

## **PERTAMA DIGITAL BERHAD ("PDB" OR "COMPANY")**

- (I) PROPOSED SHARE CONSOLIDATION;**
- (II) PROPOSED PRIVATE PLACEMENT;**
- (III) PROPOSED RIGHTS ISSUE WITH WARRANTS;**
- (IV) PROPOSED ACQUISITIONS; AND**
- (V) PROPOSED SHARE CAPITAL REDUCTION**

### **(COLLECTIVELY, THE "PROPOSED REGULARISATION PLAN")**

*Unless otherwise defined, the definitions set out in the announcements dated 20 June 2025, amended announcement 23 June 2025, additional announcement dated 26 June 2026 and announcement dated 29 January 2026 in relation to the Proposed Regularisation Plan ("**Announcements**") shall apply herein.*

## **1. INTRODUCTION**

Reference is made to the Announcements, wherein M&A Securities, on behalf of the Board, announced that the Company has on 20 June 2025 entered into the D-Ron SG SSPA and D-Ron MY SSPA to acquire the D-Ron SG Sale Shares and D-Ron MY Sale Shares, respectively, for the Purchase Consideration, to be satisfied entirely via cash. In addition, the Company intends to undertake the Proposed Share Capital Reduction.

On behalf of the Board, M&A Securities wishes to announce that the Company, as part of its Proposed Regularisation Plan, proposes to undertake the following additional proposals:

- (i) Proposed share consolidation of every 3 existing PDB Shares held by the shareholders of PDB on an entitlement date to be determined and announced later ("**Share Consolidation Entitlement Date**") into 1 PDB Share ("**Consolidated Share(s)**") ("**Proposed Share Consolidation**");
- (ii) Proposed private placement of 29,214,000 new PDB Shares ("**Placement Share(s)**"), representing approximately 20.00% of the total number of issued PDB Shares ("**Proposed Private Placement**"); and
- (iii) Proposed renounceable rights issue of 3 new PDB Shares ("**Rights Share(s)**") for every 1 existing PDB Share held, together with free detachable warrants ("**Warrants(s)**") on the basis of 1 Warrant for every 2 Rights Share subscribed for, by the entitled shareholders whose names appear in the record of depositors of the Company ("**Entitled Shareholders**") on an entitlement date to be determined later ("**Rights Issue Entitlement Date**") ("**Proposed Rights Issue with Warrants**").

For avoidance of doubt, the Proposed Share Consolidation, Proposed Private Placement, Proposed Rights Issue with Warrants, Proposed Share Capital Reduction and Proposed Acquisitions will collectively be the Company's Proposed Regularisation Plan.

Further details of the Proposed Share Consolidation, Proposed Private Placement and Proposed Rights Issue with Warrants are set out in the ensuing sections.

## **2. DETAILS OF THE PROPOSED SHARE CONSOLIDATION**

The Proposed Share Consolidation entails the consolidation of every 3 existing Shares held by shareholders of PDB, whose names appear in the Record of Depositors of the Company at the close of business on the Share Consolidation Entitlement Date, into 1 Consolidated Share. The Proposed Share Consolidation will be implemented prior to the implementation of the Proposed Private Placement and Proposed Rights Issue with Warrants.

As at 1 February 2026, being the latest practicable date prior to the date of this announcement (“LPD”), the issued share capital of PDB is RM59,107,382 comprising 438,210,812 PDB Shares. For avoidance of doubt, PDB does not have any treasury shares or convertible securities as at the LPD. Upon completion of the Proposed Share Consolidation, the resultant issued share capital of PDB will be RM59,107,382 comprising 146,070,270 Consolidated Shares.

Any fractional entitlements arising from the Proposed Share Consolidation shall be disregarded and/or dealt with in such manner as the Board shall in its absolute discretion deems fit, expedient and in the best interest of the Company.

## 2.1 Theoretical adjusted reference price of the Consolidated Shares

The Proposed Share Consolidation will result in an adjustment to the reference price of PDB Shares as listed and quoted on the Main Market of Bursa Securities, but theoretically shall not have any impact on the market value of the Shares held by the shareholders of PDB.

For illustration purpose, the theoretical adjusted reference price of the Consolidated Shares upon completion of the Proposed Share Consolidation shall be as follows:

	<b>No. of Shares</b>	<b>Closing market price / Theoretical adjusted reference price per Share (RM)</b>	<b><sup>(ii)</sup>Total Value (RM'000)</b>
As at LPD <sup>(i)</sup>	438,210,812	0.0950	41,630
After the Proposed Share Consolidation	146,070,270	<sup>(iii)</sup> 0.2850	41,630

### Notes:

- (i) The trading of PDB Shares has been suspended on 13 November 2025. The Company shall seek the approval of Bursa Securities to resume the trading of PDB Shares prior to the implementation of the Proposed Regularisation Plan.
- (ii) The total value is arrived at by multiplying the number of Shares with the closing market price/theoretical adjusted reference price per Share.
- (iii) The theoretical adjusted reference price of the Consolidated Share is computed based on the following formula:

$$\begin{aligned}
 \text{Theoretical adjusted reference price per Share} &= \text{Market price per Share} \times \frac{\text{Number of Shares as at the LPD}}{\text{Number of Shares after the Proposed Share Consolidation}} \\
 &= \text{RM0.0950} \times \frac{438,210,812}{146,070,270} \\
 &= \text{RM0.2850}
 \end{aligned}$$

## 2.2 Ranking of the Consolidated Shares

The Consolidated Shares shall rank equally in all respects with one another and the rights of the Consolidated Shares shall remain unchanged from the rights of the existing Shares.

### 2.3 Suspension of trading, listing date and notices of allotment

No suspension will be imposed on the trading of PDB Shares on the Main Market of Bursa Securities pursuant to the Proposed Share Consolidation. The Consolidated Shares shall be listed and quoted on the Main Market of Bursa Securities on the next market day following the Share Consolidation Entitlement Date.

The notices of allotment of the Consolidated Shares will be issued and despatched to the entitled shareholders within four (4) market days after the listing of and quotation for the Consolidated Shares on the Main Market of Bursa Securities. For avoidance of doubt, the Proposed Private Placement and Proposed Rights Issue with Warrants will only be undertaken upon completion of the Proposed Share Consolidation.

### 3. DETAILS OF THE PROPOSED PRIVATE PLACEMENT

The Proposed Private Placement entails the issuance of 29,214,000 Placement Shares, representing approximately 20.00% of the total number of issued PDB Shares, at an issue price to be determined and fixed at a later date.

The Proposed Private Placement will be implemented in one (1) tranche after all approvals required for the Proposed Regularisation Plan have been obtained. The Proposed Private Placement will be undertaken upon completion of the Proposed Share Consolidation, but before the implementation of the Proposed Rights Issue with Warrants. The Placement Shares shall be placed out via M&A Securities acting as the placement agent.

#### 3.1 Basis of arriving at the issue price of the Placement Shares

The issue price of the Placement Shares shall be determined by the Board after obtaining all relevant approvals and taking consideration of the following:

- (i) a discount of not more than 20.00% to the volume weighted average market price of PDB Shares for the 5 market days ("**5D-VWAMP**") immediately preceding the price fixing date;
- (ii) the expected funding requirements of the Company and its subsidiaries ("**PDB Group**" or "**Group**") detailed in Section 5 of this announcement;
- (iii) the prevailing market conditions; and
- (iv) the pro forma consolidated NA per PDB Share upon completion of the Proposed Regularisation Plan as shown in Section 8.2 of this announcement.

For illustration purpose, assuming the Placement Shares are issued at an indicative issue price of RM0.23 per Placement Share ("**Indicative Issue Price**"), this would represent a discount of 19.30% to the 5D-VWAMP of Consolidated Shares up to and including the LPD (after adjusting for the Proposed Share Consolidation) of RM0.285<sup>(i)</sup>. Based on the Indicative Issue Price, the Proposed Private Placement will raise gross proceeds of RM6.72 million.

**Note:**

- (i) The theoretical adjusted reference price of the Consolidated Share is computed based on the following formula:

$$\begin{aligned} \text{Theoretical adjusted} & \quad \text{reference price per} & \quad \text{Share} & = & \quad \text{Market price} & \quad \text{per Share} & \quad \times & \quad \frac{\text{Number of Shares as at the LPD}}{\text{Number of Shares after the}} \\ & & & & & & & \quad \text{Proposed Share Consolidation} \\ & & & = & \quad \text{RM0.0950} & & \quad \times & \quad \frac{438,210,812}{146,070,270} \\ & & & = & \quad \text{RM0.2850} & & & \end{aligned}$$

### 3.2 Placement arrangement

The Placement Shares will be placed to independent third-party investor(s) ("**Placees**"), where the Placees shall be person(s) or party(ies) who/which qualify under Schedule 6 and Schedule 7 of the Capital Markets and Services Act 2007, who/which shall be identified at a later date.

Pursuant to Paragraph 6.06 of the MMLR, the Placement Shares will not be placed to the following persons:

- (i) a director, major shareholder or chief executive of PDB or a holding company of PDB ("**Interested Person**"); or
- (ii) a person connected with such Interested Person.

### 3.3 Ranking of the Placement Shares

The Placement Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing PDB Shares, save and except that the holders of the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions which may be declared, made or paid to the shareholders of the Company, for which the relevant entitlement date is prior to the date of allotment of such Placement Shares. For avoidance of doubt, the Placees shall be entitled for the Rights Shares and Warrants pursuant to the Proposed Rights Issue with Warrants.

### 3.4 Listing of and quotation for the Placement Shares

An application will be made to Bursa Securities for the listing of and quotation for the Placement Shares to be issued pursuant to the Proposed Private Placement on the Main Market of Bursa Securities.

## 4. DETAILS OF THE PROPOSED RIGHTS ISSUE WITH WARRANTS

The Proposed Rights Issue with Warrants will entail an issuance of 525,852,810 Rights Shares, on the basis of 3 Rights Shares for every 1 existing PDB Share held by the Entitled Shareholders on the Rights Issue Entitlement Date, together with up to 262,926,405 Warrants on the basis of 1 Warrant for every 2 Rights Shares subscribed for. The Proposed Rights Issue with Warrants is intended to be implemented after the Proposed Share Consolidation and the Proposed Private Placement. As such, the number of Rights Shares and Warrants has been arrived at based on the enlarged issued share capital of PDB of RM65,826,602 comprising 175,284,270 Shares after taking into consideration of the followings:

- (i) existing 438,210,812 issued PDB Shares as at the LPD;

- (ii) consolidation of the existing 438,210,812 PDB Shares into 146,070,270 Consolidated Shares pursuant to the Proposed Share Consolidation; and
- (iii) issuance of 29,214,000 Placement Shares pursuant to the Proposed Private Placement.

The basis of 3 Rights Shares for every 1 existing PDB Share held, together with 1 Warrant for every 2 Rights Shares subscribed for, was arrived at after taking into consideration, amongst others, the following:

- (i) the amount of proceeds to be raised from the subscription of the Rights Shares which is to be channelled towards the purposes as set out in Section 5 of this announcement; and
- (ii) pursuant to Paragraph 6.50 of the MMLR which states that the number of new Shares which will arise from the exercise or conversion of all outstanding convertible equity securities, does not exceed 50.00% of the total number of issued shares of the Company (excluding treasury shares and before the exercise of the convertible equity securities) at all times.

The Warrants will be immediately detached from the Rights Shares upon issuance and will be traded separately on the Main Market of Bursa Securities. The Warrants will be issued in registered form and constituted by a deed poll to be executed by PDB ("**Deed Poll**").

The Proposed Rights Issue with Warrants is renounceable in full or in part. Accordingly, the Entitled Shareholders who renounce all or part of their entitlements to the Rights Shares provisionally allotted to them under the Proposed Rights Issue with Warrants will simultaneously relinquish any accompanying entitlements to the Warrants. For avoidance of doubt, the Rights Shares and the Warrants are not separately renounceable.

Any Rights Shares together with Warrants which are not validly taken up shall be offered to other Entitled Shareholders and/or their renounee(s) and/or transferee(s) under excess shares applications and to such other persons as the Board shall determine. It is the intention of the Board to reduce the incidence of odd lots and to allocate excess Rights Shares together with Warrants in a fair and equitable manner and on a basis to be determined by the Board later.

Fractional entitlements arising from the Proposed Rights Issue with Warrants, if any, shall be disregarded and/or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interests of the Company.

#### 4.1 Salient terms of the Warrants

<b>Terms</b>	<b>Details</b>
Issue size	: Up to 262,926,405 Warrants
Form	: The Warrants will be issued in registered form and constituted by the Deed Poll.
Tenure	: 5 years commencing from and inclusive of the date of issuance of the Warrants (" <b>Issue Date</b> ").
Exercise Rights	: Each Warrant entitles the registered Warrant holder to subscribe for 1 new PDB Share at the Exercise Price at any time during the Exercise Period, subject to the provisions of the Deed Poll.

<b>Terms</b>	<b>Details</b>
Exercise Price	: The exercise price of the Warrants shall be determined and fixed by the Board and announced at a later date, after obtaining the relevant approvals but before the Rights Issue Entitlement Date. Kindly refer to Section 4.3 of this announcement for the basis of determining the exercise price of the Warrants.
Exercise Period	: The Warrants may be exercised at any time during the Tenure of the Warrants commencing from and including the Issue Date and ending on the Expiry Date. On the Expiry Date, any Warrants which have not then been exercised will lapse and every Warrant not exercised by then will cease to be valid for any purpose.
Expiry Date	: A date which falls on the day before the 5 <sup>th</sup> anniversary of the Issue Date, provided that if such day falls on a day which is not a market day, then it shall be the market day immediately preceding the said non-market day.
Adjustment in the Exercise Price and/or the number of Warrants	: Subject to the provisions of the Deed Poll, the Exercise Price and/or the number of unexercised Warrants held by each Warrant holder shall be adjusted by the Board in consultation with an approved adviser appointed by the Company or certified by the auditors of PDB in accordance with the provisions of the Deed Poll.
Status of the new PDB Shares to be issued arising from the exercise of the Warrants	: The new PDB Shares to be issued upon the exercise of the Warrants shall, upon allotment and issuance, rank <i>pari passu</i> in all respects with the then existing PDB Shares, except for any entitlements given on an entitlement date prior to the date of allotment of the said new PDB Shares.
Rights of Warrants holders	: The Warrants holders are not entitled to any voting rights in any general meeting of the Company or to participate in any distribution and/or offer of further securities in the Company until and unless such Warrants holders are issued with new PDB Shares arising from their exercise of the Warrants.
Modification	: Any modification to the Deed Poll may be effected only by a further deed poll, executed by the Company and expressed to be supplemental thereto, and only if the requirement of the Deed Poll has been complied with. Any of such modification shall be in accordance with the provisions of the Deed Poll.
Modification by the Company	: The Company in consultation with an approved adviser, may from time to time without the consent or sanction of the Warrant holder(s) make any modification (except to provisions for convening meetings of the Warrant holders) to the Deed Poll which will not be materially prejudicial to the interest of the Warrant holders or is to correct a manifest error or to comply with mandatory provisions of the laws of Malaysia.
Rights in the event of winding up, liquidation, compromise and / or arrangement	: Where a resolution has been passed by the Company for a members' voluntary winding-up or there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with one or more companies then:

<u>Terms</u>	<u>Details</u>
	<p>(a) for the purpose of such a winding-up, compromise or arrangement (other than consolidation, amalgamation or merger in which the Company is the continuing corporation) to which the Warrant holders or some persons designated by them for such purposes by special resolution, shall be a party, the terms of such winding-up, compromise or arrangement shall be binding on all the Warrants holders; and</p> <p>(b) in any other case, every Warrant holder shall be entitled at any time within 6 weeks after the passing of such resolution or 6 weeks after the granting of the court order approving the compromise or arrangement, by irrevocable surrender of his Warrants together with payment of the relevant Exercise Price monies, to elect to be treated as if he had immediately prior to the commencement of such winding-up, compromise or arrangement, exercised the Exercise Rights represented by such Warrants, to the extent specified in the exercise notice and be entitled to receive out of the assets of the Company (which would be available in liquidation) if he had on such date been a holder of the PDB Shares, to which he would have become entitled pursuant to such exercise and the liquidator of the Company shall give effect to such election accordingly. Upon the expiry of the above 6 weeks, all Exercise Rights shall lapse and cease to be valid for any purpose.</p> <p>(c) If the Company is wound up (other than by way of a members' voluntary winding up), all Exercise Rights which have not been exercised prior to the date of the commencement of the winding up shall lapse and the Warrants will cease to be valid for any purpose.</p>
Board Lot	: The Warrants are tradeable upon listing in board lot of 100 units carrying the right to subscribe for 100 new PDB Shares at any time during the Exercise Period or such other denomination as may be prescribed by Bursa Securities.
Listing	: The Warrants will be listed on the Main Market of Bursa Securities.
Governing law	: Laws of Malaysia.

#### **4.2 Basis and justification of determining the issue price of the Rights Shares**

The issue price of the Rights Shares has not been determined at this juncture. However, it is the intention of the Board to fix the issue price of the Rights Shares to be the same as the issue price of the Placement Shares, after taking into consideration the following:

- (i) the theoretical ex-all price ("**TEAP**") of PDB Shares, calculated based on the 5D-VWAMP of PDB Shares up to and including the LPD of RM0.285 per Share (after adjusting for the Proposed Share Consolidation). For illustrative purposes, the issue price of the Rights Shares of RM0.23 ("**Rights Issue Price**"), based on the Indicative Issue Price, represents a discount of approximately 4.17% to the TEAP of PDB Shares of RM0.24 per Share;
- (ii) the Company's existing affected listed issuer status;

- (iii) the Group's funding requirements for the purposes set out in Section 5 of this announcement;
- (iv) the prevailing market conditions; and
- (v) the pro forma consolidated NA per PDB Share upon completion of the Proposed Regularisation Plan as shown in Section 8.2 of this announcement.

#### **4.3 Basis and justification of determining the exercise price of Warrants**

The Warrants are attached to the Rights Shares and will be issued at no cost to the Entitled Shareholders and/or their renouncee(s) and/or transferee(s) who subscribe for the Rights Shares. The exercise price of the Warrants shall be determined by the Board (before the announcement of the Rights Issue Entitlement Date) after obtaining all relevant approvals and taking into consideration, amongst others, the following:

- (i) the historical price movement of PDB Shares;
- (ii) a discount of not more than 20.00% to the TEAP of PDB Shares based on the 5D-VWAMP of the Company immediately preceding the price fixing date to be determined and announced later;
- (iii) the prevailing market conditions; and
- (iv) the future funding requirements of the Group.

For illustrative purposes only, the exercise price of the Warrants is assumed to be RM0.23 each ("**Indicative Exercise Price**"), which represents a discount of 19.30% to the 5D-VWAMP of PDB Shares up to and including the LPD of RM0.285 per Share (after adjusting for the Proposed Share Consolidation). Correspondingly, the Indicative Exercise Price represents a discount of approximately 4.17% to the TEAP of PDB Shares of RM0.24 per Share.

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#### 4.4 Undertaking and underwriting arrangements

It is the intention of the Company to undertake the Proposed Rights Issue with Warrants on a full subscription basis, where the Proposed Rights Issue with Warrants would entail the issuance of 525,852,810 Rights Shares to raise gross proceeds of approximately RM120.95 million, based on the Rights Issue Price, which will be channelled towards the proposed utilisation as set out in Section 5 of this announcement ("**Full Subscription Basis**"). In order to meet the Full Subscription Basis:

- (a) PDB has procured the written irrevocable and unconditional undertakings from Datuk Ahmad Nazri Bin Abdullah and Sabri Bin Ab. Rahman ("**Undertaking Shareholder(s)**") to subscribe in full for their entitlement of Rights Shares under the Proposed Rights Issue with Warrants and to apply and subscribe for additional Rights Shares not subscribed by other Entitled Shareholders and/or their renounee(s) and/or transferee(s) by way of excess Rights Shares application, aggregating at least 400,000,000 Rights Shares ("**Undertaking**"), subject to the following:
- (i) such Undertaking would not result in each Undertaking Shareholder and persons acting in concert with them to trigger the obligation to undertake a mandatory general offer for all the remaining PDB securities not already held by them in accordance with Paragraph 4.01(a) of the Rules on Take-Overs, Mergers and Compulsory Acquisitions ("**Rules**"); and
- (ii) such Undertaking would not result in the public shareholding spread of the Company falling below 25.00% of the Company's enlarged issued share capital after the completion of the Proposed Rights Issue with Warrants in accordance with Paragraph 8.02(1) of the MMLR.

For illustrative purposes, the details of the shareholdings of the Undertaking Shareholders and the Rights Shares to be subscribed for pursuant to the Undertaking (based on the Rights Issue Price) are set out as follows:

Undertaking Shareholder	Direct shareholdings as at the LPD		Shareholdings after the Proposed Share Consolidation		Rights Shares to be subscribed for pursuant to the Undertaking <sup>(iii)</sup>					Direct shareholdings after the Proposed Rights Issue with Warrants	
	No. of Shares ('000)		No. of Shares ('000)		Entitlement		Excess Rights Shares application		Total no. of Rights Shares ('000)	No. of Shares ('000)	
	(i)%	(ii)%	(iii)%	(iii)%	(iii)%	(iv)%					
Datuk Ahmad Nazri Bin Abdullah	31,903	7.28	10,634	7.28	31,903	6.07	168,097	31.97	200,000	210,634	30.04
Sabri Bin Ab. Rahman	10,226	2.33	3,409	2.33	10,226	1.94	189,774	36.09	200,000	203,409	29.01

**Notes:**

- (i) Based on the issued share capital of 438,210,812 PDB Shares as at the LPD.
- (ii) Based on the issued share capital of 146,070,270 PDB Shares after the Proposed Share Consolidation.
- (iii) Based on 525,852,810 Rights Shares to be issued under the Proposed Rights Issue with Warrants.
- (iv) Based on the enlarged issued share capital of PDB amounting to 701,138,080 PDB Shares upon completion of the Proposed Private Placement and Proposed Rights Issue with Warrants.

Pursuant to the Undertaking, the Undertaking Shareholder has:

- (i) irrevocably and unconditionally undertake that it shall not dispose or otherwise reduce or transfer its existing interest in the Company or any part thereof during the period commencing from the date of the Undertaking up to the Rights Issue Entitlement Date. In the event that the Undertaking Shareholder dispose of or otherwise reduce its existing interest in the Company at any time before the Rights Issue Entitlement Date, the Undertaking Shareholder shall nevertheless be bound to subscribe for not less than its Undertaking as if it had not disposed of or otherwise reduce its existing interest in the Company; and
  - (ii) confirmed that it has sufficient financial resources to subscribe in full for its entitlement and the additional Rights Shares.
- (b) The remaining 125,852,810 Rights Shares amounting to RM28.95 million (based on the Rights Issue Price) will be fully underwritten. As at LPD, the underwriting arrangements and commission have not been finalised. Such underwriting arrangements and commission will be in place prior to the implementation of the Proposed Rights Issue with Warrants, details of which will be set out in the abridged prospectus to be issued for the Proposed Rights Issue of Warrants. The underwriting commission will be borne by the Company.

For avoidance of doubt, the underwriting arrangement may comprise the following:

- (i) several joint underwriters to underwrite the remaining Rights Shares amounting to RM28.95 million; and/or
- (ii) placement arrangement by the underwriter with independent placees where the underwriter will place the Rights Shares which the underwriter is required to subscribe under the underwriting agreement by way of allotment directly to these placees.

**4.5 Ranking of the Rights Shares and the new PDB Shares to be issued arising from the exercise of the Warrants**

The Rights Shares shall, upon allotment and issuance, rank equally in all respects with the then existing PDB Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the Rights Shares.

The new PDB Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the existing PDB Shares, save and except that the new PDB Shares to be issued arising from the exercise of the Warrants shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of such new PDB Shares.

#### 4.6 Listing of and quotation for the Rights Shares, Warrants and new PDB Shares to be issued arising from the exercise of the Warrants

An application will be made to Bursa Securities for the admission of the Warrants to the Official List of Bursa Securities as well as the listing of and quotation for the Rights Shares, Warrants and new PDB Shares to be issued from the exercise of Warrants.

### 5 UTILISATION OF PROCEEDS

For illustration purpose, based on the Indicative Issue Price of RM0.23 per Placement Share and Rights Issue Price of RM0.23 per Rights Share, the Proposed Private Placement and the Proposed Rights Issue with Warrants, on a collective basis, are expected to raise total gross proceeds as follows:

	<b>RM'000</b>
Proposed Private Placement	6,719
Proposed Rights Issue with Warrants	120,946
<b>Total gross proceeds</b>	<b>127,665</b>

The total gross proceeds raised from the Proposed Private Placement and Proposed Rights Issue with Warrants are proposed to be utilised as follows:

<b>Details of utilisation</b>	<b>Notes</b>	<b>Expected time frame for utilisation</b>	<b>RM'000</b>
Proposed Acquisitions	(1)	Within 36 months	100,000
Working capital	(2)	Within 24 months	23,665
Estimated expenses in relation to Proposed Regularisation Plan	(3)	Within 1 month	4,000
<b>Total gross proceeds</b>			<b>127,665</b>

#### Notes:

- (1) The Group intends to utilise up to RM100.00 million to fund the Purchase Consideration for the Proposed Acquisitions. For information, the Purchase Consideration for the Proposed Acquisitions are as follows:
- (a) SGD30,406,510 for the D-Ron SG Sale Shares (equivalent to RM94,500,392 as at LPD, based on the exchange rate of RM3.1079:SGD1); and
- (b) RM4,996,482 for the D-Ron MY Sale Shares.

In the event that the amount allocated for the Purchase Consideration is insufficient arising from movements in foreign exchange rates prior to completion of the Proposed Acquisitions, the shortfall will be funded from the portion of proceeds earmarked for working capital; and vice versa.

- (2) The Group intends to allocate up to RM23.67 million of the proceeds for working capital requirements for its day-to-day operations of the enlarged PDB Group up to 24 months in the following manner:

<b>Details of utilisation</b>	<b>RM'000</b>
Staff costs, including staff salaries, contributions to Employees Provident Fund Board and the Social Security Organisation	15,000
Operating and administrative expenses, including rental expenses, software subscriptions and licences, professional fees and compliance costs, utilities expenses as well as cost to upkeep and maintain office equipment and utilities	8,665
<b>Total</b>	<b>23,665</b>

- (3) The breakdown of estimated expenses for the Proposed Regularisation Plan is illustrated below:

<b>Details of utilisation</b>	<b>RM'000</b>
Professional fees <sup>(a)</sup>	2,900
Underwriting fee	750
Fees to relevant authorities	250
Printing, dispatch, meeting expenses and miscellaneous	100
<b>Total</b>	<b>4,000</b>

**Note:**

- (a) Comprised estimated professional fees payable to the principal adviser, solicitors, reporting accountants, independent market researcher and internal control reviewer for the Proposed Regularisation Plan.

The actual gross proceeds to be raised from the Proposed Private Placement and Proposer Rights Issue with Warrants will depend on the issue price of the Placement Shares, which shall be determined in due course. Any variation in the actual proceeds raised will be adjusted to/from working capital requirements.

The exact quantum of proceeds that may be raised by the Company from the exercise of the Warrants would depend on the actual number of Warrants exercised as well as the exercise price of the Warrants, which shall be determined by the Board at a later date. The proceeds from the exercise of the Warrants will be received on an "as and when basis" over the tenure of the Warrants.

Based on the Indicative Exercise Price, the Company will raise gross proceeds of up to RM60.47 million upon full exercise of the Warrants. Any proceeds arising from the exercise of the Warrants in the future will be used to finance the future business expansions and working capital requirements. The exact breakdown of the utilisation of proceeds for each component of working capital is subject to the actual requirements of the Group at the relevant time and the timeframe for full utilisation from the date of receipt of the proceeds cannot be determined at this juncture.

Any variations from the amounts budgeted for Section 5, Note (1) and (5) above, shall be adjusted towards or against, as the case may be, the proceeds allocated for working capital requirements as per Note (2) above. Pending the receipt of proceeds from the Proposed Private Placement and Proposed Rights Issue with Warrants, the Company may proceed with its plans as set out in Section 5, Note (1), (2) and (3) above by utilising its internally generated funds. Therefore, when the proceeds from the

Proposed Private Placement and Proposed Rights Issue with Warrants are received, the Company will use the proceeds allocated to replenish its internally generated funds. Pending utilisation of the proceeds from the Proposed Private Placement and Proposed Rights Issue with Warrants for the abovementioned purposes, the proceeds will be placed in deposits with financial institutions or short-term money market instruments as the Board may deem fit. The interest derived from the deposits with the financial institution or any gain arising from the short-term money market instruments will be used for working capital purposes.

#### **5.1 Details of fund-raising exercises undertaken by the Company in the past 12 months**

The Company has not undertaken any fund-raising exercises in the past 12 months up to LPD.

#### **6. RATIONALE FOR THE PROPOSED SHARE CONSOLIDATION, PROPOSED PRIVATE PLACEMENT AND PROPOSED RIGHTS ISSUE WITH WARRANTS**

The Proposed Share Consolidation is part of the Company's proactive capital management plan to improve the Company's capital structure. The consolidation of the PDB Shares would lead to a reduction in the number of PDB Shares available in the market and correspondingly, increase the trading prices of the Shares. Accordingly, this may reduce the volatility of the trading price for the Shares. The higher share price resulting from the Proposed Share Consolidation also enables the Company to have more flexibility in fixing the issue price of the Placement Shares pursuant to the Proposed Private Placement.

On the other hand, through the proposed fund-raising exercises of Proposed Private Placement and Proposed Rights Issue with Warrants, the Group will be able to strengthen its cash flow position, which would in turn auger well for the Group's on-going plan to revitalise the business operations.

In addition, the Board, after due consideration of various funding options available to the Company, is of the opinion that the Proposed Private Placement and Proposed Rights Issue with Warrants are the most appropriate avenue of fund raising for PDB in view of the following reasons:

- (i) it allows the Company to be recapitalised after the Proposed Share Capital Reduction;
- (ii) the Proposed Private Placement and Proposed Rights Issue with Warrants serve to raise the intended funds for the purposes as set out in Section 5 of this announcement, particularly for the Proposed Acquisitions;
- (iii) as opposed to borrowings from financial institutions, the Proposed Private Placement and Proposed Rights with Warrants enable the Group to raise funds without incurring interest costs;
- (iv) the Proposed Rights Issue with Warrants will provide all Entitled Shareholders with an opportunity to participate in an equity offering on a pro-rata basis and to increase their equity participation in PDB Group at a discount to the prevailing market price;
- (v) the Proposed Rights Issue with Warrants will enable PDB to issue new PDB Shares without diluting shareholders' equity interests provided that the Entitled Shareholders fully subscribe for their respective entitlements under the Proposed Rights Issue with Warrants; and

- (vi) the enlarged capital base upon the completion of the Proposed Private Placement and Proposed Rights Issue with Warrants will also further strengthen PDB Group's financial position and the benefits from the utilisation of proceeds therefrom are expected to improve the Group's future earnings. In addition, the increase in number of PDB Shares in issue upon completion of the Proposed Private Placement and Proposed Rights Issue with Warrants may improve the trading liquidity of PDB Shares.

The free Warrants which are attached to the Rights Shares are intended to increase the attractiveness to the Entitled Shareholders to subscribe the Rights Shares and to increase their equity participation in the Company at pre-determined exercise price during the tenure of the Warrants as well as allow the Entitled Shareholders to further participate in the future growth of the Company as and when Warrants are exercised.

The exercise of Warrants in the future will allow the Company to obtain additional funds without incurring additional interest expenses from borrowings. Furthermore, should the Company wish to increase its borrowings in the future, the exercise of Warrants will increase the shareholders' funds and thereby reduce the impact on the Company's gearing level and thus providing the Company with flexibility in terms of the options available to meet its funding requirements.

## **7. INDUSTRY OUTLOOK AND FUTURE PROSPECTS OF THE ENLARGED PDB GROUP**

### **7.1 Overview and outlook of Malaysia economy**

Malaysia's economy remains strong, having grown by a steady 4.4% in the first six months of the year. Growth is projected to continue within the range of 4% – 4.8% in 2025 and 4% – 4.5% in 2026. These projections are consistent with the International Monetary Fund (IMF) in the World Economic Outlook Update, July 2025, which forecasts Malaysia's growth at 4.5% for 2025 and 4% for 2026.

In 2026, Malaysia's economy is projected to expand between 4% and 4.5%, supported by resilient domestic demand and a steady external sector. Growth will be anchored by private consumption, boosted by the implementation of the salary adjustment under Phase 2 of the Public Service Remuneration System (SSPA), continuation of targeted assistance programmes and robust tourism activities in conjunction with Visit Malaysia 2026 (VM2026). In addition, strong investment performance will be supported by higher capital expenditures, particularly in high-impact strategic sectors. The services and manufacturing will remain key drivers of growth, complemented by sustained construction and agriculture sectors.

*(Source: Economic Outlook 2026, Ministry of Finance Malaysia)*

The Malaysian economy expanded by 5.2% in the third quarter of 2025 (second quarter of 2025: 4.4%), driven by sustained domestic demand and higher net exports. Household spending was supported by positive labour market conditions, income-related policy measures, and cash assistance programmes. Investment activity was underpinned by continued capital expansion by both private and public sectors. On the external front, net exports registered higher growth as export growth outpaced import growth.

On the supply side, growth was led by the services and manufacturing sectors. Growth in the services sector was mainly contributed by consumer-related sub-sectors, while the manufacturing sector's performance was driven by stronger production in electrical and electronics and consumer-related goods. Meanwhile, the mining and quarrying sector rebounded, reflecting a recovery in crude oil and natural gas production post-scheduled maintenance work. On a quarter-on-quarter, seasonally-adjusted basis, growth expanded by 2.4% (second quarter of 2025: 2.2%).

*(Source: Economic and Financial Developments in Malaysia in the Third Quarter of 2025, Bank Negara Malaysia)*

## 7.2 Overview and outlook of the Enterprise IT Services Industry in Singapore

Singapore's Infocomm Media Development Authority defines value added from digitalisation as the portion of profits directly attributable to investments in IT hardware and software, reflecting the extent of enterprise IT adoption across different sectors. The value added from digitalisation was SGD86.80 billion in 2023, driven primarily by digital adoption in the finance and insurance industry (SGD35.10 billion), wholesale trade (SGD27.20 billion), manufacturing (SGD9.50 billion), professional services (SGD4.40 billion), and transportation and storage (SGD2.90 billion). Consequently, the enterprise IT services industry in Singapore remains closely linked to Singapore's domestic economic activity and its continued focus on digital transformation across key industries.

The enterprise IT services industry in Singapore was valued at SGD28.37 billion in 2025 and is projected to grow at a CAGR of 5.3% from 2026 to 2030, reaching SGD36.80 billion, driven by several key growth drivers. The industry's growth is underpinned by robust demand from both the public and private sectors. The public sector continues to make significant investments in advanced surveillance and smart city infrastructure, as evidenced by large-scale projects such as the expansion of the Police Cam ("PolCam") system and the development of the sophisticated Intelligent Transport System. In the private sector, steady growth in commercial and industrial spaces, coupled with a shift towards smart, integrated facilities management, creates sustained demand for advanced IT and security solutions.

Video surveillance systems are an integral part of Singapore's security landscape. The security landscape is governed by the Private Security Industry Act 2007. Recognising the need for greater innovation, the Government launched the Industry Transformation Roadmap 2025, identifying the private security sector as a key industry for digital transformation. The establishment of the Home Team Science and Technology Agency in 2019 under the Ministry of Home Affairs further reinforces this technology-first approach. This technology-led approach continues to drive demand and innovation in the video surveillance industry, supporting the deployment of intelligent surveillance systems, analytics platforms, and automation solutions across both public and private sectors.

Growth will be underpinned by steady demand from public-sector investments in major infrastructure and surveillance projects, such as the PolCam surveillance network and the Intelligent Transport System. Meanwhile, demand from the private sector will be fuelled by the new commercial and industrial developments and the adoption of smart-facility management systems. The industry is also expected to receive strong government support through the Smart Nation 2.0 vision and regulatory measures that encourage the adoption of advanced security and IT technologies. The industry's growth potential is further underpinned by Singapore's world-class digital infrastructure, including its position as a regional data centre hub with extensive nationwide 5G coverage and the presence of major global cloud providers, complemented by a highly skilled ICT workforce supported by continuous government-led talent development initiatives.

## 7.3 Overview and outlook of the Enterprise IT Services Industry in Malaysia

In Malaysia, the enterprise IT services industry provides the technological foundation for enterprises and organisations across various economic sectors, including manufacturing, agriculture, services, mining and quarrying, and the public sector, to operate efficiently and competitively. With customers across all industries, its performance is closely linked to the overall domestic economy. In 2024, Malaysia's services sector continued to dominate the economy, contributing 60.1% of real GDP (RM980.11 billion), followed by manufacturing (23.4% or RM382.03 billion), agriculture (6.3% or RM103.46 billion), mining and quarrying (6.0% or RM98.43 billion), and construction (4.1% or RM66.58 billion).

Video surveillance systems form an integral component of the security landscape in Malaysia in both the private and public sectors. The video surveillance industry comprises a network of distributors, system integrators, and licensed private security operators who collectively supply, install, maintain, and operate electronic security systems. The industry is broadly governed by the Private Security Agencies Act 1971, under the purview of the Ministry of Home Affairs, which regulates private security service providers that operate central monitoring stations and provide on-site guarding or emergency response services. Meanwhile, public-sector agencies and infrastructure operators often deploy large-scale, customised surveillance networks for safety, traffic management, and infrastructure monitoring. According to the Persatuan Industri Keselamatan Malaysia, major users of electronic security systems, whether managed in-house or through contractual services, include office complexes, retail outlets, airports, and other public infrastructure. System integrators play a key role in this ecosystem by designing, installing, and maintaining these systems at user premises. According to the Economic Census (Construction) 2023, the value of gross output of security systems installations was recorded at RM1.34 billion in 2022, more than doubling from RM555.6 million in 2015. Under the Thirteenth Malaysia Plan, the Government has pledged to expand its use of surveillance technologies equipped with AI, video analytics and automated monitoring capabilities for public safety and border control. Meanwhile, in the private sector, the continued expansion of commercial and industrial spaces and the upgrading of security systems have also contributed to increased security system installations.

The enterprise IT services industry was valued at RM23.70 billion in 2025 and is expected to grow at a CAGR of 4.6% from 2026 to 2030, reaching RM29.70 billion, driven by several key growth drivers. From 2026 to 2030, the enterprise IT services industry is expected to grow at a CAGR of 4.6%, increasing from RM24.58 billion to reach RM29.70 billion. Growth will be underpinned by steady demand from both public and private sectors, including government buildings, smart cities, internal security, and public transport, as well as investment in and commercial and industrial developments. Meanwhile, government policies and initiatives will drive the ICT sector forward by prioritising digitalisation of the economy to drive economic development. Furthermore, migrating on-premises IT solutions to cloud platforms will drive greater demand for managed services as businesses increasingly outsource IT management. Industry demand will be supported by infrastructure readiness, with substantial investments channelled into data centres, cloud platforms, and telecommunications networks, as well as a readily available pool of IT professionals to provide the necessary talent base to support expansion and innovation.

#### **7.4 Prospects of the enlarged PDB Group**

The Proposed Acquisitions are expected to provide the enlarged PDB Group with an established revenue base and steady earnings from the distribution of surveillance hardware and software, and related support services of D-Ron SG and D-Ron MY, supporting revenue diversification and improving operating cash flow.

D-Ron SG's operations in Singapore provide exposure to a mature enterprise IT services industry with well-established technology adoption, while D-Ron MY's operations in Malaysia present growth opportunities driven by the increasing deployment of enterprise surveillance and IT infrastructure solutions across both the public and private sectors, including public safety, smart city and government surveillance initiatives. Leveraging on the technical expertise and existing technology vendor partnerships of D-Ron SG and D-Ron MY, the enlarged Partama Group is the enlarged PDB Group intends to expand its participation in enterprise and government surveillance and security infrastructure initiatives.

Following the Proposed Acquisitions, the enlarged PDB Group may also create cross-selling opportunities by integrating PDB's digital platforms with the enterprise surveillance and IT infrastructure solutions supplied by D-Ron SG and D-Ron MY, enabling the provision of more integrated digital and technology solutions to government and enterprise clients.

In addition, the enlarged PDB Group plans to pursue growth initiatives aligned with its strategy to strengthen its role as an integrated digital and technology solutions provider. These initiatives include expanding and enhancing of its existing digital platforms (e.g., further rollout of eJamin across additional court systems, including Syariah courts, or enhancement of KOCEK ecosystem functionalities), incorporating advanced technologies to improve platform capabilities (e.g., development of AI-enabled tools, analytics features or data-driven functionalities), enhancing integration between its platform capabilities and the enterprise IT infrastructure and surveillance solutions supplied by D-Ron SG and D-Ron MY (e.g., integration use cases involving surveillance analytics, identity verification or operational monitoring), as well as exploring strategic partnerships and complementary business opportunities.

## 8. EFFECT OF THE PROPOSED REGULARISATION PLAN

### 8.1. Issued share capital

The pro forma effects of the Proposed Regularisation Plan on the issued share capital of the Company are as follows:

	<u>No of Shares</u>	<u>RM'000</u>
Issued share capital as at LPD	438,210,812	59,107
<b>After the Proposed Share Consolidation</b>	<b>146,070,270</b>	<b>59,107</b>
To be issued pursuant to the Proposed Private Placement	29,214,000	<sup>(1)</sup> 6,719
<b>After the Proposed Private Placement</b>	<b>175,284,270</b>	<b>65,826</b>
To be issued pursuant to the Proposed Rights Issue with Warrants	525,852,810	<sup>(2)</sup> 120,946
<b>After the Proposed Rights Issue with Warrants</b>	<b>701,137,080</b>	<b>186,772</b>
Reduction of the issued share capital pursuant to the Proposed Share Capital Reduction	-	<sup>(3)</sup> (47,000)
After Proposed Share Capital Reduction	<b>701,137,080</b>	<b>139,772</b>
To be issued assuming full exercise of the Warrants	262,926,405	<sup>(4)</sup> 60,473
<b>After Proposed Share Capital Reduction</b>	<b>964,063,485</b>	<b>200,245</b>

#### Note:

- (1) Based on Indicative Issue Price of RM0.23 per Placement Share.
- (2) Based on Rights Issue Price of RM0.23 per Rights Share.
- (3) After cancellation of RM47.00 million from the share capital of the Company pursuant to the Proposed Share Capital Reduction.
- (4) Based on the Indicative Exercise Price of RM0.23 per Warrant and after accounting for the reversal of warrant reserve.

## 8.2. NA and gearing

For illustrative purposes, the pro forma effects of the Proposed Regularisation Plan on the NA, NA per Share and gearing of PDB Group based on the latest audited consolidated financial statements of PDB as at 31 December 2024 are as follows:

	(II)	(III)	(IV)	(V)	(VI)	(VII)	
	Audited as at 31 December 2024	After (I) and Proposed Share Consolidation	After (II) and Proposed Private Placement	After (III) and Proposed Rights Issue with Warrants	After (IV) and Proposed Acquisitions	After (V) and Proposed Share Capital Reduction	After (VI) and assuming full exercise of the Warrants
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Share capital	59,107	59,107	<sup>(2)</sup> 65,826	<sup>(3)(4)</sup> 186,772	186,772	139,772	<sup>(6)</sup> 200,245
Warrants reserve	-	-	-	<sup>(4)</sup> 47,000	47,000	47,000	-
(Accumulated losses) / Retained Earnings	(40,819)	(40,819)	(40,819)	(40,819)	(40,819)	<sup>(5)</sup> 2,181	2,181
<b>Shareholders equity/NA</b>	<b>18,288</b>	<b>18,288</b>	<b>25,007</b>	<b>192,953</b>	<b>192,953</b>	<b>188,953</b>	<b>202,426</b>
Non-controlling interest	(3,774)	(3,774)	(3,774)	(3,774)	(3,774)	(3,774)	(3,774)
<b>Total equity</b>	<b>14,514</b>	<b>14,514</b>	<b>21,233</b>	<b>189,179</b>	<b>189,179</b>	<b>185,179</b>	<b>198,652</b>
No. of Shares	438,210,812	<sup>(1)</sup> 146,070,270	175,284,270	701,137,080	701,137,080	701,137,080	964,063,485
NA per Share (RM)	0.04	0.13	0.14	0.28	0.28	0.27	0.21
Total borrowings (RM)	-	-	-	-	-	-	-
Gearing (times)	-	-	-	-	-	-	-

### Notes:

- (1) After adjusting for the consolidation of every 3 Shares into 1 Consolidated Share pursuant to the Proposed Share Consolidation.
- (2) Assuming all 29,214,000 Placement Shares are issued at the Indicative Issue Price.
- (3) Based on 525,852,810 Rights Shares and 262,926,405 Warrants to be issued pursuant to the Proposed Rights Issue with Warrants.

- (4) Based on the Rights Issue Price of RM0.23 per Rights Share and after accounting for the creation of warrant reserve.
- (5) After deducting estimated expenses of RM4,000,000 in relation to Proposed Regularisation Plan.
- (6) Based on the Indicative Exercise Price of RM0.23 per Warrant and after accounting for the reversal of warrant reserve.

### 8.3. Substantial shareholders' shareholdings

For illustrative purposes, the pro forma effects of the Proposed Regularisation Plan (excluding the Proposed Acquisitions and Proposed Share Capital Reduction) on the substantial shareholders' shareholdings of PDB are as follows:

- (i) Assuming the Undertaking Shareholders subscribe for the Rights Shares pursuant to the Undertaking (based on the Rights Issue Price) and that all placees will subscribe for their entitlements under the Proposed Rights Issue with Warrants:

Substantial shareholders	As at the LPD				(I) After Proposed Share Consolidation			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	<sup>(1)</sup> %	No. of Shares	<sup>(1)</sup> %	No. of Shares	<sup>(6)</sup> %	No. of Shares	<sup>(6)</sup> %
Perfect Hexagon Commodity & Investment Bank Limited	23,845,400	5.44	-	-	7,948,466	5.44	-	-
Perfect Hexagon Limited	-	-	<sup>(2)</sup> 23,845,400	5.44	-	-	<sup>(2)</sup> 7,948,466	5.44
Sim Tze Shiong	-	-	<sup>(2)</sup> 23,845,400	5.44	-	-	<sup>(2)</sup> 7,948,466	5.44
Datuk Ahmad Nazri Bin Abdullah	31,902,600	7.28	<sup>(3)</sup> 9,253,500	2.11	10,634,200	7.28	<sup>(3)</sup> 3,084,500	2.11
MyPay Capital Sdn Bhd	44,000,000	10.04	-	-	14,666,666	10.04	-	-
Sabri Bin Ab. Rahman	10,226,438	2.33	<sup>(4)</sup> 44,000,000	10.04	3,408,812	2.33	<sup>(4)</sup> 14,666,666	10.04
Tun Dato' Seri Zaki bin Tun Azmi	-	-	<sup>(5)</sup> 54,326,600	12.40	-	-	<sup>(5)</sup> 18,108,866	12.40
Datuk Seri Dr Nik Norzul Thani bin Nik Hassan Thani	50,125,000	11.44	-	-	16,708,333	11.44	-	-
Placees (collectively)	-	-	-	-	-	-	-	-

	<b>(II)</b>				<b>(III)</b>			
	<b>After (I) and Proposed Private Placement</b>				<b><sup>(8)</sup>After (II) and Proposed Rights Issue with Warrants</b>			
	<b>Direct</b>		<b>Indirect</b>		<b>Direct</b>		<b>Indirect</b>	
<b>Substantial shareholders</b>	<b>No. of Shares</b>	<b><sup>(7)</sup>%</b>	<b>No. of Shares</b>	<b><sup>(7)</sup>%</b>	<b>No. of Shares</b>	<b><sup>(9)</sup>%</b>	<b>No. of Shares</b>	<b><sup>(9)</sup>%</b>
Perfect Hexagon Commodity & Investment Bank Limited	7,948,466	4.53	-	-	7,948,466	1.13	-	-
Perfect Hexagon Limited	-	-	<sup>(2)</sup> 7,948,466	4.53	-	-	<sup>(2)</sup> 7,948,466	1.13
Sim Tze Shiong	-	-	<sup>(2)</sup> 7,948,466	4.53	-	-	<sup>(2)</sup> 7,948,466	1.13
Datuk Ahmad Nazri Bin Abdullah	10,634,200	6.07	<sup>(3)</sup> 3,084,500	1.76	210,634,200	30.04	<sup>(3)</sup> 3,084,500	0.44
MyPay Capital Sdn Bhd	14,666,666	8.37	-	-	14,666,666	2.09	-	-
Sabri Bin Ab. Rahman	3,408,812	1.94	<sup>(4)</sup> 14,666,666	8.37	203,408,812	29.01	<sup>(4)</sup> 14,666,666	2.09
Tun Dato' Seri Zaki bin Tun Azmi	-	-	<sup>(5)</sup> 18,108,866	10.33	-	-	<sup>(5)</sup> 18,108,866	2.58
Datuk Seri Dr Nik Norzul Thani bin Nik Hassan Thani	16,708,333	9.53	-	-	16,708,333	2.38	-	-
Placees (collectively)	29,214,000	16.67	-	-	<sup>(11)</sup> 116,856,000	16.67	-	-

	<b>(IV)</b>			
	<b>After (V) and assuming full exercise of the Warrants</b>			
	<b>Direct</b>		<b>Indirect</b>	
<b>Substantial shareholders</b>	<b>No. of Shares</b>	<b><sup>(10)</sup>%</b>	<b>No. of Shares</b>	<b><sup>(10)</sup>%</b>
Perfect Hexagon Commodity & Investment Bank Limited	7,948,466	0.82	-	-
Perfect Hexagon Limited	-	-	<sup>(2)</sup> 7,948,466	0.82
Sim Tze Shiong	-	-	<sup>(2)</sup> 7,948,466	0.82
Datuk Ahmad Nazri Bin Abdullah	310,634,200	32.22	<sup>(3)</sup> 3,084,500	0.32
MyPay Capital Sdn Bhd	14,666,666	1.52	-	-
Sabri Bin Ab. Rahman	303,408,812	31.47	<sup>(4)</sup> 14,666,666	1.52
Tun Dato' Seri Zaki bin Tun Azmi	-	-	<sup>(5)</sup> 18,108,866	1.88
Datuk Seri Dr Nik Norzul Thani bin Nik Hassan Thani	16,708,333	1.73	-	-
Placees (collectively)	<sup>(11)</sup> 160,677,000	16.67	-	-

(ii) Assuming that all shareholders will subscribe for their entitlements under the Proposed Rights Issue with Warrants:

<b>Substantial shareholders</b>	<b>As at the LPD</b>				<b>(I) After Proposed Share Consolidation</b>			
	<b>Direct</b>		<b>Indirect</b>		<b>Direct</b>		<b>Indirect</b>	
	<b>No. of Shares</b>	<b>(1)%</b>	<b>No. of Shares</b>	<b>(1)%</b>	<b>No. of Shares</b>	<b>(6)%</b>	<b>No. of Shares</b>	<b>(6)%</b>
Perfect Hexagon Commodity & Investment Bank Limited	23,845,400	5.44	-	-	7,948,466	5.44	-	-
Perfect Hexagon Limited	-	-	(2)23,845,400	5.44	-	-	(2)7,948,466	5.44
Sim Tze Shiong	-	-	(2)23,845,400	5.44	-	-	(2)7,948,466	5.44
Datuk Ahmad Nazri Bin Abdullah	31,902,600	7.28	(3)9,253,500	2.11	10,634,200	7.28	(3)3,084,500	2.11
MyPay Capital Sdn Bhd	44,000,000	10.04	-	-	14,666,666	10.04	-	-
Sabri Bin Ab. Rahman	10,226,438	2.33	(4)44,000,000	10.04	3,408,812	2.33	(4)14,666,666	10.04
Tun Dato' Seri Zaki bin Tun Azmi	-	-	(5)54,326,600	12.40	-	-	(5)18,108,866	12.40
Datuk Seri Dr Nik Norzul Thani bin Nik Hassan Thani	50,125,000	11.44	-	-	16,708,333	11.44	-	-
Placees (collectively)	-	-	-	-	-	-	-	-
	<b>(II)</b>				<b>(III)</b>			
	<b>After (I) and Proposed Private Placement</b>				<b>After (II) and Proposed Rights Issue with Warrants</b>			
	<b>Direct</b>		<b>Indirect</b>		<b>Direct</b>		<b>Indirect</b>	
	<b>No. of Shares</b>	<b>(7)%</b>	<b>No. of Shares</b>	<b>(7)%</b>	<b>No. of Shares</b>	<b>(9)%</b>	<b>No. of Shares</b>	<b>(9)%</b>
Perfect Hexagon Commodity & Investment Bank Limited	7,948,466	4.53	-	-	31,793,864	4.53	-	-
Perfect Hexagon Limited	-	-	(2)7,948,466	4.53	-	-	(2)31,793,864	4.53
Sim Tze Shiong	-	-	(2)7,948,466	4.53	-	-	(2)31,793,864	4.53
Datuk Ahmad Nazri Bin Abdullah	10,634,200	6.07	(3)3,084,500	1.76	42,536,800	6.07	(3)12,338,000	1.76
MyPay Capital Sdn Bhd	14,666,666	8.37	-	-	58,666,664	8.37	-	-
Sabri Bin Ab. Rahman	3,408,812	1.94	(4)14,666,666	8.37	13,635,248	1.94	(4)58,666,664	8.37
Tun Dato' Seri Zaki bin Tun Azmi	-	-	(5)18,108,866	10.33	-	-	(5)72,435,464	10.33
Datuk Seri Dr Nik Norzul Thani bin Nik Hassan Thani	16,708,333	9.53	-	-	66,833,332	9.53	-	-
Placees (collectively)	29,214,000	16.67	-	-	116,856,000	16.67	-	-

<b>Substantial shareholders</b>	<b>(IV)</b>			
	<b>After (V) and assuming full exercise of the Warrants</b>			
	<b>Direct</b>		<b>Indirect</b>	
	<b>No. of Shares</b>	<b>(10)%</b>	<b>No. of Shares</b>	<b>(10)%</b>
Perfect Hexagon Commodity & Investment Bank Limited	43,716,563	4.53	-	-
Perfect Hexagon Limited	-	-	(2)43,716,563	4.53
Sim Tze Shiong	-	-	(2)43,716,563	4.53
Datuk Ahmad Nazri Bin Abdullah	58,488,100	6.07	(3)16,964,750	1.76
MyPay Capital Sdn Bhd	80,666,663	8.37	-	-
Sabri Bin Ab. Rahman	18,748,466	1.94	(4)80,666,663	8.37
Tun Dato' Seri Zaki bin Tun Azmi	-	-	(5)99,598,763	10.33
Datuk Seri Dr Nik Norzul Thani bin Nik Hassan Thani	91,895,832	9.53	-	-
Placees (collectively)	160,677,000	16.67	-	-

**Notes:**

- (1) Based on the issued share capital of 438,210,812 Shares as at the LPD.
- (2) Deemed interested through Perfect Hexagon Commodity & Investment Bank Limited by virtue of Section 8 of the Act.
- (3) Deemed interested by virtue of his son, pursuant to Section 8 of the Act.
- (4) Deemed interested through MyPay Capital by virtue of Section 8 of the Act.
- (5) Deemed interested through MyPay Capital by virtue of Section 8 of the Act and through spouse's shareholding by virtue of Section 59(1) of the Act.
- (6) Based on the issued share capital of 146,070,270 Shares after Proposed Share Consolidation.
- (7) Based on the enlarged issued share capital of 175,284,270 Shares after Proposed Private Placement.
- (8) Assuming the Undertaking Shareholder subscribes for the Rights Shares pursuant to the Undertaking.

- (9) Based on the enlarged issued share capital of 701,137,080 Shares after Proposed Rights Issue with Warrants.
- (10) Based on the enlarged issued share capital of 964,063,485 Shares after assuming full exercise of the Warrants.
- (11) Assuming the placees subscribe for their entitlements and full exercise the Warrants allocated under the Proposed Rights Issue with Warrants.

#### 8.4. Earnings and Earnings/Loss per Share ("EPS"/"LPS")

The Proposed Share Consolidation will not have any effect on the consolidated losses of the Group. However, the lower number of Shares in issue upon completion of the Proposed Share Consolidation will result in a corresponding increase in the LPS of the Group. On the other hand, the proceeds from the Proposed Private Placement and Proposed Rights Issue with Warrants will not have any immediate impact on the earnings/losses of the Group but it is expected to increase the future earnings potential of the PDB.

For illustrative purposes, the pro forma effects on the losses and LPS of the enlarged PDB Group based on the audited financial statements for the 31 December 2024 (assuming that the Proposed Regularisation Plan had been completed at the beginning of the financial year and assuming the profit guarantee is achieved) are as follows:

	(I)	(II)	(III) After (II) and Proposed Rights Issue with Warrants	(IV) After (V) and assuming full exercise of the Warrants
Audited as at 31 December 2024 RM'000	After Proposed Share Consolidation RM'000	After (I) and Proposed Private Placement RM'000	RM'000	RM'000
LAT attributable to the owners of the Company	(1,197)	(1,197)	(1,197)	(1,197)
Less: Estimated expenses in relation to the Proposed Regularisation Plan	-	-	<sup>(3)</sup> (4,000)	<sup>(3)</sup> (4,000)
<b>Pro forma LAT</b>	<b>(1,197)</b>	<b>(1,197)</b>	<b>(5,197)</b>	<b>(5,197)</b>
Number of shares	438,210,812	<sup>(1)</sup> 146,070,270	<sup>(2)</sup> 175,284,270	<sup>(4)</sup> 701,137,080
Basic LPS (sen)	(0.27)	(0.82)	(0.68)	<sup>(5)</sup> 964,063,485 (0.54)

#### Notes:

- (1) After adjusting for the consolidation of every 3 Shares into 1 Consolidated Share pursuant to the Proposed Share Consolidation.

- (2) After adjusting for the issuance of 29,24,000 Placement Shares pursuant to the Proposed Private Placement.
- (3) After deducting estimated expenses of RM4.00 million in relation to Proposed Regularisation Plan that will be charged to the statements of profit or loss and other comprehensive income.
- (4) After adjusting for the issuance of 525,852,810 Rights Shares pursuant to the Proposed Rights Issue with Warrants.
- (5) Assuming all 262,926,405 Warrants are exercised into new Shares.

#### **8.5. Convertible securities**

As at the LPD, PDB does not have any convertible securities in issue.

### **9. APPROVALS REQUIRED AND CONDITIONALITY**

The Proposed Share Consolidation, Proposed Private Placement and Proposed Rights Issue with Warrants, being part of the Proposed Regularisation Plan, is subject to the following approvals being obtained:

- (a) Securities Commission Malaysia for the Proposed Regularisation Plan;
- (b) Bursa Securities, for the:
  - (i) admission of the Warrants to the Official List of the Main Market of Bursa Securities; and
  - (ii) the listing of and quotation for the Consolidated Shares, Placement Shares, Rights Shares, Warrants and new Shares to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities;
- (a) shareholders of PDB for the Proposed Regularisation Plan at an EGM to be convened; and
- (b) Any other relevant authorities, if required.

All components of the Proposed Regularisation Plan, which include the Proposed Share Consolidation, Proposed Private Placement, Proposed Rights Issue with Warrants, Proposed Share Capital Reduction and the Proposed Acquisitions, are inter-conditional with each other.

The Proposed Regularisation Plan is not conditional on any other corporate exercise of the Company.

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

None of the Directors, major shareholders, chief executive and/or persons connected with them has any interest, whether direct or indirect, in the Proposed Share Consolidation, Proposed Private Placement and Proposed Rights Issue with Warrants, being part of the Proposed Regularisation Plan.

## **11. DIRECTORS' STATEMENT**

The Board, after having considered all aspects of the Proposed Regularisation Plan, which include the Proposed Share Consolidation, Proposed Private Placement and Proposed Rights Issue with Warrants, including but not limited to the rationale and financial effects of the Proposed Regularisation Plan, is of the opinion that the Proposed Regularisation Plan is in the best interest of the Group and its shareholders.

## **12. PRINCIPAL ADVISER, PLACEMENT AGENT AND UNDERWRITER**

M&A Securities has been appointed as the Principal Adviser to the Company for the Proposed Regularisation Plan, which comprises the Proposed Share Consolidation, Proposed Private Placement, Proposed Rights Issue with Warrants, Proposed Share Capital Reduction and the Proposed Acquisitions.

In addition, M&A Securities has been appointed as the placement agent for the Proposed Private Placement and underwriter for the Proposed Rights Issue with Warrants.

## **13. ESTIMATED TIMEFRAME FOR COMPLETION**

Barring any unforeseen circumstances and subject to all approvals being obtained, the Proposed Regularisation Plan is expected to be completed in the second half of 2026.

This announcement is dated 27 February 2026.