PUC BERHAD ("PUC" OR THE "COMPANY")

PROPOSED ESS

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*(For the purpose of this announcement, the latest practicable date is 6 January 2026 ("**LPD**"). Certain figures in this announcement have been subject to rounding adjustments.)*

1. INTRODUCTION

On 17 December 2024, TA Securities Holdings Berhad ("**TA Securities**") had, on behalf of the Board of Directors of PUC ("**Board**") announced that the Company proposes to undertake the following:

(i) proposed acquisition of the entire equity interest in Alevate Solutions Sdn Bhd from Tham Lih Chung ("**Vendor**") for a purchase consideration of RM100.0 million to be satisfied entirely via the issuance of 800,000,000 new ordinary Shares in PUC ("**PUC Shares**" or "**Shares**") at an issue price of RM0.125 each ("**Proposed Acquisition**");

(ii) proposed termination of the employees' share issuance scheme of PUC which was implemented on 26 August 2020 for a period of 5 years ("**SIS 2020**") ("**Proposed SIS Termination**"); and

(iii) proposed establishment of a new employees' share issuance scheme of up to 30% of the total number of issued shares of PUC (excluding treasury shares, if any) at any point in time during the tenure of the scheme ("**Proposed SIS**").

On 17 December 2025, TA Securities had, on behalf on the Board announced that the conditional share sale agreement dated 17 December 2024 ("**SSA**") has lapsed due to the non-fulfilment of the conditions precedent within the conditional period of the SSA ("**Conditional Period**") and no further extension of the Conditional Period was agreed upon by the Vendor and the Company. In addition, the SIS 2020 has expired on 25 August 2025 in accordance with the by-laws governing the SIS 2020. Accordingly, the Proposed SIS Termination is no longer applicable. In view of the above, the Board has decided to withdraw the additional listing application in relation to the Proposed Acquisition and the Proposed SIS which was submitted to Bursa Securities on 10 January 2025.

On behalf of the Board, TA Securities wishes to announce that the Company proposes to undertake the proposed establishment of a new employees' share scheme ("**Scheme**") comprising an employees' share option scheme and a share grant scheme, of up to 30% of the total number of issued shares of PUC (excluding treasury shares, if any) at any point in time during the tenure of the Scheme ("**Proposed ESS**").

Further details of the Proposed ESS are set out in the ensuing sections of this announcement.

2. DETAILS OF THE PROPOSED ESS

The Proposed ESS shall comprise the following:

(a) proposed establishment of an employees' share option scheme ("**ESOS**") pursuant to the Proposed ESS ("**Proposed ESOS**"); and

(b) proposed establishment of an employees' share grant scheme to the Proposed ESS ("**Proposed SGS**").

The Proposed ESS will be implemented and administered by a committee, comprising members who shall be duly appointed and authorised by the Board ("E**SS Committee**") and governed by the rules, terms and conditions of the Proposed ESS ("**By-Laws**"). The ESS Committee will have absolute discretion in administering the Scheme including prescribing financial and/or performance criteria and/or such other conditions as it may deem fit. Offers will be granted to the eligible Directors or employees of PUC and its subsidiaries ("**PUC Group**" or "**Group**") who meet the criteria of eligibility for participation as set out in Section 2.4 of this announcement ("**Eligible Person(s)**") under the Proposed ESS.

The members of the ESS Committee may comprise Directors and/or senior management personnel of the Group as well as other persons identified and appointed from time to time by the Board. However, the composition of the ESS Committee has yet to be determined at this juncture.

In implementing the Proposed ESS, the ESS Committee may at its absolute discretion, subject to the terms of the By-Laws, decide that the ESOS Options (as defined in Section 2.1.1 of this announcement) or SGS Award (as defined in Section 2.1.2 of this announcement) be satisfied by the following methods:

(i) Proposed ESOS by way of:

(a) allotment and issuance of new Shares;

(b) transfer of the Company's treasury shares (if any);

(c) any other methods as may be permitted by the Companies Act 2016 ("**Act**"), ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") and applicable laws as amended from time to time and any re-enactment thereof; or

(d) a combination of any of the above;

(ii) or Proposed SGS by way of:

(a) acquisition and/or transfer of existing Shares from the open market of Bursa Securities;

(b) transfer of the Company's treasury shares (if any);

(c) any other methods as may be permitted by the Act, Listing Requirements and applicable laws as amended from time to time and any re-enactment thereof; or

(d) a combination of any of the above.

The principal features of the Proposed ESS are as follows:

2.1. Details of the Proposed ESS

2.1.1. Proposed ESOS

The Proposed ESOS involves granting of ESOS options to the Eligible Persons as set out in the By-Laws to subscribe for new PUC Shares ("**ESOS Option(s)**").

The ESS Committee shall have the discretion to determine, amongst others:

(i) whether the granting of the ESOS Options to an Eligible Person will be based on staggered granting over the Duration of the Scheme (as defined in Section 2.5 of this announcement) or in 1 single grant;

(ii) whether the ESOS Options are subject to any vesting period and if so, the vesting conditions and whether such vesting is subject to achieving a performance target, of which the determination will be carried out at a later date after the establishment and formation of the ESS Committee; and

(iii) such other terms and conditions it shall deem fit and appropriate to be imposed for participation in the Scheme.

Subject to the By-Laws, there are no performance targets to be achieved by the Eligible Persons or vesting period for the ESOS Options, unless otherwise stated in the ESOS Options as determined by the ESS Committee from time to time.

The By-Laws require the ESS Committee to state in its award document to an Eligible Person, amongst others:

(i) the number of new Shares that can be subscribed under the contingent award of new Shares made in writing by the ESS Committee to the Eligible Person to participate in the ESOS ("**ESOS Offer**");

(ii) the ESOS Offer price;

(iii) the closing date for acceptance of the ESOS Offer;

(iv) the manner and conditions of exercise of the ESOS Offer;

(v) the vesting conditions; if any;

(vi) the vesting date, if any; and

(vii) the date the ESOS Offer is offered.

The ESOS Options are exercisable by the Eligible Person who has accepted an ESOS Offer and has been granted the ESOS Options in accordance with the Scheme ("**ESOS Grantee**") during his/her employment or office within 30 days from the date the ESOS Offer is offered, or such longer period as may be determined by the ESS Committee at its discretion ("**ESOS Offer Period**").

Upon the Company's receipt of a notice of exercise from the ESOS Grantee in the manner as required under the By-Laws and the remittance for the full amount of the subscription monies, the Company shall within 8 Market Days or such other period as Bursa Securities may prescribe, issue and allot the relevant number of new Shares and dispatch the notices of allotment to the ESOS Grantee accordingly upon and subject to the provisions of the Company's constitution, the Securities Industry (Central Depositories) Act 1991 and the Rules of Bursa Depository. The new Shares shall be credited directly into the CDS Account and no physical share certificates will be delivered to the ESOS Grantee or his/her authorised nominee (as the case may be).

Notwithstanding the above, under the By-Laws, all ESOS Offers shall be exercisable only if the ESS Committee determines that the ESOS Offer is exercisable (and if so, determines the extent to which the ESOS Offer is exercisable) in accordance with such criteria as the ESS Committee may fix at any time and from time to time at its discretion, and (as the case may be), subject to such limits in numbers of new Shares and times of exercise as may be determined by the ESS Committee also in its discretion. In this regard, the ESS Committee may (without prejudice to the generality of the foregoing) impose such conditions precedent as the ESS Committee thinks fit in respect of the exercise of any ESOS Offer in whole or in part.

All unexercised ESOS Options shall become null and void after the ESOS Offer Period.

2.1.2. Proposed SGS

The Proposed SGS will entail the establishment and implementation of an employees' share grant scheme for the granting of PUC Shares pursuant to such scheme ("**SGS Share(s)**") to Eligible Persons ("**SGS Grantee(s)**") via the contingent award of SGS Shares ("**SGS Award**") made in writing in the manner set out in the By-Laws.

Depending on the decision of the ESS Committee, the SGS Award awarded to the Eligible Persons, may be vested by the SGS Grantees subject to vesting dates and/or vesting conditions as may be determined by the ESS Committee at its discretion and in accordance with the terms of the By-Laws.

The ESS Committee shall have the discretion to determine, amongst others:

(i) whether the SGS Shares comprised in the SGS Award are subject to any vesting conditions and if so, such conditions and whether such vesting is subject to achieving a performance target;

(ii) whether to stagger the granting of the SGS Award or vest of the SGS Shares comprised in the SGS Award over the Duration of the Scheme (as defined in Section 2.5 of this announcement); and

(iii) such other terms and conditions it shall deem fit and appropriate to be imposed for the participation in the Proposed SGS.

Further, the ESS Committee has full discretion under the By-Laws and may from time to time, within the Duration of the Scheme (as defined in Section 2.5 of this announcement), determine the entities within the PUC Group (excluding dormant subsidiaries, if any) whose employees may be eligible to participate in the Proposed SGS.

The By-Laws require the ESS Committee to state in its offer document for an SGS Award to an Eligible Person, amongst others:

(i) the number of SGS Shares to be vested on the vesting date(s) if the performance targets or performance conditions (if applicable) are fully met;

(ii) the date the SGS Award is awarded;

(iii) the vesting conditions;

(iv) the vesting date(s); and

(v) any other information deemed necessary by the ESS Committee.

An SGS Award may be accepted within 30 days from the date the SGS Award is granted, or such longer period as may be determined by the ESS Committee at its discretion, by a written notice (in a format prescribed by the ESS Committee) to the ESS Committee of such acceptance accompanied by a payment to the Company of a nominal non-refundable sum of RM1.00 as consideration for the grant of the SGS Award.

2.2. Maximum number of PUC Shares available under the Proposed ESS

The maximum number of PUC Shares, which may be made available under the Proposed ESS shall not exceed in aggregate 30% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the Duration of the Scheme (as defined in Section 2.5 of this announcement) to an Eligible Person in accordance with the terms of the By-Laws.

Notwithstanding the above or any other terms of the By-Laws, in the event the maximum number of PUC Shares arising from the Proposed ESS (excluding treasury shares, if any) exceeds 30% of the total number of issued shares of the Company as a result of the Company purchasing its own shares in accordance with the provisions of Section 127 of the Act or any other corporate proposal and thereby diminishing its total number of issued shares, then no further SGS Shares or ESOS Options shall be offered until such aggregate number of PUC Shares under the Proposed ESS falls below 30% of the total number of issued shares of the Company (excluding treasury shares, if any). Any SGS Shares or ESOS Options granted prior to the adjustment of the total number of issued shares of the Company shall remain valid and exercisable in accordance with the terms of the By-Laws.

2.3. Basis of allocation and maximum allowable allocation

The maximum number of PUC Shares that may be offered to an Eligible Person under the Proposed ESS shall be determined at the sole and absolute discretion of the ESS Committee after taking into consideration, amongst other factor and where relevant, the position, ranking, seniority, the number of years in service, job performance, contribution and potential contribution to the continued success of the Group of the Eligible Person and/or such factors that the ESS Committee may deem relevant in its discretion, subject to the following:

(i) the total number of new PUC Shares to be issued pursuant to the Proposed ESS shall not exceed in aggregate the amount stipulated in Section 2.2 of this announcement;

(ii) the Directors and senior management of the Group (excluding dormant subsidiaries, if any) do not participate in the deliberation or discussion of their own respective allocation;

(iii) the allocation to the eligible Directors and senior management of the Group, shall not exceed 50% of the ESOS Options and/or SGS Award to be issued under the Proposed ESS; and

(iv) the allocation to an Eligible Person, who either singly or collectively, through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares of PUC (excluding treasury shares, if any), must not exceed 10% of the total number of new PUC Shares to be issued under the Proposed ESS.

2.4. Eligibility

Only Eligible Persons of the Group (excluding dormant subsidiaries, if any), who meet the criteria of eligibility as at the date on which an offer (including subsequent offers) is made to the Eligible Persons by the ESS Committee for participation in the Proposed ESS as set out in the By-Laws are eligible to participate ("**Date of Offer**"):

(i) such employee or Director has attained the age of 18 years;

(ii) such employee or Director is neither an undischarged bankrupt nor subject to any bankruptcy proceedings;

(iii) such employee has been employed on a full-time basis and is on the payroll of any company within the PUC Group and his/her employment has been confirmed or such employee is serving designation under an employment contract for a fixed duration of at least 1 year;

(iv) such Director has been appointed as a Director of PUC or any company in the PUC Group (excluding dormant subsidiaries, if any); and

(v) such employee or Director has fulfilled any other eligibility criteria and/or falls within such grade/category as may be determined by the ESS Committee at its sole discretion from time to time.

A set of criteria on eligibility and allocation as determined by the ESS Committee from time to time shall be made available to the Eligible Persons. Notwithstanding the above, the ESS Committee may, in its absolute discretion, waive any of the conditions of eligibility as set out in the relevant By-Laws. The eligibility and number of ESOS Options and/or SGS Award to be offered under the ESS shall be at the sole and absolute discretion of the ESS Committee and the decision of the ESS Committee shall be final and binding.

If any Eligible Person, who is a Director, major shareholder or chief executive officer of the Company or its holding company ("**Interested Party(ies)**") or a person connected with any of the Interested Parties, is eligible to participate in the Proposed ESS, the specific allocation of ESOS Options and/or SGS Award granted by the Company to such Interested Parties and persons connected with them under the Proposed ESS must first be approved by the shareholders of the Company at a general meeting provided that such Interested Parties and persons connected with them shall not vote on the resolution approving their respective allocation.

Eligibility under the Proposed ESS shall not confer an Eligible Person a claim or right to participate in or any rights whatsoever under the Proposed ESS and an Eligible Person does not acquire or have any rights over or in connection with the ESOS Options unless an offer has been made in writing by the ESS Committee to the Eligible Person and the Eligible Person has accepted the offer in accordance with the terms of the offer and the provisions of the By-Laws.

2.5. Duration of the Proposed ESS

The Proposed ESS, when implemented, shall be in force for a period of 5 years from the effective date of implementation of the Proposed ESS ("**Effective Date**") and may be extended for a period of up to another 5 years, provided that the tenure of the Proposed ESS shall not, in aggregate, exceed a duration of 10 years from the Effective Date being the date after full compliance with the relevant requirements of the Listing Requirements, as the case may be ("**Duration of the Scheme**").

Upon expiry of the Proposed ESS, any SGS Shares or ESOS Options which has yet to be vested or exercised, as the case may be and whether fully or partially, shall be deemed cancelled and be null and void.

2.6. Basis of determining the exercise price

2.6.1 Proposed ESOS

Subject to any adjustments made under the By-Laws and pursuant to the Listing Requirements, the exercise price shall be based on the 5-day volume weighted average market price ("**5D-VWAP**") of PUC Shares immediately preceding the Date of Offer, with a discount of not more than 10% or such other percentage of discount as may be permitted by Bursa Securities and/or any other relevant authorities from time to time during the duration of the Scheme, at the ESS Committee's discretion.

2.6.2 Proposed SGS

The fair value of the SGS Shares as at the Date of Offer shall be determined based on the 5D-VWAP of PUC Shares immediately preceding the Date of Offer, and subject further to all relevant accounting standards and accounting policies of the Company.

2.7. Ranking of PUC Shares to be issued pursuant to the ESOS Options exercised or SGS Shares vested

The new PUC Shares to be allotted and issued upon any ESOS Options exercised will upon allotment and issuance, rank equally in all respects with the then existing PUC Shares except that the new PUC Shares issued and allotted will not be entitled to any dividends, rights, allotments and/or other distributions where the entitlement date of which is prior to the date of which the new PUC Shares are credited into the central depository system accounts of the ESOS Grantees.

The ESOS Grantees will not be entitled to any dividends, rights, allotments and/or other distributions attached to the new PUC Shares to be allotted and issued pursuant to the ESOS Options exercised prior to the date on which the said new PUC Shares are credited into their respective central depository system accounts.

In the event that any existing Shares are to be transferred to the SGS Grantees, the existing Shares shall be transferred together with all dividends, rights, allotments and/or other distributions declared, the entitlement date of which is on or after the Shares are credited into their respective central depository system accounts.

2.8. Retention period

Pursuant to the Rule 8.22 of the Listing Requirements, an eligible Director who is a non-executive Director of PUC and/or any of its subsidiary companies (excluding dormant subsidiaries, if any), shall not sell, transfer or assign the PUC Shares obtained through the ESOS Options exercised within 1 year from the Date of Offer.

Save for the non-executive Directors, the new PUC Shares allotted and issued to the ESOS Grantees and/or SGS Grantees pursuant to the ESOS Options exercised or SGS Shares vested will not be subject to any holding period or restriction on transfer, disposal and/or assignment.

2.9. Listing of and quotation for the new PUC Shares to be issued arising from the ESOS Options exercised

An application will be made to Bursa Securities for the listing and quotation for such number of new PUC Shares representing up to 30% (excluding treasury shares, if any) of the total number of issued shares of the Company to be issued under the Proposed ESS on the ACE Market of Bursa Securities.

2.10. Alteration of share capital and adjustment

In the event of any alteration in share structure of the Company during the duration of the Proposed ESS, whether by way of a rights issue, bonus issue or other capitalisation issue, consolidation or subdivision of PUC Shares or reduction of capital or any other variation of capital, PUC shall cause such adjustment to be made to the number of ESOS Options/SGS Shares granted to each ESOS Grantee (excluding the ESOS Options already exercised)/SGS Grantee, and/or exercise price of the ESOS Options/SGS Shares, respectively.

Save as provided for in the By-Laws, the external auditors of the Company (acting as an expert and not as an arbitrator) must confirm in writing that the adjustments are in their opinion fair and reasonable.

2.11. Utilisation of proceeds

The actual amount of proceeds to be raised from the Proposed ESOS will depend on the number of ESOS Options granted and exercised at the relevant point of time and the exercise price payable upon the exercise of the ESOS Options.

The proceeds arising from the exercise of the ESOS Options will be utilised for the working capital requirements of PUC Group over a period of 12 months from the date of receipt of such proceeds.

The proceeds for working capital will be utilised to finance the Group's day-to-day operations including amongst others, repayment to trade creditors, sales and marketing expenses, staff and administrative expenses and other operating expenses (i.e. utilities, office expenses). Notwithstanding the foregoing, the detailed allocation to each component of the working capital cannot be determined at this juncture as there is no certainty in the timing and amount to be raised from the exercise of the ESOS Options.

No proceeds will be received pursuant to the Proposed SGS as the SGS Grantees will not be required to pay for the Shares that may be transferred to them.

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2.12. Proposed allocation

Pursuant to Rule 6.07(1) of the Listing Requirements, the Company must not issue any Shares or other convertible securities to the Directors, major shareholders (who are employees of the Group) or chief executive of the Company or persons connected with them unless its shareholders have approved the specific allotment to be made to them in a general meeting. Accordingly, the Company, will seek the approval of its shareholders at the forthcoming extraordinary general meeting ("**EGM**") for the proposed allocation of the share options and/or share grant to the following persons:

Name	**Designation**
Datuk Oh Chong Peng	Independent Non-Executive Chairman
Cheong Chia Chou	Group Managing Director and Group Chief Executive Officer
Liew Peng Chuen @ Liew Ah Choy	Non-Independent Non-Executive Director
Raja Zafura Binti Raja Zain	Independent Non-Executive Director
Fong Yew Meng	Independent Non-Executive Director
Ooi Kah Hoe	Independent Non-Executive Director
Ng Say Beng	Non-Independent Non-Executive Director
Dato' Sri Ting Teck Sheng	Non-Independent Non-Executive Director
Ng Yong Enn	Non-Independent Non-Executive Director
Khoo Yen Lan	Independent Non-Executive Director

3. EQUITY FUND-RAISING EXERCISE UNDERTAKEN BY THE COMPANY IN THE PAST 5 YEARS UP TO THE LPD

Save as disclosed below, the Company has not undertaken any other equity fund-raising exercises in the past 5 years up to the LPD:

(i) On 4 December 2024, the Company completed a private placement exercise which involved the issuance of 246,778,000 new Shares (representing approximately 10% of the existing total number of issued Shares prior to the private placement) and raised a total of RM12.56 million via general mandate ("**10% Private Placement**").

As at the LPD, the said proceeds have been utilised as follows:

Utilisation of proceeds*	**Intended timeframe for utilisation from 4 December 2024**	**Actual proceeds raised (RM'000)**	**Amount utilised as at the LPD (RM'000)**
- Upgrading of a digital services platform for consumers to purchase products and services from merchants, service providers and brand owners ("**Presto Digital Platform**")	Within 12 months	3,000	3,000
- Marketing of the Presto Digital Platform	Within 12 months	3,000	3,000
- Working capital	Within 12 months	6,070	6,070
- Expenses for the 10% Private Placement(1)	Immediate	490	490
Total		**12,560**	**12,560**

Notes:

* *There are no variations to the original intention for the utilisation of proceeds.*

(1) The proceeds were utilised to defray expenses for professional fees, placement fee and fees payable to relevant authorities.

(ii) On 17 October 2023, the Company completed a private placement exercise which involved the issuance of 546,412,000 new Shares (representing approximately 30% of the existing total number of issued Shares prior to the private placement) and raised a total of RM16.39 million ("**30% Private Placement**").

As at the LPD, the said proceeds have been utilised as follows:

Utilisation of proceeds*	**Intended timeframe for utilisation from 17 October 2023**	**Actual proceeds raised (RM'000)**	**Amount utilised as at the LPD (RM'000)**
- Upgrading of the Presto Digital Platform	Within 12 months	4,500	4,500
- Marketing of the Presto Digital Platform	Within 12 months	3,000	3,000
- Working capital	Within 12 months	8,167	8,167
- Expenses for the 30% Private Placement	Immediate	725	725
Total		**16,392**	**16,392**

Note:

* *There are no variations to the original intention for the utilisation of proceeds.*

(iii) On 30 March 2022, the Company completed a share issuance exercise which involved the issuance of 375,060,200 new Shares (representing approximately 30% of the existing total number of issued Shares prior to the share issuance) to identified investors and raised a total of RM46.88 million ("**Share Issuance**").

As at the LPD, the said proceeds have been fully utilised as follows:

Utilisation of proceeds	**Intended timeframe for utilisation from 30 March 2022**	**Actual proceeds raised (RM'000)**	**Amount utilised as at the LPD (RM'000)**
- Acquisitions and/or investments in suitable and/or complementary businesses and/or assets	Within 24 months	15,000	12,656[(1)]
- Upgrading of the Presto Digital Platform	Within 12 months	10,000	10,000
- Marketing of the Presto Digital Platform	Within 12 months	5,000	5,000
- Working capital	Within 12 months	16,428	18,772
- Expenses for the Share Issuance	Immediate	455	455
Total		**46,883**	**46,883**

Note:

(1) The proceeds of RM2.34 million (representing less than 5% of the total proceeds raised) have been deviated for the purpose of working capital.

(iv) On 18 March 2021, the Company completed a private placement exercise which involved the issuance of 148,115,400 new Shares (representing approximately 20% of the existing total number of issued Shares prior to the private placement) and raised a total of RM16.40 million via general mandate ("**20% Private Placement**").

As at the LPD, the said proceeds have been fully utilised as follows:

Utilisation of proceeds	**Intended timeframe for utilisation from 18 March 2021**	**Actual proceeds raised (RM'000)**	**Amount utilised as at the LPD (RM'000)**
- Upgrading of the Presto Digital Platform	Within 12 months	5,000	5,000
- Marketing of the Presto Digital Platform	Within 12 months	4,000	3,180[1]
- Expansion of OmniChannel	Within 12 months	1,000	1,000
- Working capital	Within 12 months	5,792	7,081
- Expenses for the 20% Private Placement	Immediate	610	141[2]
Total		**16,402**	**16,402**

Notes:

(1) The proceeds of RM0.82 million (representing less than 5% of the total proceeds raised) have been deviated for the purpose of working capital.

(2) The surplus of proceeds of RM0.47 million (representing approximately 2.86% of the total proceeds raised) have been utilised for the purpose of working capital. For information purpose, as per the Company's announcement on the 20% Private Placement, any surplus of funds following payment of expenses will be utilised in the order set out as follows:

(a) *expenses for the 20% Private Placement;*

(b) *upgrading of the Presto Digital Platform;*

(c) *marketing of the Presto Digital Platform;*

(d) *expansion of OmniChannel;*

(e) *working capital.*

4. RATIONALE FOR THE PROPOSED ESS

The Proposed ESS is established to achieve the following objectives:

(i) to continue to motivate, retain and reward Eligible Persons whose services are vital to the operations and continued growth and success of the Group;

(ii) to continue to drive and motivate the Eligible Persons to work towards achieving the Group's goals and objectives;

(iii) to provide an opportunity for the Eligible Persons to participate in the equity growth of the Company and performance of the Group;

(iv) to retain the Eligible Persons by giving them a sense of ownership, loyalty and belonging to the Group by enabling them to participate directly in the equity of the Company;

(v) to align the interests of the Eligible Persons with the interests of the shareholders by providing an incentive for the Eligible Persons to participate in the future growth of the Group and motivating them towards achieving better performance; and

(vi) to attract and retain high-calibre Eligible Persons.

The Proposed ESS is extended to the non-executive Directors of the Group (excluding dormant subsidiaries, if any) for the following reasons:

(i) the non-executive Directors come from different professions and backgrounds and bring to the Group a degree of experience in corporate governance, risk management, business management and finance-related experience. They work closely with the executive Directors and contribute to the decision-making process of the Board. They are consulted on matters affecting the Group including strategic issues and planning, risk management policies, governance and regulatory compliance; and

(ii) the award of ESOS Options/SGS Shares will allow the Company to attract and retain experienced and qualified persons from different professional background to join the Company as non-executive Directors and to motivate existing non-executive Directors to further promote the interests of the Group.

5. INDUSTRY OVERVIEW, OUTLOOK AND PROSPECTS

5.1. Overview and outlook of the Malaysian economy

The Malaysian economy grew by 5.1% in 2024 (2023: 3.6%), due to continued expansion in domestic demand and a rebound in exports. On the domestic front, growth was mainly driven by stronger household spending reflecting favourable labour market conditions, policy measures to support households and healthy household balance sheets. In addition, strong investment approvals and further progress of multi-year projects by the private and public sectors, which includes catalytic initiatives under national master plans (i.e. New Industrial Master Plan, National Energy Transition Roadmap, and National Semiconductor Strategy) provided further impetus to investment growth. On the external front, exports recovered amid steady global growth, continued tech upcycle as well as higher tourist arrivals and spending. This provided support to the current account, leading to a continued surplus of 1.7% of gross domestic product in 2024 (1.5% in 2023).

(Source: Economic and Financial Developments in Malaysia in the 4th Quarter of 2024, Bank Negara Malaysia)

The Malaysian economy expanded by 5.2% in the third quarter of 2025 (2Q 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 (E&E) 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% (2Q 2025: 2.2%).

Headline inflation remained stable at 1.3%, while core inflation increased to 2% (2Q 2025: 1.3% and 1.8%, respectively). While the higher core inflation added impetus to headline inflation during the quarter, this was offset by declines in selected administered prices. In particular, electricity (-4.6%; 2Q 2025: 0%) and diesel (-5%; 2Q 2025: 8%) prices were lower during the quarter, in line with the recent electricity tariff restructuring and moderate global cost conditions. Inflation pervasiveness, measured by the share of CPI items registering monthly price increases, edged higher to 43.8% during the quarter (2Q 2025: 41.8%), while remaining below the historical average of 44.5%.

In the third quarter of 2025, the ringgit's nominal effective exchange rate (NEER) appreciated by 0.8% (YTD as of 12 November 2025: 5.3%) against the currencies of Malaysia's major trading partners. The ringgit also remained broadly stable against the US dollar, with a marginal appreciation of 0.05% (YTD as of 12 November 2025: 8.2%). This movement was driven by both external and domestic factors. On the external front, the US Federal Reserve's easing of monetary policy in September coupled with expectations of further rate cuts amid growing concerns about the US economy's outlook, has supported the ringgit during the quarter. In addition, the announcement of trade agreements between the US and several of its trading partners, including Malaysia, has helped ease tariff-related uncertainties and improve sentiment, further supporting the ringgit's performance.

Domestically, Malaysia's positive economic growth prospects, supported by the Government's commitment to domestic structural reforms and fiscal sustainability, will continue to provide support to the ringgit. BNM remains committed to ensuring the orderly functioning of the domestic foreign exchange market.

Credit to the private non-financial sector grew by 5.9% in the third quarter of 2025 (2Q 2025: 5.2%). Outstanding corporate bonds expanded by 7.3% (2Q 2025: 4.3%) while growth in outstanding loans was sustained at 5.6% (2Q 2025: 5.5%). Business loans grew by 5.4% (2Q 2025: 4.5%) following higher growth in investment-related loans, particularly among non-SMEs. SME loan growth also increased slightly, supported by growth in working capital loans amid sustained level of applications for this purpose. Meanwhile, household loan growth moderated slightly to 5.7% (2Q 2025: 6%) following slower growth for personal use loans. Notwithstanding, household loan demand remained broadly steady across most purposes and was met by sustained approvals.

Despite the challenging external environment, Malaysia's economic outlook remains on track to achieve growth between 4% and 4.8% in 2025, supported by resilient domestic demand. Household spending will be supported by continued employment and wage growth, as well as income-related policy measures. Investment activity will be sustained by progress of infrastructure projects, further realisation of approved private investments, and the implementation of national master plans. On the external front, export growth is expected to be impacted by tariffs and more moderate external demand. However, growth would be supported by continued demand for E&E goods, inbound tourism and the recovery in mining-related exports.

Both headline and core inflation are expected to remain moderate for the remainder of the year, supported by steady domestic demand and continued easing in global cost conditions. These factors, together with Government measures to cushion the impact of domestic policy reforms on households, will help sustain a low and stable inflation environment. Heading into 2026, inflation is expected to remain moderate amid steady domestic demand, stable labour market conditions, and favourable supply conditions.

(Source: Economic and Financial Developments in Malaysia in the 3rd Quarter of 2025, Bank Negara Malaysia)

In 2025, the economy is expected to grow between 4% and 4.8%, underpinned by firm domestic demand. From the demand perspective, private consumption is anticipated to remain resilient, supported by higher disposable income, favourable labour market conditions, targeted assistance programmes and vibrant tourism activities. Investment momentum will be sustained by the realisation of multi-year projects and strong inflows into high-growth segments such as semiconductors and data centres. From a supply perspective, the services and manufacturing sectors will continue to lead growth. The services sector will be driven by robust tourism activities, dynamic retail trade and increased demand for business-related services. Meanwhile, the manufacturing sector will benefit from growing semiconductor demand due to the expansion of the digital economy and the increasing use of artificial intelligence edge applications as well as strong performance in domestic-oriented industries.

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 assisted 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 agricultural sectors.

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

5.2. Overview and outlook of the digital marketing services and solutions industry in Malaysia

Digital marketing services and solutions refer to services and solutions that assist brand owners in promoting their products, services and brands effectively using digital channels. These services and solutions help brand owners effectively reach and engage their target audience.

In general, the types of digital marketing services and solutions can be segmented as follows:

(i) Digital and social media advertising services – services offered to transmit media content such as articles, programmes, videos and advertisements through digital media. This includes:

  (a) Media advertising agencies – this refers to service providers that undertake the planning and placement of media content on suitable digital media. This includes recommending the placement of media content on suitable digital media channels based on the brand owners' target market and budget;

  (b) Digital platforms or channels owners and/or operators – this refers to service providers that own and/or operates digital platforms or channels on which media content can be displayed on. These digital platforms and channels include web or mobile platforms where product or service listings can be posted on, or media channels such as digital out-of-home media where media content can be advertised;

(ii) Marketing consultancy services – consultancy services which are provided to optimise sales processes, develop marketing strategies, brand positioning, design and execute marketing campaigns, and develop strategies to improve online visibility.

Digital advertising expenditure ("**ADEX**") in Malaysia grew from RM937.8 million in 2019 to an estimated RM1.6 billion in 2024 at a compound annual growth rate ("**CAGR**") of 10.7%. The digital ADEX in Malaysia is estimated to grow to RM1.7 billion in 2025.

During the movement control order ("**MCO**") period in 2020, the slowdown in ADEX was experienced across all media types, namely traditional as well as digital. Nevertheless, by May 2020, total media ADEX rebounded, largely driven by Ramadan and Hari Raya-related advertisements, along with the impact of the re-opening various business sectors during the conditional MCO period. As a result, digital ADEX rounded the year with a marginal increase to RM939.9 million (2019: RM937.8 million).

Digital ADEX grew significantly to RM1.4 billion in 2021. Major sporting events such as the UEFA EURO 2020 (which was rescheduled to June – July 2021) and Tokyo 2020 Summer Olympics (which was rescheduled to July – August 2021), the easing of COVID-19 restrictions and the usual festive-related ADEX supported the higher digital ADEX in 2021. Digital ADEX increased at a year-on-year growth rate of 1.8% in 2022, sustained by advertisements from the F&B, technology and electronics as well as finance and banking sectors as more businesses returned to operating at optimal levels during the year.

Providence Strategic Partners Sdn Bhd ("**Providence**") estimates digital ADEX to rise from RM1.4 billion in 2022 to RM1.6 billion in 2024, and forecasts that the digital ADEX will grow to reach RM1.8 billion in 2026 registering a CAGR of 6.1% between 2024 and 2026. This growth is expected to be supported by the convergence of mobile and digital devices in consumer lifestyles, the rise of social media and improving internet infrastructure.

Consultancy services involve providing specialised knowledge and expertise to help businesses solve complex problems, improve performance, and achieve their strategic goals. There are various types of consultancy services, including:

- Digital transformation consultancy services – refer to consultancy services that focus on using Information Technology ("**IT**") solutions to enhance operational efficiency, enable data-driven decision making and/or improve overall competitiveness of the company. Such services involve assessing and recommending suitable IT solutions, analysing and reengineering business processes to incorporate these IT solutions, and supporting organisational change in adopting the new IT solutions;

- Marketing consultancy services – refer to consultancy services that are focused on optimising sales processes, developing effective marketing strategies, brand positioning, designing and executing marketing campaigns, and developing strategies to improve online visibility;

- Strategy and change management consultancy services – refer to consultancy services that focus on business strategy development, organisational restructuring, process optimisation, and change management;

- Other business consultancy services – include various types of consultancy services such as human resource, finance and accounting, legal and risk management consultancy services.

Overall, the consultancy services industry in Malaysia, as depicted by the revenue of industry players, grew from RM7.0 billion in 2019 to RM9.8 billion in 2023, registering a CAGR of 8.7%.

During the same period, the industry size for digital transformation consultancy services in Malaysia grew at a CAGR of 9.9%, from RM1.2 billion in 2019 to RM1.7 billion in 2023. Meanwhile, the industry size for marketing consultancy services grew from RM880.5 million in 2019 to RM1.2 billion in 2023, recording a CAGR of 8.4%.

Moving forward, Malaysia's overall consultancy services industry is forecast to grow at a CAGR of 9.0% from 2024 to 2026, reaching RM12.8 billion by 2026. Meanwhile, the industry size of the digital transformation consultancy services in Malaysia are projected to reach RM2.4 billion by 2026, growing at a CAGR of 12.8% between 2024 and 2026. During the same period, the industry size for marketing consultancy services is forecast to grow at a CAGR of 8.9%, reaching RM1.6 billion by 2026.

(Source: IMR Report by Providence)

5.3. Prospects of the PUC Group

The Group is principally involved in digital media and advertising business (i.e., sales of digital media and advertising space, consultancy, provision of media planning, media buying services for local and global media with custom data-led solutions to drive conversion) as well as the digital imaging business (i.e., sales of photos and digital photos to customers, licensing the imagery systems to theme park, leisure and entertainment partners). In addition, the Group is also involved in e-commerce, electronic money, loyalty points redemption and aggregation, payment services, technology businesses.

During the recent years, the Group remains aggressive in undertaking various efforts to improve its financial and operational performance by:

(i) venturing into new market (i.e., Presto Technology Sdn Bhd's ("**PTSB**") venture into the Singapore market via a collaboration agreement with SimplyGo Pte Ltd (formerly known as EZ-Link Pte Ltd) ("**SimplyGo**"), as disclosed in Section 4 of **Appendix I** of this announcement);

(ii) realigning existing operations and streamlining its business operation (i.e., disposal of PTSB's assets) as disclosed in Section 4 of **Appendix I** of this announcement; and

(iii) forming partnerships/collaborations to strengthen existing operations as well as to facilitate expansion. Further details are set out in Section 4 of **Appendix I** of this announcement.

Moving forward, the Group's OmniChannel segment continues to focus on developing the digital media business to be aligned with the Presto business segment, by providing digital media and advertising packages to potential companies from both local and international brands that aim to reach a wider audience via the Presto digital ecosystem. Inclusion of media spaces via the Presto Digital Platform would also enable the Group to generate media and advertising revenue with higher margin, while ensuring the clients to reach their target audience effectively.

(Source: Management of the Group)

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6. EFFECTS OF THE PROPOSED ESS

6.1. Share capital

The Proposed ESS is not expected to have any immediate effect on the Company's share capital and existing total number of issued Shares until such time when the ESOS Options are exercised. The issued share capital of the Company will increase progressively depending on the number of new Shares to be allotted and issued arising from the exercise of the ESOS Options. However, if existing Shares are to be transferred via treasury shares or existing Shares to Eligible Persons pursuant to the Proposed ESS, there will be no effect on the issued share capital of our Company.

For illustrative purpose, the pro forma effects of the Proposed ESS on the share capital of the Company are as follows:

	No. of Shares	RM
Issued share capital as at the LPD	3,048,010,710	466,511,997
Shares to be issued pursuant to the full exercise of all the ESOS Options granted	914,403,213[(1)]	13,716,048[(2)]
Enlarged issued share capital	**3,962,413,923**	**480,228,045**

Notes:

(1) Computed based on 30% of the total number of issued Shares, assuming no SGS Award are granted pursuant to the Proposed SGS.

(2) Computed based on an illustrative exercise price of RM0.015 per ESOS Option, which represents the 5D-VWAP of PUC Shares up to and including the LPD of RM0.015 per PUC Share.

6.2. Net assets ("NA") and gearing

Save for the potential accounting impact of the MFRS 2 – "Share-Based Payment" issued by the Malaysian Accounting Standards Board ("**MFRS 2**") as described in Section 6.3 of this announcement, the Proposed ESS is not expected to have any immediate effect on the NA and NA per Share of the Company until such time the new Shares are issued in connection with the exercise of ESOS Options and/or vesting of SGS Award. Any potential effects on the NA and NA per Share of PUC will depend on the actual number of Shares to be issued arising from the exercise of the ESOS Options and/or vesting of SGS Award, as well as the exercise price of the ESOS Options. In addition, the Proposed ESS is not expected to have any material effect on the Group's gearing level.

6.3. Earnings and Earnings per Share ("EPS")

The Proposed ESS is not expected to have any immediate material effect on the earnings and EPS of the Group until such time when the ESOS Options are granted and exercised and/or when the SGS Award are granted. Any potential effect on the EPS of the Group in the future will depend on the number of ESOS Options exercised, the exercise price of the ESOS Options, number of SGS Shares vested and the non-cash expenses arising from the granting of the ESOS Options and SGS Shares under MFRS 2.

The quantum of such impact cannot be determined at this juncture as it will be measured at the date of granting the ESOS Options based on, amongst others, the share price volatility, risk-free interest rate and/or pricing model. The fair value of the ESOS Options under the Proposed ESS will be recognised as an expense in the profit or loss account of the Group over the vesting period of the ESOS Options. However, it should be noted that the estimated cost does not represent a cash outflow by the Group as it is merely an accounting treatment.

In addition, the potential effect of the Proposed ESS on the future earnings and EPS of the Group cannot be determined at this juncture as it will depend on, amongst others, the number of SGS Award granted and vested as well as the various factors that affect the fair value of the SGS Award as at the respective date the SGS Award is made in writing by the ESS Committee such as the prevailing market conditions, vesting conditions and the market price of PUC Shares on the date of offer. There will be cash outflow if the SGS Shares are fully or partly satisfied by way of cash, such as through acquisition of existing Shares from the open market of Bursa Securities as set out in Section 2 of this announcement.

The Board takes note of the potential impact of the MFRS 2 on the Group's future earnings and shall take into consideration such impact in the allocation and granting of ESOS Options to the Eligible Persons as well as taking the proactive measures to manage the earnings impact in the granting of SGS Award.

The effects of any exercise of ESOS Options on the EPS of the Group would depend on the returns to be generated by the Group from utilisation of proceeds from the exercise of the ESOS Options.

6.4. Substantial shareholders' shareholdings

The Proposed ESS is not expected to have an immediate effect on the substantial shareholders' shareholdings in the Company until such time when the new Shares are issued in connection with the exercise of ESOS Options and/or vesting of SGS Award. Any potential effect on the substantial shareholders' shareholding in the Company would depend on the actual number of Shares to be issued arising from the exercise of the ESOS Options and/or vesting of SGS Award.

6.5. Convertible securities

As at the LPD, the Company does not have any other existing convertible securities.

7. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed ESS is subject to the following approvals being obtained:

(i) the approval of Bursa Securities for the listing of and quotation for such number of new PUC Shares, representing up to 30% of the total number of issued shares of PUC (excluding treasury shares, if any) at any point in time during the duration of the Scheme to be issued pursuant to the Proposed ESS on the ACE Market of Bursa Securities;

(ii) the approval of the Company's shareholders at an EGM to be convened for the Proposed ESS; and

(iii) the approvals/ consents of any other relevant authorities/ parties, if required.

The Proposed ESS are not conditional upon any other corporate proposal undertaken or to be undertaken by the Company.

For avoidance of doubt, the approval of the Company's shareholders will be sought for the proposed allocations under the Proposed ESS to the Interested Parties or a person connected with any of the Interested Parties ("**Proposed Allocations**").

The Proposed Allocations are conditional upon the Proposed ESS and the approval of the shareholders of the Company and will only be implemented after the implementation of the Proposed ESS.

The application in relation to the Proposed ESS will be submitted to Bursa Securities within 1 month from this announcement.

8. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

All Directors are eligible to participate in the Proposed ESS, and are therefore deemed interested to the extent of their respective proposed allocation and proposed allocation to persons connected with them under the Proposed ESS. Notwithstanding that, all Directors have deliberated on the Proposed ESS, and have agreed to present the Proposed ESS to its shareholders for their consideration and approval.

All Directors have and will continue to abstain from all Board deliberations and voting in respect of their respective proposed allocation, and the proposed allocation to person(s) connected with them under the Proposed ESS, if any, at the relevant Board meetings. The Directors who are deemed persons connected to Eligible Persons under the Proposed ESS, if any, have and will continue to abstain from all Board deliberations and voting in respect of the proposed allocations to persons connected with them under the Proposed ESS, if any, at the relevant Board meetings.

All Directors will abstain from voting in respect of their direct and/or indirect shareholdings, if any, at the forthcoming EGM in respect of the Proposed ESS and the ordinary resolutions to be tabled for their respective proposed allocation as well as the proposed allocations to the persons connected with them, if any, under the Proposed ESS to be tabled at an EGM to be convened.

All Directors will undertake to ensure that persons connected with them, if any, will abstain from voting in respect of their direct and/or indirect shareholdings, if any, on the ordinary resolutions pertaining to the Proposed ESS and their respective proposed allocation, and the proposed allocations to the persons connected with them, if any, under the Proposed ESS to be tabled at an EGM to be convened.

As at the LPD, the Directors and major shareholders as well as their direct and indirect shareholdings in the Company are set out below:

	Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%
Directors				
Cheong Chia Chou	197,981	6.50	-	-
Datuk Oh Chong Peng	1,000	0.03	-	-
Liew Peng Chuen @ Liew Ah Choy	500	0.02	200(1)	0.01
Fong Yew Meng	133	*	-	-
Raja Zafura Binti Raja Zain	-	-	-	-
Ooi Kah Hoe	-	-	-	-
Ng Say Beng	-	-	-	-
Dato' Sri Ting Teck Sheng	140,000	4.59	-	-
Ng Yong Enn	-	-	-	-
Khoo Yen Lan	-	-	-	-
Major Shareholder				
Liew Fook Meng	244,549	8.02(2)	-	-

Notes:

* *Less than 0.00%*

(1) Deemed interest pursuant to Section 59(11)(c) of the Act, by virtue of his spouse's shareholding in the Company.

(2) Deemed as a major shareholder under the Listing Requirements, by virtue of him having more than 5% voting shares in the Company and being the largest shareholder of the Company.

Save as disclosed above, none of the Directors, major shareholders, chief executive of the Company and/ or persons connected with them have any interest, direct and/ or indirect, in the Proposed ESS.

9. DIRECTORS' STATEMENT

In view that the individual Directors on the Board are deemed interested in the Proposed ESS to the extent of their respective allocations, as well as allocations to persons connected with them (if any) under the Proposed ESS, they will abstain from forming an opinion and making any recommendation in respect of the Proposed ESS, their respective allocations as well as allocations to persons connected to them (if any) under the Proposed ESS. The Interested Parties will abstain from deliberating and voting in respect of their direct and/or indirect shareholdings, if any, at the forthcoming EGM in respect of the ordinary resolutions tabled for the Proposed ESS, their respective proposed allocations as well as the proposed allocations to the persons connected with them, if any, under the Proposed ESS to be tabled at the forthcoming EGM.

10. ADVISER

TA Securities has been appointed by the Company to act as the Principal Adviser for the Proposed ESS.

11. ESTIMATED TIMEFRAME FOR COMPLETION

Subject to all relevant approvals being obtained, the Proposed ESS is expected to be completed by the 1st quarter of 2026.

This announcement is dated 12 January 2026.

ADDITIONAL INFORMATION

1. HISTORICAL FINANCIAL INFORMATION OF THE GROUP

The summary of the historical financial performance and financial position of the Group based on the audited financial statements for the FYE 31 December 2021, FYE 31 December 2022 and 18-month FPE 30 June 2024 as well as the unaudited 15-month FPE 30 September 2025 are as follows:

	Audited			**Unaudited**
	FYE 31 December 2021	**FYE 31 December 2022**	**18-month FPE 30 June 2024***	**15-month FPE 30 September 2025#**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Revenue	23,274	19,245	27,049	67,959
Gross profit	2,622	1,541	4,559	16,602
Loss before taxation (**"LBT"**)	(62,308)	(53,535)	(65,592)	(17,504)
Loss after taxation (**"LAT"**)	(62,430)	(53,563)	(65,655)	(17,574)
LAT attributable to:				
- owners of the Company	(62,430)	(53,563)	(65,650)	(17,487)
- non-controlling interests	-	-	(4,514)	(87)
Share capital	392,936	421,510	444,213	467,627
NA	197,670	170,788	128,208	134,410
Total borrowings(1)	3,732	3,454	11,135	6,005
Current assets	49,819	23,873	98,897	131,938
Current liabilities	8,108	7,103	23,808	51,180
Number of PUC Shares in issue ('000)	1,428,973	1,721,375	2,467,787	3,048,710
Weighted average no. of PUC Shares in issue	1,067,356	1,604,070	2,098,074	2,815,381
Loss per Share(2) (sen)	(5.85)	(3.34)	(3.13)	(0.62)
NA per share(3) (RM'000)	0.14	0.10	0.05	0.04
Current ratio (times)	6.14	3.36	4.15	1.75
Gearing ratio (times)	0.02	0.02	0.09	0.04

Notes:

* *The Company had on 26 December 2023 changed its financial year end from 31 December to 30 June.*

\# *The Company had on 30 May 2025 changed its financial year end from 30 June to 31 December.*

(1) *Being loans, bank borrowings and lease liabilities.*

(2) *Computed based on LAT over weighted average number of PUC Shares in issue for the respective FYEs/FPE*

(3) *Computed based on NA over number of PUC Shares in issue for the respective FYEs/FPE.*

Commentaries:

(a) 15-month FPE 30 September 2025 vs 18-month FPE 30 June 2024

The Group's revenue for 15-month FPE 30 September 2025 increased by RM40.91 million or 151.24% to RM67.96 million (the annualised revenue for 15-month 30 September 2025 and 18-month FPE 30 June 2024 was RM54.37 million and RM18.03 million, respectively, representing an increase of RM36.34 million or 201.55% on an annualised basis). This was mainly attributable to the increase in revenue contribution from the Presto segment for the 15-month FPE 30 September 2025 to RM60.30 million (the annualised revenue from the Presto segment for the 15-month 30 September 2025: RM48.24 million and 18-month FPE 30 June 2024: RM14.08 million, respectively, representing an increase of RM34.16 million or 242.61% on an annualised basis) as the revenue from the loyalty redemption business has gained traction since September 2024.

The Group's LBT decreased by RM48.09 million or 73.31% (the annualised LBT for 15-month FPE 30 September 2025 and 18-month FPE 30 June 2024 was RM14.00 million and RM43.73 million, respectively, representing a decrease of RM29.73 million or 67.99%), mainly due to lower administrative and selling expenses of RM42.52 million (the annualised administrative and selling expenses for the 15-month FPE 30 September 2025 and 18-month FPE 30 June 2024 was RM26.36 million and RM50.31 million, respectively, representing a decrease of RM23.95 million or 47.60% on an annualised basis), which in turn was mainly due to the absence of impairment loss on investment in associates of RM30.87 million (the annualised impairment loss on investment in associates for the 18-month FPE 30 June 2024: RM20.58 million).

(b) 18-month FPE 30 June 2024 vs FYE 31 December 2022

The Group's revenue for 18-month FPE 30 June 2024 increased by RM7.80 million or 40.55% (the annualised revenue for 18-month FPE 30 June 2024 was RM18.03 million, representing a decrease of RM1.21 million or 6.30% on an annualised basis) (FYE 31 December 2022: RM19.25 million). This was mainly attributable to the decrease in the annualised revenue contribution from the Omnichannel segment for the 18-month FPE 30 June 2024 of RM5.84 million (FYE 31 December 2022: RM12.15 million) as a result of the shift in business focus from regional media to local media, which has affected the Company's regional media and advertising business.

The Group's LBT increased by RM12.06 million or 22.52% (the annualised LBT for 18-month FPE 30 June 2024 was RM43.73 million, representing a decrease of RM9.81 million or 18.32%) (FYE 31 December 2022: RM53.54 million) mainly due to higher other income of RM12.87 million (the annualised other income for the 18-month FPE 30 June 2024 was RM8.58 million) (FYE 31 March 2022: RM6.41 million) and lower net loss on impairment of financial instruments of RM2.03 million (the annualised net loss on impairment of financial instruments for the 18-month FPE 30 June 2024 was RM1.36 million) (FYE 31 March 2022: RM10.82 million) which in turn was mainly due to the reversal of provision for doubtful debt of RM11.99 million (FYE 31 December 2022: RM0.23 million) and lower impairment loss on trade receivables of RM4.18 million (FYE 31 December 2022: RM9.41 million).

(c) FYE 31 December 2022 vs FYE 31 December 2021

The Group's revenue for FYE 31 December 2022 decreased by RM4.03 million or 17.31% to RM19.25 million (FYE 31 December 2021: RM23.27 million). This was mainly attributable to the decrease in revenue contribution from the OmniChannel segment for the FYE 31 December 2022 to RM12.15 million (FYE 31 December 2021: RM19.37 million) as a result of the shift in business focus from regional media to local media, which has affected the Company's regional media and advertising business.

Despite the decrease in revenue, the Group's LBT decreased by RM8.77 million or 14.08% to RM53.54 million for FYE 31 December 2022 (FYE 31 December 2021: RM62.31 million), mainly due to the increase in other income of RM6.41 million (FYE 31 December 2021: RM1.23 million) and lower administrative and selling expenses of RM44.44 million (FYE 31 December 2023: RM54.15 million) which in turn was mainly due to the lower impairment loss of goodwill of RM3.44 million arising from the acquisition of Presto Capital Sdn Bhd and Presto Singapore Pte Ltd (FYE 31 December 2021: RM16.66 million) and lower share-based payment expenses of RM0.39 million (FYE 31 December 2021: RM1.47 million).

(d) FYE 31 December 2021 vs FYE 31 December 2020

The Group's revenue for FYE 31 December 2021 increased by 14.67 million or 170.60% to RM 23.27 million (FYE 31 December 2020: RM8.60 million). This was mainly attributable to the increase in revenue contribution from the OmniChannel segment for the FYE 31 December 2021 to RM19.37 million (FYE 31 December 2020: RM5.17 million) as a result of higher demand for advertising in foreign markets from the Company's regional media clients upon gradual recovery from the impact of the Coronavirus disease.

The Group's LBT decreased by RM12.33 million or 16.52% to RM62.31 million for FYE 31 December 2021 (FYE 31 December 2020: RM74.64 million), in tandem with the increase in revenue as well as lower net loss on impairment of financial instruments of RM1.93 million (FYE 31 December 2022: RM11.13 million) and the decrease in administrative and selling expenses of RM54.15 million (FYE 31 December 2020: RM60.02 million) which in turn was mainly due to the absence of the impairment loss of RM19.23 million in Pictureworks Holdings Sdn Bhd, an associate company of the Company, absence of the allowance of obsolete inventories of RM3.02 million as well as lower provision of doubtful debts of RM2.12 million (FYE 31 December 2020: RM11.35 million) which was mainly attributable to the media and advertising business-related clients.

2. VALUE CREATION AND IMPACT OF THE PROPOSED ESS TO THE COMPANY AND ITS SHAREHOLDERS

The Proposed ESS enables the Group to reward, motivate and retain high-calibre employees and create a greater sense of belonging and dedication to the Eligible Persons as they will be provided with the opportunity to participate directly in the long-term development and growth of the Group via the Scheme, which serves to align their interests with the Group and its shareholders. In addition, the Company will receive proceeds upon exercise of the ESOS Options by the ESOS Grantees, which will be utilised for the Group's working capital.

3. ADEQUACY OF THE PROPOSED ESS IN ADDRESSING THE GROUP'S FINANCIAL CONCERNS

The Proposed ESS is not intended to address any financial concerns of the Group but to reward, motivate and incentivise the employees and also to align the interests of the Eligible Persons with the corporate goals of the Group. The Company will receive proceeds upon exercise of the ESOS Options to be granted under the Proposed ESS. Such quantum will depend on, amongst others, the number of ESOS Options granted and exercised at the relevant point in time and the Exercise Price. All proceeds to be received pursuant to the exercise of the ESOS Options will be utilised for the Group's working capital purposes.

4. STEPS TAKEN BY THE GROUP TO IMPROVE ITS FINANCIAL CONDITION AND POSITION

The Group has adopted, among others, the following key steps to improve its financial performance and strengthen its financial position:

(i) Colorverse Malaysia Sdn Bhd ("**Colorverse MY**"), an associate company of the Company, had in December 2023 entered into an agreement with the Malaysia Tourism Promotion Board wherein Colorverse MY will provide video marketing content and the metaverse platform to be created and developed by Colorverse MY for the Malaysia Tourism Promotion Board to promote tourism for Malaysia. The project has commenced on 29 September 2023 and has lapsed on 31 July 2024 without further renewal;

(ii) in the third quarter of 2023, PTSB had entered into a collaboration agreement with TNG Digital Sdn Bhd, Malaysia's leading fintech player and operator of the largest electronic wallet mobile application ("**eWallet App**") wherein PTSB was appointed as the redemption partner of the eWallet App. This allows the users of the eWallet App to perform redemption of loyalty points issued by the business partner to purchase products made available by PTSB on the eWallet App. The agreement has commenced on 9 August 2023 and was subsequently terminated effective on 1 January 2026;

(iii) PTSB had also ventured into the market of the Republic of Singapore ("**Singapore**") by entering into a collaboration agreement in the fourth quarter of 2023 with SimplyGo, the operator of a payment and electronic money system primarily used for public transport such as bus and rail lines in Singapore. This collaboration entails integration of the Presto Digital Platform with the counterparty's mobile application which would then enable the users of the counterparty's mobile application to redeem loyalty points issued by the counterparty to purchase the products made available by PTSB on the Presto Digital Platform. The collaboration has commenced on 20 December 2023. The agreement with SimplyGo has been extended until December 2026;

(iv) Presto Pay Sdn Bhd ("**PPSB**"), a wholly-owned subsidiary of the Company, had also been appointed as the loyalty points issuance and redemption partner of the largest loyalty program operator in Malaysia, Bonuskad Loyalty Sdn Bhd ("**Bonuskad**"), in January 2022. Members under the counterparty's loyalty program named "Bonuslink" are allowed to redeem loyalty points by purchasing products and/or services made available on the Presto Digital Platform and earning more loyalty points simultaneously by purchasing selected products and/or services during certain marketing and promotional campaign as mutually designated by PPSB and the counterparty. The agreement has commenced on 1 January 2022. As at 8 October 2025, the agreement with Bonuskad has been novated to PTSB and extended until December 2028;

(v) PPSB had also been appointed as a redemption partner of Projek Lebuhraya Usahasama Berhad (PLUS), the operator of multiple major highways in Malaysia, in December 2023. The counterparty also owns a mobile application known as "PLUS" in which its users are permitted to earn "PLUSMiles" loyalty points issued by the counterparty. With this, such users may now also redeem the loyalty points by purchasing products and/or services made available on the Presto Digital Platform. The agreement has commenced on 1 January 2024. As at the LPD, the parties are in discussion to initiate the next phase of the collaboration, to further enhance the integration of "PLUSMiles" loyalty points on the Presto Digital Platform;

(vi) in June 2024, PTSB had entered into a sale and purchase agreement with G Solution Tech Sdn Bhd for the proposed disposal of some software and intellectual property, including all patents, copyrights, trade secrets and other intellectual property rights, for a total cash consideration of RM22.0 million, further details which are set in the announcement dated 1 July 2024. As at the LPD, the disposal is currently pending fulfilment of the conditions precedent;

(vii) in September 2024, the Company had entered into a share sale agreement with Huanming Tang for the proposed disposal of 1,177 ordinary shares in NKL360 Malaysia Sdn Bhd for a total disposal consideration of RM11.67 million, further details which are set out in the announcement dated 11 September 2024. The disposal was completed on 16 December 2024;

(viii) in October 2024, PTSB had entered into a sale and purchase agreement with Grenapps Solutions Sdn Bhd for the proposed disposal of software and intellectual property including all patents, copyrights, trade secrets and other intellectual property rights, for a total consideration of RM19.5 million, further details which are set out in the announcement dated 11 October 2024. As at the LPD, the disposal is currently pending fulfilment of the conditions precedent; and

(ix) in May 2025, PTSB had entered into a contractual agreement with Gpay Network Sdn Bhd ("**Gpay**"), the operator of Malaysia's largest super-app for ride-hailing, food delivery and digital payment services wherein PTSB was appointed as the redemption partner of the counterparty's super-app known as "Grab". The users of the super-app are able to redeem the loyalty points issued by the counterparty to purchase products made available by PTSB in the super-app. PTSB has commenced as a redemption partner for the counterparty's super-app Grab since May 2025.

In view of the abovementioned steps taken, the Board is of the opinion that the Group's strategies will improve the financial position of the Group. Barring unforeseen circumstances, the Board and the management of the Company will continue to assess all business opportunities with prudence and leverage on its core competencies to improve the profitability of the Group.

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