

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

PROPOSED ACQUISITIONS OF 80% EQUITY INTEREST IN EACH OF D-RON SINGAPORE PTE LTD ("D-RON SG") AND D RON MALAYSIA SDN BHD ("D-RON MY") (COLLECTIVELY, "PROPOSED ACQUISITIONS")

*Unless otherwise defined, the definitions set out in the announcement dated 20 June 2025 ("**Announcement**") and the amended announcement dated 23 June 2025 ("**Amended Announcement**") shall apply herein.*

Further to the Announcement and Amended Announcement in relation to the Proposed Acquisitions, M & A Securities, on behalf of the Board wishes to announce the following additional information, as required by Bursa Securities:

1 FURTHER DETAILS OF THE PROPOSED ACQUISITIONS

Pursuant to Chapter 7 of the Equity Guidelines issued by the Securities Commission Malaysia ("**SC**") ("**Equity Guidelines**"), the Proposed Acquisitions will result in a significant change in business direction or policy of PDB as the highest percentage ratio for the Proposed Acquisitions as defined under Chapter 2 of the Equity Guidelines is more than 100%, being 80% of the combined revenue of the Target Companies of RM157.8 million over the audited revenue of PDB for 31 December 2024 of RM7.8 million. In addition, PDB is principally involved in the business of mobile application and payment gateways, while D-Ron SG and D-Ron MY are principally involved in the business of providing installation, maintenance, management and supporting services to all kinds of surveillance and technologies systems, including IT and surveillance hardware distribution.

Following thereto and for clarity, the approval to be sought for the Company's proposed regularisation plan will be from the SC.

2 ESTIMATED TIMEFRAME FOR SUBMISSION

Barring unforeseen delays, the preliminary application pack is expected to be submitted to the SC by September 2025. Upon obtaining clearance from the SC, the Company's proposed regularisation plan will be submitted by 31 October 2025, being the extended timeline approved by Bursa Securities.

3 SOURCE OF FUNDING

MyPay Capital Sdn Bhd, an existing major shareholder of PDB, had received a letter dated 13 March 2025 from Vincaps Holdings Sdn Bhd, expressing its commitment of up to RM150.0 million to be made available to MyPay Capital Sdn Bhd, subject to Bursa Securities' approval of the Company's proposed regularisation plan. MyPay Capital Sdn Bhd intends to use such funding to provide advances to PDB ("**Shareholders' advances**"), which will in turn utilise the Shareholders' advances to fund the Purchase Consideration.

For clarity, the Purchase Consideration will not be funded by external borrowings from financial institutions.

4 REASONABLENESS OF PG TARGET

For clarity, the PG Target of SGD9.79 million is the aggregate PAT for both FYE 2025 and FYE 2026, which averages to SGD4.90 million for each financial year. Based on D-Ron SG's and D-Ron MY's PAT of SGD5.82 million and RM0.89 million respectively for FYE 2024 which is, in aggregate, higher than the aforementioned average of the PG Target, the Board is of the view that the PG Target is reasonable.

In assessing the reasonableness of the PG Target, the Board has also considered that both Target Companies have recorded strong growth in revenue and profitability with stable gross margin over FYE 2022 to 2024 as shown below:

	Audited			CAGR
	FYE 2022	FYE 2023	FYE 2024	
D-Ron SG	SGD'000	SGD'000	SGD'000	
Revenue	17,016	37,324	42,474	58.0%
Gross profit	3,061	9,121	10,625	86.3%
PAT	(190)	3,982	5,818	453.4%
Gross margin (%)	17.99	24.44	25.02	

	Audited			CAGR
	FYE 2022	FYE 2023	FYE 2024	
D-Ron MY	RM'000	RM'000	RM'000	
Revenue	8,514	14,169	17,228	42.2%
Gross profit	2,079	2,505	3,390	27.7%
PAT	646	602	892	17.5%
Gross margin (%)	12.22	6.71	7.98	

5 OPERATIONAL BENEFITS OF PROPOSED ACQUISITIONS

The Proposed Acquisitions is expected to yield the following key benefits to PDB from an operational perspective:

(i) Immediate business diversification and revenue and cashflow contribution

D-Ron SG and D-Ron MY are already revenue-generating businesses with combined revenue of RM157.8 million, combined PAT of RM20.1 million and combined cashflow from operations of RM14.2 million in FYE 2024.

As such, the Proposed Acquisitions bring an operating, profitable and cashflow positive business into PDB, immediately diversifying away from its previously divested business and fulfilling its regularisation plan.

As the Target Companies are already fully operational and profitable, PDB also does not foresee material capital expenditures in the Target Companies, and their existing liabilities are to be serviced through their ordinary operations.

(ii) Operational synergies

The Proposed Acquisitions allow the Company to streamline procurement, logistics and technical support functions across both PDB and the Target Companies, thereby reducing operational costs, and thereon supporting reinvestments into new technologies and expansions.

In addition, the Proposed Acquisitions will allow the Company to leverage on the combined operational resources, expertise and capabilities to improve and enhance PDB's project executions, efficiencies and service deliveries.

(iii) Access to established regional operations

D-Ron SG has 20 years of track record with operations in Singapore. As such, the Proposed Acquisitions give PDB access to a ready customer base, experienced teams and supply chain networks within the surveillance and related IT systems integration sectors.

D-Ron SG's established foundation in the surveillance and related IT systems integration business serves as a platform for PDB to tap into such business opportunities in Malaysia and regionally.

(iv) Expansion into growth sectors with governmental support

Both Target Companies are involved in the surveillance sector which is an area aligned with smart city development in both Malaysia and Singapore. This sector enjoys government support via Malaysia's MSCF and NAIO as well as Singapore's HTX and AI Strategy 2.0.

(v) Operational continuity

As part of the terms of the Proposed Acquisition, PDB is assured of operational continuity for 2 years post completion by retaining:

- Hun Tock Juan, Ronnie as CEO of both D-Ron SG and D-Ron MY, and
- Kelvin Lim Ken Neth as Managing Director of D-Ron MY,

via service agreements to be executed.

Their continued involvement ensures stability in operations, client servicing and project continuity and execution.

6 APPROVALS REQUIRED

For clarity, the Proposed Acquisitions are not subject to the government or sectoral approvals.

This announcement is dated 26 June 2025.