-	-	-	10,000
8	YTM Tunku Syed Razman Bin Tunku Syed Idrus	Independent Non-Executive Director	9,000	1,000	-	-	-	-	10,000	9,000	1,000	-	-	-	-	10,000
9	Dato' Seri Nik Norzrul Thani Bin Nik Hassan Thani	Non-Independent Non-Executive Director	12,000	2,000	-	-	-	-	14,000	12,000	2,000	-	-	-	-	14,000
10	Wan Kamarul Zaman Wan Yaacob <i>(Resigned from the Board/RC/NC on 27/6/2022)</i>	Independent Non-Executive Director	18,000	8,000	-	-	-	-	26,000	18,000	8,000	-	-	-	-	26,000
11	Low Yan Song <i>(Resigned from Board/NC on 27/6/2022)</i>	Independent Non-Executive Director	18,000	8,000	-	-	-	-	26,000	18,000	8,000	-	-	-	-	26,000
12	Abel Goon Chun Hoe <i>(Resigned from the Board on 24/8/2022)</i>	Independent Non-Executive Director	-	7,000	-	-	-	-	7,000	-	7,000	-	-	-	-	7,000

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Applied	
Explanation on application of the practice	:	The remuneration of Pertama Digital’s top five (5) senior management is disclosed on a named basis in the bands of RM50,000.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Pan Ding <i>(Resigned from the board on 22/9/2022)</i>	GMD/Executive Director	-	-	-	-	-	-
2	Pan Dong <i>(Resigned from the board on 22/9/2022)</i>	Executive Director	-	-	-	-	-	-
3	Sabri bin Ab Rahman	Executive Director	-	11,000	-	-	-	11,000

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Applied
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied.	
Explanation on application of the practice	:	The positions of the chairman of the Board and chairman of the AC are held by different individuals. Below are the individuals acting as chairman for both the Board and AC: 1. Tun Dato’ Seri Zaki Bin Tun Azmi – Chairman of Board 2. Mr. Wong Yoke Nyen – Chairman of AC	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Departure.	
Explanation on application of the practice	:		
Explanation for departure	:	Presently, the Board has no intention to appoint a former partner of its external audit firm as AC members.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has set up and delegated to the AC the duties of reviewing matters relating to audit and financial reporting of the Group.</p> <p>The AC is responsible for assessing the capabilities and independence of the external auditors and to make recommendations to the Board on the appointment, re-appointment or termination of the external auditors.</p> <p>In safeguarding and supporting external auditors' independence and objectivity, the Company has adopted a Policy and Guidelines of Evaluation of External Auditors, outlined the criteria for the annual assessment on the performance of external auditors.</p> <p>The AC has undertaken an annual assessment on the performance, suitability and independence of the external auditors by making reference to the aforesaid policy and concluded that the AC was satisfied with the suitability of the external auditors, namely Mazars PLT and was of the view that their services should be continued.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Applied
Explanation on adoption of the practice	:	All members of the AC are independent non-executive directors of Pertama Digital.

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>All members of AC have professional qualifications, detailed are as follows:</p> <ul style="list-style-type: none">a) Mr. Wong Yoke Nyen, Chairman of the AC, is a certified member of Institute of Chartered Accountants in England and Wales (Corporate Finance Faculty), and an Advanced Diploma in Corporate Finance from Institute of Chartered Accountants in England and Wales and the Chartered Institute for Securities Investment.b) Datuk Dr. Kenny is holding several law and other qualifications, i.e. bachelor of Law (Honours) from University of Wales, Cardiff, Master of Laws from King's College, London, a certified mediator of the Malaysian Mediation Centre, Master of Science (Corporate Communication), University of Putra, Malaysia and Doctor of Divinity, Datuk Dr. Ng is also an Associate of the Association of Costs and Executive Accountants, England.c) Dato' Suhazimah Dzazali has respectable exposure and experience in the banking industry through her 34 years working experience in the public sector including the Malaysian Administrative Modernisation and Management Planning Unit (MAMPU). <p>In conclusion, all AC members are financially literate and able to understand matters under the purview of AC, including the financial reporting process.</p>

Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied.	
Explanation on application of the practice	:	<p>The Group has established a risk management and internal control ("RMIC") framework to manage risk that the Group faces.</p> <p>The RMIC framework encompasses an RMIC system and procedures that anticipate and respond to the risk factor that the Group faces in its overall operating environment. Besides, there are policies and procedures being drawn up and adopted on key operating areas.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The board discloses the following information about the RMIC framework established and currently adopted by the Group in a Statement on RMIC in the annual report :-</p> <p>RMIC of the Group is operated on a basis of separation of duties and responsibilities between the board and management of the Group</p> <p>a) The board has duties of overseeing and assessment of the RMIC system and procedures and ensuring timely response and updates on issues;</p> <p>b) Management of the Group has duties of identifying and implementation of rectification and reporting to Audit Committee. At the moment, the Group has yet to established a Risk Management Committee ("RMC").</p> <p>Other information about the Group's RMIC Framework includes roles of the internal auditor (outsourced to a third party firm) and their report on the strength and weaknesses of key control areas, internal procedures that require periodical update to the Board on matters relating to key risk areas, mitigation measures taken and results of those measures, and, roles of the external auditors who reports the outcome of discussion with management on deficiency of internal control that were discovered during the course of auditing.</p> <p>In the Statement on RMIC, the Board also concurs that despite that the RMIC Framework was set up to manage and address risk issues, the RMIC system has inherent limitations that risks can be mitigated but not eliminated entirely.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Group has been outsourcing its internal audit function to a third-party internal audit firm.</p> <p>As such, there is no question about its effectiveness and being able to function independently from the AC.</p> <p>For the financial year under reporting, OAC Consulting Sdn. Bhd. has been engaged to review the Financial Management & Financial Accounting Framework of the Group via completing an Audit Review on the Group’s compliance with applicable law.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied	
Explanation on application of the practice	:	The Group has since outsourced its internal audit functions to a third party firm in Kuala Lumpur. Similar to the info under Practice 11.1, OAC Consulting Sdn. Bhd. was the appointed outsourced internal auditor to review the Financial Management & Financial Accounting Framework of the Group via completing an Audit Review on the Group's compliance with applicable laws. The analysis was conducted independently from a third-party perspective; brief info on the auditor functions and analysis conducted are disclosed in the annual report.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied.	
Explanation on application of the practice	:	<p>The Group uses the following channels to communicate with stakeholders:</p> <p>a) Corporate website of Pertama Digital; b) Announcements on the website of Bursa Malaysia Securities Berhad; c) Annual reports; and d) General meetings (annual and extraordinary).</p> <p>The above channels are effective, transparent and serves to maintain regular communication with its all of its stakeholders.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>For all intents and purposes, Pertama Digital does not meet the criteria of being considered as a large company as defined in the Malaysian Code of Corporate Governance 2017 as follows:-</p> <p>a) Companies on the FTSE Bursa Malaysia Top 100 Index; or b) Companies with market capitalisation of RM2 billion or above</p> <p>Therefore, Pertama Digital is not obliged to apply Practice 12.2 as such regulation would appear to be non-applicable.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied.	
Explanation on application of the practice	:	For the 37th Annual General Meeting (“AGM”) held on 27 June 2022, the notice was issued on 9 May 2022, which was more than 28 days prior to the meeting.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied
Explanation on application of the practice	:	<p>All directors attended in person the 37th AGM held on a hybrid basis (in-person and virtual) from the Broadcast and Meeting Venue at Pentas 1, The Kuala Lumpur Performing Arts Centre, Sentul Park, Jalan Strachan, Off Jalan Sultan Azlan Shah, 51100 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 27 June 2022.</p> <p>The Board encouraged shareholders' participation at the said AGM by inviting them to raise and submit their questions in real time via typed texts. All the questions raised by the shareholders were well attended to by the ED and the Management.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	t
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate—

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Applied
Explanation on application of the practice	:	<p>The 37th (2022) AGM of Pertama Digital was held on a hybrid basis whereby shareholders and proxies were given the flexibility to attend the meeting physically or remotely via online platform.</p> <p>For all intents and purposes, Pertama Digital has taken the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.

Application	:	Applied
Explanation on application of the practice	:	<p>Pertama Digital takes cognisance of this requirement and confirms that the Chairman of the Board ensures that meaningful engagement between the Board, senior management and shareholders are always observed.</p> <p>The 37th (2022) AGM of Pertama Digital was conducted on a hybrid basis. The Company had issued the administrative guides for the AGM, which encompassed the guidance on the conduct of the hybrid meeting on 27 June 2022, including guidance on how to submit real-time questions during the meeting.</p> <p>The shareholders were allowed to submit their questions using the query box to transmit questions to the Board via RPV facilities during live streaming of the meeting. The Company had ensured that all questions submitted by shareholders were answered.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Applied
Explanation on application of the practice	:	<p>For all intents and purposes, Pertama Digital has taken all reasonable and necessary steps to ensure that the conduct of a virtual general meeting (fully virtual or hybrid) supports a meaningful engagement between the board, senior management and shareholders.</p> <p>This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting, interactive participation by shareholders and as well as data privacy and security to prevent cyber threats or the likes.</p> <p>All questions posed by shareholders are made known or visible to all meeting participants during the meeting.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	Pertama Digital held its 37th (2022) AGM on 27 June 2022. The minutes of AGM was prepared and published on the Company’s corporate website no later than 30 business days after the 37th AGM.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

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