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

PROPOSED VARIATION TO THE TERMS AND CONDITIONS OF THE SHARE SALE AGREEMENT DATED 2 MAY 2019 (AS SUPPLEMENTED BY A SUPPLEMENTAL SHARE SALE AGREEMENT DATED 18 JUNE 2020) IN RELATION TO THE DISPOSAL BY PDB OF THE ENTIRE EQUITY INTEREST IN ITS WHOLLY-OWNED SUBSIDIARY, BE TOP GROUP LIMITED, FOR A CONSIDERATION OF RM70.00 MILLION ("DISPOSAL") ("PROPOSED VARIATION")

(All defined terms used herein shall have the same meanings as the words and expressions defined in the circular to shareholders of PDB dated 30 July 2020 in relation to, among others, the Disposal ("**Previous Circular**".)

1. INTRODUCTION

On behalf of the Board of Directors of PDB ("Board"), Inter-Pacific Securities Sdn Bhd ("Inter-Pacific Securities") and Astramina Advisory Sdn Bhd ("Astramina Advisory") wish to announce that PDB had on 2 June 2022 entered into a second supplemental share sale agreement with Gifted Investments Limited ("GIL") ("Second Supplemental Disposal SSA") to amend, modify, substitute, vary and alter the terms, conditions and provisions of the Disposal SSA (as supplemented by the Supplemental Disposal SSA (as defined herein) and Supplemental Letters (as defined herein)) in relation to the Disposal.

The details of the Proposed Variation are set out in the ensuing sections of this announcement.

On 12 December 2018, Inter-Pacific Securities and Astramina Advisory, on behalf of the Board, announced that the Company had proposed to undertake the proposed disposal of its Foreign Assets for cash via the Open Tender.

On 2 May 2019, PDB had entered into the Disposal SSA with GIL in relation to the Disposal pursuant to the Open Tender.

On 18 June 2020, on behalf of the Board, Inter-Pacific Securities and Astramina Advisory had announced that PDB had entered into the first supplemental share sale agreement with GIL to vary and amend certain arrangement, terms and conditions of the Disposal SSA ("Supplemental Disposal SSA").

On 2 August 2019, 2 October 2019, 2 January 2020, 2 April 2020, 19 November 2020, 5 March 2021, 17 June 2021, 16 July 2021 and 19 January 2022, Inter-Pacific Securities and Astramina Advisory on behalf of the Board had announced that PDB and GIL had, via exchange of letters dated 2 August 2019, 2 October 2019, 2 January 2020, 2 April 2020, 19 November 2020, 5 March 2021, 17 June 2021, 16 July 2021 and 19 January 2022 (collectively, "Supplemental Letters"), mutually agreed to, among others, extend the cut-off date of the Disposal SSA to 19 July 2022 to facilitate the fulfilment of the conditions precedent of the Disposal SSA.

(The Disposal SSA, Supplemental Disposal SSA and Supplemental Letters shall hereinafter collectively be referred to as "Agreements".)

The non-interested shareholders of PDB had, at the EGM of the Company held on 21 August 2020 ("Previous EGM") approved the Disposal.

On 21 September 2020, Inter-Pacific Securities and Astramina Advisory, on behalf of the Board, announced the Tranche 1 Completion upon the first cash payment of RM12.00 million by GIL to PDB for 21.5% equity interest in Be Top.

On 16 July 2021, Inter-Pacific Securities and Astramina Advisory, on behalf of the Board, announced the Tranche 2 Completion upon the second cash payment of approximately RM18.52 million by GIL to PDB for 26.5% equity interest in Be Top.

As at 1 June 2022, being the latest practicable date prior to this announcement ("LPD"), the Company has yet to complete the Tranche 3 Completion of the Disposal.

For information, the total cash payment of approximately RM33.52 million under the Agreements had been fully paid by GIL to PDB to-date. The Tranche 3 Completion will be via the transfer of the Assumed Liabilities from PDB to GIL in accordance with the Agreements.

2. DETAILS OF THE PROPOSED VARIATION

The Tranche 3 Completion is conditional upon, among others, PDB having obtained the approval by Bursa Securities for the Waiver Application.

Accordingly, Inter-Pacific Securities and Astramina Advisory, on behalf of the Company, had on, 23 April 2021 submitted a Waiver Application to Bursa Securities. The Waiver Application has not been approved by Bursa Securities via its letter dated 21 June 2021.

Subsequently, Inter-Pacific Securities and Astramina Advisory, on behalf of the Company had on, 25 June 2021, submitted an appeal on Bursa Securities' decision on the Waiver Application ("Appeal"). Bursa Securities had dismissed the Appeal via its letter dated 13 August 2021.

Based on the latest audited consolidated financial statements of the Company for the 18-month FPE 31 December 2021, the continuing operations of PDB and its subsidiaries (collectively, "PDB Group" or "Group") has generated a total revenue of approximately RM8.28 million, represents 11.03% of the share capital of the Company, which does not fall under an "insignificant business or operations" situation pursuant to Paragraph 8.03A(7)(b) of the Listing Requirements. In view of this, the Board is of the view that the Waiver Application is no longer required.

On 2 June 2022, PDB had entered into the Second Supplemental Disposal SSA to amend, modify, substitute, vary and alter the terms, conditions and provisions of the Agreements. Pursuant to the Second Supplemental Disposal SSA, PDB and GIL have agreed to the followings:

- (i) subject to the approval of the shareholders of PDB, to remove the condition set in Clause 6A.1.3 of the Agreements; and
- (ii) to insert a new clause to clarify GIL obligations to pay the stamp duties on the transfer of the Assumed Liabilities as set out in the Agreements.

For illustration purpose, the abovementioned changes are outlined in the table below:

	As per Disposal SSA and Supplemental Disposal SSA	Proposed Variation
Conditions	6A.1.3 of the Disposal SSA (read together with Clause 4.4 of the Supplemental Disposal SSA) "The Seller having procured the approval by Bursa Securities for the Waiver Application"	New insertion of Clause 6A.2 into the Disposal SSA "For the avoidance of doubt, the Seller may procure for the approval of its shareholders, on or before the Cut-Off Date, the removal of the condition under Clause 6A.1.3 of the Share Sale Agreement. Subject to such approvals by the shareholders of the Seller, the parties shall on the same date mutually agree to such removal."
Buyer's Stamp Duties	Clause 17.2 of the Disposal SSA "The Buyer shall pay the stamp duty on the original and 3 duplicates of this Agreement and the stamp duty and registration fees in respect of the transfer of the Sale Shares, where applicable"	Amendment to Clause 17.2 and new insertion of Clause 17.2.2 17.2.1: "The Buyer shall pay the stamp duty on the original and 3 duplicates of this Agreement and the stamp duty and registration fees in respect of the transfer of the Sale Shares, the transfer of the Assumed Liabilities, where applicable" 17.2.2: "The Buyer shall pay the stamp duty within the time stipulated in the notice of stamp duty assessment in respect of the transfer of the Assumed Liabilities."

For information, PDB will be seeking for the shareholders' approval for the new insertion of Clause 6A.2 in the Disposal SSA only due to the reasons set in the paragraphs above.

Save for amendments and variations set above, PDB and GIL agrees that the Agreements shall continue to remain in full force and effect and shall be read and construed and be enforceable as if amendments as summarised in the table above were inserted in the Agreements.

3. RATIONALE OF THE PROPOSED VARIATION

Pursuant to the Disposal SSA (as supplemented by the Supplemental Disposal SSA and the Supplemental Letters), PDB is required to procure approval from Bursa Securities on the Waiver Application prior to the completion of the Disposal.

However, since submission of the Waiver Application and Appeal in April 2021 and June 2021 respectively, there have been various significant development / changes on the mobile and digital solutions businesses of the Group which demonstrate that the mobile and digital solutions businesses of the Group are viable, sustainable and has growth prospects and warrant an adequate level of operations for the Group as summarised below:

	Waiver Application in April 2022 and Appeal in June 2022	As at the LPD
Equity interest held in DVSB	TAS only held 56% equity interest in DVSB, which was recognised as a joint controlled entity based on equity accounting without consolidation of the revenue and profits of DVSB in its accounts.	In August 2021, TAS has acquired an additional 24% equity interest in DVSB. Post-acquisition, TAS' equity interest in DVSB increased from 56% to 80%, which resulted in TAS gaining control over DVSB effective from 3 August 2021. Accordingly, TAS starts consolidating the financial results of DVSB in its accounts since 3 August 2021 ("TAS Group").
Revenue generated from mobile & digital solution business	Approximately RM0.28 million for 12-month FYE 31 December 2020, solely based on TAS.	Approximately RM8.08 million for 18-month FPE 31 December 2021, based on TAS Group with consolidation of DVSB for about 5 months from 3 August 2021. For information, DVSB recorded total revenue of approximately RM15.72 million for the 18-month FPE 31 December 2021.
Consecutive quarterly profits for continuing operations	The continuing operations of the Group did not register two (2) consecutive quarters of net profits as cited in Bursa Securities' dismissal letter for the Appeal.	The continuing operations of the Group registered three (3) consecutive quarters of net profits from 1 January 2021 to 30 September 2021. Net loss incurred in the last quarter ended 31 December 2021 was mainly due to impairment loss on goodwill, corporate exercise expenditure and expenses relating to digital banking license application which are non-recurring in nature.

In view of the above, the Board is of the view that the Waiver Application is no longer applicable as the Company does not fall under an "insignificant business or operations" situation pursuant to Paragraph 8.03A(7)(b) of the Listing Requirements based on its latest audited consolidated financial statements for the 18-month FPE 31 December 2021, where the continuing operations of the Group has generated revenue of approximately RM8.28 million on a consolidated basis that represents 11.03% of the share capital of the Company (i.e.: more than 5% of the share capital of the Company). Based on 12-month unaudited financial statements for the FYE 31 December 2021, the Group's mobile and digital solutions businesses have generated revenue of approximately RM8.08 million on a consolidated basis that represents 16.54% of the share capital of PDB.

In the event that the Proposed Variation is approved by non-interested shareholders of the Company, it is no longer required to submit the Waiver Application to Bursa Securities. This will enable the Company to facilitate the Tranche 3 Completion and complete the Disposal. Accordingly, the Assumed Liabilities (subject to adjustment on the Completion Date) shall be transferred to GIL by the Company. Upon the Tranche 3 Completion, Be Top will cease to be a subsidiary of the Company.

Moving forward, the completion of the Disposal will allow the Company to focus on its mobile and digital solutions businesses.

4. RISK FACTORS OF THE PROPOSED VARIATION

(i) Loss of potential future revenue and earnings

Upon implementation of the Proposed Variation, the Group would be able to proceed with the Tranche 3 Completion of the Disposal. Upon completion of the Disposal, Be Top would cease to be the subsidiary of PDB and PDB will no longer derive any revenue and earnings contribution from Be Top Group.

Notwithstanding the foregoing, Be Top Group has been classified as "assets held for sale" and its operations has also been classified as "discontinued operation" in the Group's financial statements since FYE 30 June 2019.

In addition, TAS Group recorded a total revenue of approximately RM8.08 million for the 18-month FPE 31 December 2021, a significant improvement as compared to the preceding financial years attributable to the consolidation of DVSB for about 5 months.

The Board expects the financial performance of TAS Group to further improve as TAS will be consolidating the full year results of DVSB starting from 3 August 2021.

The Group will focus and further strengthen the mobile and digital solutions businesses that will generate future earnings for the Group.

(ii) Listing status

Subsequent to the completion of the Proposed Variation, PDB will proceed with the Tranche 3 Completion of the Disposal. PDB may trigger the criteria for a cash company under Paragraph 8.03(1) and PN 16 of the Listing Requirements or inadequate level of operations pursuant to Paragraph 8.03A of the Listing Requirements as a result of the Disposal. As disclosed in the Previous Circular, the Board intends to maintain the listing status of PDB on the Main Market of Bursa Securities and will endeavour to take the necessary steps to maintain an adequate level of operations through the mobile and digital solutions businesses of the PDB Group.

• Cash Company under Paragraph 8.03(1) and PN 16 of the Listing Requirements

Pursuant to Paragraph 8.03(1) and PN 16 of the Listing Requirements, Bursa Securities may consider PDB as a cash company upon completion of the Disposal. A company may be considered as a cash company when its assets, on a consolidated basis, consists of 70% or more of cash or short-term investments, or a combination of both ("Cash Criterion"). PDB is required to immediately notify Bursa Securities when its assets trigger the Cash Criterion. Bursa Securities will determine whether PDB will be considered a cash company and will notify PDB of its decision.

Pursuant to Paragraph 8.03(4) and PN 16 of the Listing Requirements, in the event that PDB is classified as a cash company, at least 90% of its cash and short-dated securities, including existing cash and the net proceeds from the Disposal (after deducting transaction costs), must be placed in an account opened with a financial institution licensed by Bank Negara Malaysia and operated by a custodian. The amount placed in this account can only be utilised for the proposed acquisition of a business/asset approved by the SC or for distributions to shareholders in the event PDB does not successfully implement a proposal to acquire a business/asset within the stipulated timeframe.

A cash company is required to submit a regularisation plan pursuant to Paragraph 8.03(5) and PN 16 of the Listing Requirements, which encompasses submitting a proposal to acquire a new core business to the SC for its approval, and implement such proposal within the timeframe prescribed by the SC. Bursa Securities may suspend the trading of the listed securities of the Company or delist the Company if the Company fails to comply with these requirements or if its proposal is rejected by the SC.

Based on the audited consolidated financial statements of PDB for the 18-month FPE 31 December 2021, the cash or short-term investment of the Group, or a combination of both represents approximately 11.33% of the total assets of the Group upon the Tranche 3 Completion of the Disposal. In addition, the Tranche 3 Completion does not involve cash payment from GIL as the settlement of the consideration would be via transfer of the Assumed Liabilities to GIL by PDB.

Accordingly, the Board is of the view that PDB will not trigger the Cash Criterion under Paragraph 8.03(1) and PN 16 of the Listing Requirements immediately upon completion of the Disposal.

Level of operations under Paragraph 8.03(A) of the Listing Requirements

Pursuant to Paragraph 8.03(A) of the Listing Requirements, the following are circumstances which indicate that a listed issuer may not have a level of operations that is adequate to warrant continued trading or listing on the Official List:

- (a) the listed issuer has suspended or ceases:
 - (i) all of its business or its major business; or
 - (ii) its entire or major operations,

for any reason whatsoever including, amongst others, due to or as a result of:

- (aa) the cancellation, loss or non-renewal of a licence, concession or such other rights necessary to conduct its business activities;
- (bb) the disposal of the listed issuer's business or major business; or
- (cc) a court order or judgment obtained against the listed issuer prohibiting the listed issuer from conducting its major operations on grounds of infringement of copyright of products etc; or
- (b) the listed issuer has an insignificant business or operations.

If PDB triggers the inadequate level of operations pursuant to Paragraph 8.03A of the Listing Requirements, the Company must comply with the following, failing which Bursa Securities may suspend the trading of the listed securities of the Company or de-list the Company, or both:

- immediately announce to Bursa Securities of the Company's condition and provide such information from time to time for public release in accordance with the disclosure obligations set out in Paragraph 4.0 of PN 17 of the Listing Requirements, with the necessary modifications;
- (b) regularise its condition by complying with the requirements set out in Paragraph 8.04(3) and Paragraph 5.0 of PN 17 of the Listing Requirements, with the necessary modifications; and
- (c) comply with other requirements or do such other acts or things as may be prescribed or required by Bursa Securities.

Where Bursa Securities approves the aforementioned regularisation plan of PDB, such approval may be unconditional or subject to such conditions, as it deems fit. If the regularisation plan is rejected by Bursa Securities, PDB may appeal against the decision of Bursa Securities within 30 days from the date of rejection.

However, PDB may not need to comply with the abovementioned requirements, provided that:

- (a) PDB is able to demonstrate to the satisfaction of Bursa Securities that its remaining business upon completion of the Disposal are viable, sustainable and has growth prospects, supported with appropriate justifications; and
- (b) in the view of Bursa Securities that PDB's level of operations warrant continued trading or listing on the Official List.

Whilst the Disposal signifies the disposal by PDB of its major business, it is the intention of the Board to maintain the listing status of PDB on the Main Market and will endeavour to take the necessary steps to maintain an adequate level of operations upon completion of the Disposal.

Based on the audited consolidated financial statements of PDB for the 18-month FPE 31 December 2021, the revenue of Be Top Group (as a discontinued operations) was approximately 92.66% of the aggregate revenue of the continuing and discontinued operations of PDB Group. Therefore, the Disposal is deemed as the disposal by PDB of its major business pursuant to Paragraph 8.03A(2)(a)(bb) of the Listing Requirements.

Notwithstanding the foregoing, Be Top Group has been classified as "assets held for sale" and its operations has also been classified as "discontinued operation" in the Group's financial statements since FYE 30 June 2019. The existing core continuing operations of the Group is its mobile and digital solutions businesses.

The Board is also of the view that PDB will not trigger the criteria for inadequate level of operations pursuant to Paragraph 8.03A(5) of the Listing Requirements as a result of the Disposal after taking into consideration the following:

- (a) the continuing operations of the Group has generated revenue of approximately RM8.28 million on a consolidated basis that represents 11.03% of the share capital of PDB based on its latest audited consolidated financial statements for the 18-month FPE 31 December 2021, which does not falls under an "insignificant business or operations" situation pursuant to Paragraph 8.03A(7)(b) of the Listing Requirements. Based on 12-month unaudited financial statements for the FYE 31 December 2021, the Group's mobile and digital solutions businesses has generated revenue of approximately RM8.08 million on a consolidated basis that represents 16.54% of the share capital of PDB; and
- (b) PDB's mobile and digital solutions businesses are viable, sustainable and has growth prospects.

PDB, via DVSB, currently operates the Malaysian government SMS gateway called mySMS 15888. It owns and operates MyPay, a mobile application for secure, easy and fast check-and-pay transactions with government agencies.

DVSB also owns and operates eJamin, a digital bail payment solution used in criminal courts throughout Malaysia. As at the LPD, eJamin lives in 177 court locations all over Malaysia. The digital bail payment solution is showing rapid growth as courts encourage the digital shift amid the ongoing COVID-19 pandemic. The Group is also looking into expanding the digital bail system for police remands and the Syariah criminal courts.

With various plans in the pipeline which will be announced at the appropriate times, the outlook of the mobile and digital solutions businesses of the Group is bright. The prospect of DVSB, and hence prospect of the Group's mobile and digital solutions businesses segment is expected to augur well with positive earnings accretive potentials.

5. EFFECTS OF THE PROPOSED VARIATION

The Proposed Variation will not have any effect on the issued share capital and substantial shareholders' shareholdings of PDB, NA, NA per ordinary share in PDB ("PDB Shares"), gearing, earnings and EPS of PDB Group.

6. APPROVALS REQUIRED

The Proposed Variation is subject to the approval from the non-interested shareholders of PDB at an EGM to be convened.

The Proposed Variation is not conditional upon any other corporate exercises undertaken or to be undertaken by the Company.

7. CORPORATE EXERCISES/SCHEME ANNOUNCED BUT PENDING COMPLETION

Save as disclosed below and the Proposed Variation, there are no other outstanding corporate exercises/scheme which has been announced by the Company but pending completion as at the LPD.

The Disposal which was approved by the shareholders of the Company at the Previous EGM. The Tranche 1 Completion and Tranche 2 Completion were completed on 21 September 2020 and 16 July 2021 respectively. As at the LPD, the Tranche 3 Completion has not been completed.

8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

As at the LPD, the details of the nature of interests of the Interested Directors are as follows:

(i) Pan Ding

Pan Ding, who is the Group Managing Director/Executive Director and a major shareholder of PDB, is deemed interested in the Proposed Variation by virtue of him being a director and the sole shareholder of GIL.

As at the LPD, Pan Ding's shareholding in PDB is as follows:

	Direct		Indirect ⁽ⁱ⁾	
	No. of PDB Shares ('000)	%	No. of PDB Shares ('000)	%
Pan Ding	-	-	110,125,000	25.41

Note:

(i) Deemed interested by virtue of his shareholding in GIL pursuant to Section 8 of the Act.

(ii) Pan Dong

Pan Dong, who is an Executive Director of PDB, is deemed interested in the Proposed Variation by virtue of him being a person connected to Pan Ding. Pan Ding and Pan Dong are brothers.

Accordingly, the Interested Directors have abstained and will continue to abstain from deliberating and voting at the relevant Board meetings and approving the Board circular resolution pertaining to the Proposed Variation.

As GIL is the buyer pursuant to the Agreements, the Interested Directors and GIL will abstain from voting in respect of their direct and indirect shareholdings in PDB, if any, on the resolution pertaining to the Proposed Variation to be tabled at the EGM to be convened. Accordingly, the Interested Directors and GIL will also undertake to ensure that persons connected to them shall abstain from voting in respect of their direct and/or indirect shareholdings in PDB, if any, on the resolution pertaining to the Proposed Variation to be tabled at the EGM to be convened.

Save as disclosed above, none of the other Directors, major shareholders of PDB and/or persons connected with them have any interest, directly or indirectly in the Proposed Variation.

9. TRANSACTIONS WITH THE INTERESTED DIRECTORS, INTERESTED SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM FOR THE PRECEDING 12 MONTHS

Save for the Disposal, there have been no other related party transactions entered into between PDB Group with Pan Ding, Pan Dong, GIL and/or persons connected with them for the 12 months preceding the LPD.

10. AUDIT COMMITTEE'S STATEMENT

The Audit Committee, after having considered all aspects of the Proposed Variation including but not limited to the terms of the Second Supplemental Disposal SSA, rationale of the Proposed Variation, risk factors of the Proposed Variation and effects of the Proposed Variation as well as the preliminary evaluation by AER on the Proposed Variation, is of the opinion that the Proposed Variation is:

- (i) in the best interest of the Company;
- (ii) fair, reasonable, and on normal commercial terms; and
- (iii) not detrimental to the interest of the minority shareholders of the Company.

11. DIRECTORS' STATEMENT

The Board (save for the Interested Directors), after having considered all aspects of the Proposed Variation including but not limited to the terms of the Second Supplemental Disposal SSA, rationale of the Proposed Variation, risk factors of the Proposed Variation and effects of the Proposed Variation as well as the preliminary evaluation by AER on the Proposed Variation, is of the opinion that the Proposed Variation is:

- (i) in the best interest of the Company;
- (ii) fair, reasonable, and on normal commercial terms; and
- (iii) not detrimental to the interest of the minority shareholders of the Company.

12. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all requisite approvals being obtained, the Proposed Variation is expected to be completed by the 3rd quarter of 2022.

13. SUBMISSION OF DRAFT CIRCULAR TO SHAREHOLDERS

Barring any unforeseen circumstances, draft circular to shareholders in relation to the Proposed Variation will be submitted to Bursa Securities within a period of 1 week from the date of this announcement as it is the intention of the Board to conduct the EGM on the same day of the forthcoming Annual General Meeting of the Company on 27 June 2022.

14. ADVISERS

Inter-Pacific Securities was appointed as the Principal Adviser for the Proposed Variation by the Company.

Astramina Advisory was appointed as the Financial Adviser for the Proposed Variation by the Company.

In view that the Proposed Variation in relation to the Disposal is deemed as a related party transaction pursuant to Paragraph 10.08 of the Listing Requirements, the Company had appointed AER as the Independent Adviser to:

- (i) comment as to whether:
 - (a) the Proposed Variation is fair and reasonable so far as the shareholders of the Company are concerned; and
 - (b) the Proposed Variation is detrimental to the non-interested shareholders of the Company,

and such opinion must set out the reasons for, the key assumptions made and the factors taken into consideration in forming that opinion;

- (ii) advise the non-interested shareholders of the Company whether they should vote for or against the resolution pertaining to the Proposed Variation to be tabled at an EGM of the Company; and
- (iii) take all reasonable steps to satisfy itself that it has a reasonable basis to make the comments and advice in paragraphs (i) and (ii) above.

15. DOCUMENT AVAILABLE FOR INSPECTION

The Second Supplemental Disposal SSA is available for inspection 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 during normal office hours from Monday to Friday (except public holidays) for a period of 3 months from the date of this announcement.

This announcement is dated 2 June 2022.