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

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**  
**AUTHORITY TO ALLOT AND ISSUE SHARES NOT EXCEEDING 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF**  
**PERTAMA DIGITAL BERHAD FOR THE TIME BEING AND DIRECTION TO THE CONTRARY OF PRE-EMPTIVE RIGHTS**  
**UNDER SECTION 85 OF THE COMPANIES ACT 2016 (“PROPOSED NEW GENERAL MANDATE”)**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Extraordinary General Meeting (“**EGM**”) of Pertama Digital Berhad (“**PDB**” or “**Company**”) will be held on a virtual basis at a venue in Malaysia where the Chairman is present using Remote Participation and Voting facilities via <https://web.vote2u.my> (Domain Registration No. D6A471702) provided by Agmo Digital Solutions Sdn. Bhd. on Monday, 13 March 2023 at 10.00 a.m. or any adjournment thereof. The Notice of EGM and Form of Proxy are enclosed in this Circular.

The Form of Proxy must be lodged at the Company’s Registered Office at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan or be submitted electronically via the RPV Online portal at <https://web.vote2u.my> (applicable to individual shareholders only) not less than 48 hours before the time fixed for the EGM. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Saturday, 11 March 2023 at 10.00 a.m.  
Date and time of the EGM : Monday, 13 March 2023 at 10.00 a.m.

This Circular is dated 24 February 2023



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

**Registered Office:**  
802, 8th Floor, Block C  
Kelana Square  
17 Jalan SS7/26  
47301 Petaling Jaya  
Selangor Darul Ehsan

24 February 2023

## **Board of Directors**

Tun Dato' Seri Zaki bin Tun Azmi (*Non-Independent Non-Executive Chairman*)  
Sabri bin Ab Rahman (*Executive Director*)  
Tunku Syed Razman bin Tunku Syed Idrus (*Independent Non-Executive Director*)  
Datuk Seri Dr Nik Norzrul Thani bin Nik Hassan Thani (*Non-Independent Non-Executive Director*)  
Datuk Dr. Ng Bee Ken (*Independent Non-Executive Director*)  
Dato' Dr. Suhazimah binti Dzazali (*Independent Non-Executive Director*)  
Wong Yoke Nyen (*Independent Non-Executive Director*)

To: The shareholders of PDB

Dear Sir/Madam,

## **PERTAMA DIGITAL BERHAD**

### **PROPOSED NEW GENERAL MANDATE**

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#### **1. INTRODUCTION**

1.1 The Court of Appeal's ruling on Section 85 of the Companies Act 2016 ("**Act**") in Concrete Parade Sdn. Bhd. v Apex Equity Holdings Bhd & Ors [2021] 9 CLJ 849 sets out:

- (a) A "direction to the contrary" must be obtained before any shares are offered to outsiders.
- (b) For a "direction to the contrary" to be operative, the proposed resolution must set out all the requisite information regarding the existing shareholders' pre-emptive rights under Section 85(1) of the Act i.e.:
  - (i) The existing shareholders had a statutory pre-emptive right to be offered any new shares which rank equally to existing shares issued by the company;

- (ii) By voting in favour of the resolution for the issuance of the new shares, the existing shareholders would be waiving their pre-emptive rights; and
- (iii) A waiver is only effective if the party waiving it had knowledge of his legal rights and with that knowledge consciously chose not to exercise the same.

**Section 85 of the Act: Pre-emptive rights to new shares**

- (1) *Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.*
- (2) *An offer under subsection (1) shall be made to the holders of existing shares in a notice specifying the number of shares offered and the time frame of the offer within which the offer, if not accepted, is deemed to be declined.*
- (3) *If the offer is not accepted after the expiry of the period specified in the notice under subsection (2), the directors may dispose those shares in such manner as the directors think most beneficial to the company.*

- 1.2 During the Company's Thirty-Seventh Annual General Meeting ("**AGM**") held on 27 June 2022, the Company has tabled an ordinary resolution to seek shareholders' approval to empower the Directors of the Company to allot and issue shares not exceeding 10% of the total number of issued shares of the Company subject to approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company ("**Existing General Mandate**") and the said resolution was duly carried.
- 1.3 Since the Thirty-Seventh AGM till the date of printing of this Circular, no new shares in the Company were issued pursuant to the Existing General Mandate.
- 1.4 In light of the above ruling, the Company is unable to exercise its Existing General Mandate for fund raising activities in the absence of a direction to the contrary of pre-emptive rights under Section 85 of the Act being given by the shareholders of the Company.
- 1.5 Article 56 of the Company's Constitution states that subject to any direction to the contrary that may be given by the Company in a Meeting of Members, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of Meetings of Members in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

## **2. PROPOSED NEW GENERAL MANDATE**

In this respect, the Company proposes to seek the approval from its shareholders to empower the Directors of the Company to allot and issue shares not exceeding 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company and to give direction to the Directors of the Company under Article 56 of the Company's Constitution to offer and issue new shares pursuant to the authority granted to any such persons without first to offer the new shares to the existing members of the Company in proportion to their shareholding.

## **3. RATIONALE**

The Proposed New General Mandate is aimed to facilitate the fundraising activities in the plan of the Company. It is the intention of the Company to raise funds through placement of new shares to potential investors for its business expansion plan and working capital.

## **4. EFFECTS**

The Proposed New General Mandate, if approved, will:

- (a) empower the Directors of the Company to allot and issue shares not exceeding 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company; and
- (b) give direction to the Directors of the Company under Article 56 of the Company's Constitution to offer and issue new shares pursuant to the authority granted to any such persons without first to offer the new shares to the existing members of the Company in proportion to their shareholding.

The Proposed New General Mandate, if approved, will supersede and replace the Existing General Mandate.

The Proposed New General Mandate, if approved, unless revoked or varied by the Company in a general meeting, will be valid until the next AGM of the Company scheduled to be held by June 2023.

The Proposed New General Mandate will not have any effect on the share capital and substantial shareholders' shareholding of PDB, net assets, net assets per share, gearing, earnings and earnings per share of PDB and its group of companies ("**PDB Group**").

## **5. APPROVAL REQUIRED**

The Proposed New General Mandate is subject to the approval of shareholders of PDB at an EGM of the Company to be convened.

## **6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM**

None of the Directors, major shareholders of PDB and/or persons connected with them have any interest, directly or indirectly in the Proposed New General Mandate.

## **7. DIRECTORS' STATEMENT/RECOMMENDATION**

The Board of Directors of PDB, having considered all aspects of the Proposed New General Mandate, is of the opinion that the Proposed New General Mandate is in the best interest of PDB Group and recommends that you vote in favour of the resolution in relation to the Proposed New General Mandate to be tabled at the forthcoming EGM.

## **8. EGM**

The EGM, the notice of which is enclosed in this Circular, is scheduled to be held on a virtual basis at a venue in Malaysia where the Chairman is present using Remote Participation and Voting facilities via <https://web.vote2u.my> (Domain Registration No. D6A471702) provided by Agmo Digital Solutions Sdn. Bhd. on Monday, 13 March 2023 at 10.00 a.m. or any adjournment thereof, for the purpose of considering, and if thought fit, passing with or without modifications, the resolution to give effect to the Proposed New General Mandate.

If you are unable to attend, participate, speak or vote in person at the EGM and wish to appoint a proxy, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions contained therein, to be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan or be submitted electronically via the RPV Online portal at <https://web.vote2u.my> (applicable to individual shareholders only) not less than 48 hours before the time set for holding the EGM or at any adjournment thereof. The completion and lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Yours faithfully

For and on behalf of the Board  
**PERTAMA DIGITAL BERHAD**

**TUN DATO' SERI ZAKI BIN TUN AZMI**

Non-Independent Non-Executive Chairman



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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Pertama Digital Berhad (“Company”) (“EGM”) will be held on a virtual basis at a venue in Malaysia where the Chairman is present using Remote Participation and Voting facilities via <https://web.vote2u.my> (Domain Registration No. D6A471702) provided by Agmo Digital Solutions Sdn. Bhd. on Monday, 13 March 2023 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:

**ORDINARY RESOLUTION**

**AUTHORITY TO ALLOT AND ISSUE SHARES NOT EXCEEDING 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF PERTAMA DIGITAL BERHAD FOR THE TIME BEING AND DIRECTION TO THE CONTRARY OF PRE-EMPTIVE RIGHTS UNDER SECTION 85 OF THE COMPANIES ACT 2016**

“THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be allotted pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being.

AND THAT pursuant to Article 56 of the Constitution, direction to the contrary of pre-emptive rights under Section 85 of the Companies Act 2016 be and is hereby given for the Directors to offer and issue new shares of the Company ranking equally to the existing shares of the Company pursuant to the aforesaid authority, to such persons for such consideration as the Directors deem fit and in the best interest of the Company.”

**BY ORDER OF THE BOARD**

**KANG SHEW MENG (SSM PC No. 201908002065)**  
**SEOW FEI SAN (SSM PC No. 201908002288)**  
Company Secretaries

Petaling Jaya  
24 February 2023

*Notes:*

- 1. Only depositors whose names appear in the Record of Depositors as at 6 March 2023 shall be regarded as members and entitled to attend, speak and vote at the EGM.*
- 2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend, speak and vote on his / her behalf. A proxy may but need not be a member of the Company.*
- 3. A member may appoint up to two (2) proxies to attend the EGM. Where a member appoints two (2) proxies, he / she shall specify the proportions of his / her holdings to be represented by each proxy.*
- 4. Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- 5. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
- 6. The instrument appointing a proxy ("Proxy Form") shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised or in some other manner approved by its directors.*
- 7. The Proxy Form must be deposited/submitted via the following manners not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof:*

*(i) By hardcopy form*

*The Proxy Form must be deposited at the Company's registered office at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan.*

*(ii) By electronic form*

*The e-Proxy Form can be electronically submitted/lodged via the RPV Online portal at <https://web.vote2u.my> (applicable to individual shareholders only). Please refer to the Administrative Guide for the procedures on electronic lodgement of Proxy Form.*



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

**FORM OF PROXY**

CDS ACCOUNT NUMBER	NO. OF SHARES HELD

I/We.....  
(BLOCK LETTERS) NRIC No./Registration No.....of.....  
..... being a Member(s)  
of PERTAMA DIGITAL BERHAD (Registration No. 198401002327 (114842-H)) ("Company") hereby appoint the following person(s):

	Name & NRIC No. of Proxy	Email of Proxy	No. of shares to be represented by proxy
1.			
2.			
Or failing him/her,			
1.			
2.			

Or failing him/her, THE CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held on a virtual basis at a venue in Malaysia where the Chairman is present using Remote Participation and Voting facilities via <https://web.vote2u.my> (Domain Registration No. D6A471702) provided by Agmo Digital Solutions Sdn. Bhd. on Monday, 13 March 2023 at 10.00 a.m. or any adjournment thereof and to vote as indicated below:

ORDINARY RESOLUTION	*FOR	*AGAINST
PROPOSED NEW GENERAL MANDATE		

\*Please indicate with an "X" in the space above on how you wish to cast your vote. In the absence of any specific directions, your proxy will vote or abstain as he/she thinks fit.

Dated this .....day of..... 2023

.....  
Signature / Seal of member

**Notes:**

- Only depositors whose names appear in the Record of Depositors as at 6 March 2023 shall be regarded as members and entitled to attend, speak and vote at the EGM.
- A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend, speak and vote on his / her behalf. A proxy may but need not be a member of the Company.
- A member may appoint up to two (2) proxies to attend the EGM. Where a member appoints two (2) proxies, he / she shall specify the proportions of his / her holdings to be represented by each proxy.
- Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy ("Proxy Form") shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised or in some other manner approved by its directors.
- The Proxy Form must be deposited/submitted via the following manners not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof:
  - By hardcopy form  
The Proxy Form must be deposited at the Company's registered office at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan.
  - By electronic form  
The e-Proxy Form can be electronically submitted/lodged via the RPV Online portal at <https://web.vote2u.my> (applicable to individual shareholders only). Please refer to the Administrative Guide for the procedures on electronic lodgement of Proxy Form.



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AFFIX  
STAMP

The Company Secretaries

**PERTAMA DIGITAL BERHAD**  
802, 8<sup>th</sup> Floor, Block C, Kelana Square,  
17 Jalan SS7/26, 47301 Petaling Jaya,  
Selangor Darul Ehsan

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