

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

MEMORANDUM OF UNDERSTANDING BETWEEN PERTAMA DIGITAL BERHAD AND KRIDENTIA HOLDINGS SDN. BHD.

1. INTRODUCTION

The Board of Directors of Pertama wishes to announce that the Company has on 28 August 2024 entered into a memorandum of understanding ("**MOU**") with Kridentia Holdings Sdn. Bhd. ("**Kridentia**") for the proposed acquisition of Kridentia Tech Sdn. Bhd. ("**Kridentia Tech**") by the Company ("**Proposed Acquisition**") for consideration to be satisfied with the issuance of new ordinary shares of the Company ("**Consideration Shares**").

The MOU contemplates the Proposed Acquisition between the Company and Kridentia which they have jointly agreed to negotiate in good faith with their aim of formalising and entering into definitive agreements.

(Pertama and Kridentia, shall collectively be referred to as the "**Parties**")

2. INFORMATION OF KRIDENTIA

Kridentia is a private company limited by shares incorporated in Malaysia, with principal activities being an investment holding company. The shareholders of Kridentia are Dato' Abdul Rashid bin Mohd Ghani ("**Dato' Abdul Rashid**") and Kwek Keng Chye ("**Kwek**") collectively holding 100% of the total issued capital of Kridentia.

3. INFORMATION OF KRIDENTIA TECH

Kridentia Tech is a private company limited by shares incorporated in Malaysia. The principal activities are providing system integration services and technical consultancy services.

Kridentia owns 59% of the total issued capital of Kridentia Tech. Dato' Abdul Rashid and Kwek collectively hold the remaining 41% of the total issued capital of Kridentia Tech.

4. SALIENT TERMS OF THE MOU

The salient terms of the MOU are summarised as follows:

- (i) The MOU shall remain in force for a period of 6 months from the date of the MOU ("**Term**") or such later date as may be agreed and mutually extended in writing by the Company and Kridentia. For the avoidance of doubt, the Company and Kridentia agreed that both shall endeavour to adhere to the indicative timeline for the Proposed Acquisition.
- (ii) As may be mutually agreed in writing by the Parties:
 - (a) the MOU shall automatically cease and determine;
 - (b) all obligations and liabilities of the Parties under the MOU shall cease to have effect; and
 - (c) No Party shall have any claim against the other Party in relation to the MOU.

5. RATIONALE

The Proposed Acquisition sets forth clear, ambitious objectives for the Company and Kridentia to drive the design, development, and enhancement of cutting-edge digital products and services, with a strong focus on revolutionising digital banking and government technology for the benefit of the Rakyat, particularly the underbanked and underserved communities. This partnership includes joint participation in government projects aimed at delivering impactful solutions for Malaysians.

By combining their strengths in the digital space, the companies will significantly enhance their capabilities in introducing world-class digital banking products and impactful GovTech solutions. This collaboration nurtures the growth of fintech and GovTech companies dedicated to building inclusive, transformative solutions that benefit all Malaysians, especially those who are often overlooked.

6. FINANCIAL EFFECTS

The MOU is not expected to have any immediate material effect on the earnings per share, net assets per share, gearing, share capital and substantial shareholders' shareholdings of the Company for the financial year ending 31 December 2024.

7. RISK FACTORS

The risk factors involved in the MOU at this juncture is expected to be minimal and, in the event the Company enters into a definitive agreement with Kridentia, the Board of Directors and the management of the Company will exercise due care in considering the associated risks and benefits.

8. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED

None of the Directors and/or major shareholders of the Company and/or persons connected with them has any direct or indirect interest in the MOU.

9. APPROVALS REQUIRED

The Proposed Acquisition will be conditional upon the following approvals being received in forms satisfactory to the Company and Kridentia:-

- a) the approval of the shareholders of Pertama at an extraordinary general meeting to be convened; and
- b) the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation of the Consideration Shares on the Main Market of Bursa Securities.

10. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the MOU is available for inspection during normal office hours at the registered office of Pertama at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia, from Mondays to Fridays (except public holidays) for a period of three (3) months from the date of this announcement.

This announcement is dated 28 August 2024.