SAUDIGOLD GROUP BERHAD (FORMERLY KNOWN AS SAUDEE GROUP BERHAD) ("SGB" OR THE "COMPANY")

(I) PROPOSED SHARE CONSOLIDATION; AND
(II) PROPOSED RIGHTS ISSUE WITH WARRANTS

(COLLECTIVELY, THE "PROPOSALS")

*Unless otherwise stated or redefined, all abbreviations and definitions used herein shall have the same meanings as those used in the Company's announcement dated 13 March 2025 ("**Announcement"**) in relation to the Proposals.*

1. INTRODUCTION

Reference is made to the Announcement, wherein the Board had determined to undertake the Proposed Rights Issue with Warrants on the Minimum Subscription Level to raise minimum proceeds of RM5.10 million, based on an Indicative Rights Issue Price of RM0.14 per Rights Share. To meet the Minimum Subscription Level, the Company had on 14 February 2025 procured an irrevocable and unconditional written undertaking from the Undertaking Shareholder for the Proposed Rights Issue with Warrants to subscribe in full for his entitlement of Rights Shares and additional Rights Shares not taken up by other Rights Entitled Shareholders by way of Excess Rights Shares, to the extent such that the aggregate subscription proceeds of the Rights Shares received by SGB arising from the subscription by all Rights Entitled Shareholders and/or their renouncee(s) and/or transferee(s) amounting to RM5.10 million.

On behalf of the Board, M & A Securities wishes to announced that the Company after assessing its current business requirements had resolved to revise the Minimum Subscription Level from the Proposed Rights Issue with Warrants from RM5.10 million to RM8.90 million ("**Revised Minimum Subscription Level**"), based on an Indicative Rights Issue Price of RM0.14 per Rights Share and the subscription of 63,570,860 Rights Shares together with 31,785,430 Warrants C by the Rights Entitled Shareholders ("**Revision**").

The basis of determining the issue price of the Rights Shares is set out in Section 2.2.2(a) of the Announcement. In addition to the above basis, the Company has determined that in any event, the issue price of Rights Shares and exercise price of Warrants C shall not be lower than RM0.0950 per Share ("**Floor Price**"). The Floor Price has been determined after taking into consideration the current general market sentiment and recent historical share price performance of SGB.

Save for the above, there are no other material changes to the Proposals. Further details on the Revision are set out in ensuing sections of this announcement.

2. SUMMARY OF THE REVISION

As disclosed in the Announcement, the Company initially intended to raise a minimum of RM5.10 million from the Proposed Rights Issue with Warrants to meet the Group's funding requirements, as set out in Section 2.2.6 of the Announcement. Accordingly, SGB had procured the Undertaking. Pursuant to the Revision, the Minimum Subscription Level shall be revised to RM8.90 million, which will be met through a combination of the Undertaking and underwriting arrangements to be procured.

Assuming none of the other Rights Entitled Shareholders subscribe for their entitlement of the Rights Shares, the Undertaking Shareholder and the underwriter will subscribe 36,428,000 Rights Shares and 27,142,860 Rights Shares, respectively based on the Indicative Rights Issue Price, to achieve the Minimum Subscription Level. However, if the actual issue price differs from the Indicative Rights Issue Price, the total number of Rights Shares and Excess Rights Shares to be subscribed by the Undertaking Shareholder and underwriter will be adjusted accordingly to ensure that the Company will raise a minimum of RM8.90 million to achieve the Revised Minimum Subscription Level.

To achieve the Revised Minimum Subscription Level:

(i) on 14 February 2025, the Company procured an Undertaking from the Undertaking Shareholder to subscribe in full for his entitlement of Rights Shares as well as additional Rights Shares not taken up by other Rights Entitled Shareholders by way of Excess Rights Shares, such that the aggregate subscription proceeds of the Rights Shares received by SGB from all Rights Entitled Shareholders and/or their renouncee(s) and/or transferee(s) will amount to RM5.10 million; and

(ii) the remaining RM3.80 million will be underwritten ("**Underwriting**"). As at the date of this announcement, the terms and underwriting commission under the underwriting agreement have not been finalised. These details will be finalised at a later stage, following the receipt of shareholders of SGB's approval for the Proposed Rights Issue with Warrants at the forthcoming EGM, and will be disclosed in the abridged prospectus for the Proposed Rights Issue with Warrants to be issued by the Company at a later date. The underwriting commission payable to underwriter and all other costs in relation to the Underwritings will be fully borne by the Company.

The Company will ensure that the underwriting arrangement will not result in the following:

(a) any breach in the public shareholding spread requirement by the Company under Paragraph 8.02(1) of the Listing Requirements, which stipulates that a listed corporation must ensure that at least 25.00% of its total listed shares (excluding treasury shares) are in the hands of public shareholders; and

(b) any consequences of mandatory general offer obligations pursuant to the Malaysian Code on Take-Overs and Mergers, 2016 ("**Code**") and the Rules immediately after completion of the Proposed Rights Issue with Warrants.

Further, the Company will procure assurance from the underwriter that they will at all times observe and ensure compliance with the provisions of the Code and the Rules.

In the event the Company is unable to achieve Minimum Subscription Level due to occurrence of termination events stated in underwriting agreement or for any reason whatsoever (including compliance with Paragraph 6.51 of the Listing Requirements whereby the listing of the Warrants must fulfil the requirement of at least 100 Warrant holders holding not less than 1 board lot of the Warrants each), the Proposed Rights Issue with Warrants shall be aborted and all application monies received by the Company pursuant to the Proposed Rights Issue with Warrants will be refunded to all subscribers of the Rights Shares. The relevant provision which may allow the underwriter to withdraw from its/their obligations pursuant to the underwriting agreement(s) and/or terminate the underwriting agreement(s) will be disclosed accordingly in the abridged prospectus for the Proposed Rights Issue with Warrants to be issued at a later date.

The illustration of the Undertaking and Underwriting arrangement, based on the Indicative Rights Issue Price is as follows:

	Direct shareholding				No. of Rights Shares to be subscribed pursuant to the Undertaking and Underwriting						
	As at the LPD		After Proposed Share Consolidation		Entitlement		Undertaking / Underwriting		Total Rights Shares to be subscribed pursuant to the Undertaking and Underwriting		
	No. of Shares	%(i)	No. of Shares	%(ii)	No. of Rights Shares	%(iii)	No. of Rights Shares	%(iii)	No. of Rights Shares	%(iii)	Amount (RM)(iv)
Tay Ben Seng, Benson	1,597,500	0.10	159,750	0.10	319,500	0.15	36,108,500	16.43	36,428,000	16.58	5,099,920
Underwriter	-	-	-	-	-	-	27,142,860	12.35	27,142,860	12.35	3,800,000
Total	**1,597,500**	**0.10**	**159,750**	**0.10**	**319,500**	**0.15**	**63,251,360**	**28.78**	**63,570,860**	**28.93**	**8,899,920**

Notes:

(i) Computed based on the Company's issued share capital 1,561,673,319 Shares in issue (excluding treasury shares) as at the LPD (based on the Announcement).

(ii) Computed based on the Company's pro forma share capital of up to 156,167,331 Consolidated Shares in issue (excluding treasury shares) after the completion of the Proposed Share Consolidation.

(iii) Based on the enlarged issued share capital of 219,738,191 Shares (excluding 26,700 treasury shares) after Proposed Rights Issue with Warrants under the Minimum Scenario.

(iv) Based on the Indicative Rights Issue Price.

2.1. Issue price of the Rights Shares

The Indicative Rights Issue Price is RM0.14 per Rights Share which represents a discount of approximately 26.70% to the Theoretical Adjusted 5D-VWAMP of up to and including the LPD (based on the Announcement) of RM0.1910 per Share which corresponds to a discount of approximately 18.46% (based on Minimum Subscription Level) and a discount of approximately 8.38% (based on Maximum Subscription Level) to the TEAP of SGB Shares of RM0.1717 and RM0.1528 per share, respectively.

2.2. Exercise price of the Warrant C

The Indicative Exercise Price is RM0.14 per Warrant C which represents a discount of approximately 26.70% to the Theoretical Adjusted 5D-VWAMP of up to and including the LPD (based on the Announcement) of RM0.1910 per Share which corresponds to a discount of approximately 18.46% (based on Minimum Subscription Level) and a discount of approximately 8.38% (based on Maximum Subscription Level) to the TEAP of SGB Shares of RM0.1717 and RM0.1528 per share, respectively.

2.3. Illustration of the derivation of TEAP

Illustration of derivation of TEAP (based on Minimum Subscription Level)

$$TEAP = \frac{(P \times Y) + (X \times Z) + (X \times \frac{W}{Q} \times Ep)}{Y + X + (X \times \frac{W}{Q})}$$

Where:

P	=	Theoretical Adjusted 5D-VWAMP up to and including the LPD (based on the Announcement)
X, Q	=	Number of Rights Shares based on Minimum Subscription Level
Y	=	Total number of Consolidated Shares
Z	=	Indicative Rights Issue Price
W	=	Number of Warrants C attached to Rights Shares
Ep	=	Indicative Exercise price of Warrants C

Assumptions:

Rights ratio	=	2:1 (2 Rights Shares for every 1 Consolidated Share)
Warrants ratio	=	1:2 (1 Warrant C for every 2 Rights Shares subscribed)

As such, the calculation of TEAP is as follows:

$$TEAP = \frac{(0.1910 \times 156{,}167{,}331) + (0.1400 \times 63{,}570{,}860) + (63{,}570{,}860 \times \frac{31{,}785{,}430}{63{,}570{,}860} \times 0.1400)}{156{,}167{,}331 + 63{,}570{,}860 + (63{,}570{,}860 \times \frac{31{,}785{,}430}{63{,}570{,}860})}$$

$TEAP = 0.1717$

2.4. Utilisation of proceeds

Based on the Indicative Rights Issue Price of RM0.14 per Rights Share, the Revision will result in an increase in the utilisation of proceeds for the Minimum Scenario from RM5.10 million to RM8.90 million, with the excess of RM3.80 million to be utilised for working capital purposes.

The changes of the utilisation of proceeds under Minimum Scenario is as follows:

	Minimum Scenario			
Details of utilisation	**Announcement RM'000**	**Revision RM'000**	**Changes RM'000**	**Expected time frame for utilisation of proceeds (from the listing date)**
Future expansion of business	-	-	-	Within 24 months
Capital expenditure[(a)]	-	2,000	2,000	Within 24 months
Upgrade software and systems	-	-	-	Within 24 months
Working capital[(b)]	3,600	5,750	2,150	Within 24 months
Estimated expenses for the Proposals[(c)]	1,500	1,150	(350)	Immediately
Total	**5,100**	**8,900**	**3,800**	

Notes:

(a) Capital expenditure

The revised proceeds earmarked for capital expenditure are expected to be used in the following manner:

	Minimum Scenario		
Description	**Announcement RM'000**	**Revision RM'000**	**Changes RM'000**
Purchase of new machinery and equipment	-	2,000	2,000
Factory upgrade	-	-	-
Total	**-**	**2,000**	**2,000**

(b) Working capital

The revised proceeds earmarked for working capital will be used as additional funds to finance the Group's day-to-day operations and are expected to be used in the following manner:

	Minimum Scenario		
Description	**Announcement RM'000**	**Revision RM'000**	**Changes RM'000**
Product innovation, research and development ("**R&D**")	-	300	300
Staff salaries and statutory contribution	-	1,850	1,850
Purchase of raw materials	3,600	3,600	-
Total	**3,600**	**5,750**	**2,150**

(c) Estimated expenses for the Proposals

After reassessing the estimated expenses for the Proposals, the estimated expenses amount has been revised to RM1.15 million as illustrated below:

	Minimum Scenario		
Description	**Announcement RM'000**	**Revision RM'000**	**Changes RM'000**
Professional fees and underwriting fees	859	982	123
Fees to authorities	87	87	-
Miscellaneous charges (Printing, meeting expenses and advertising)	554	81	(473)
Total	**1,500**	**1,150**	**(350)**

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3. EFFECTS OF THE PROPOSALS

Save as disclosed below, the Revision will not result in any change to the effects of the Proposals as disclosed in the Announcement.

3.1 Issued share capital

	Minimum Scenario	
	No. of SGB Shares	**RM**
Issued share capital as at the LPD	1,561,673,319	179,457,770
Proposed Share Consolidation	(i)(1,405,505,988)	-
After Proposed Share Consolidation	**156,167,331**	**179,457,770**
Proposed Rights Issue with Warrants	(ii)63,570,860	(iii)(iv)2,371,826
After the Proposed Rights Issue with Warrants	**219,738,191**	**181,829,596**
Full exercise of the Warrants C	(ii)31,785,430	(v)9,828,055
Enlarged issued share capital	**251,523,621**	**191,657,651**

Notes:

(i) Based on the consolidation of every 10 SGB Shares held by the shareholders, whose names appear in the record of depositors of SGB on the Share Consolidation Entitlement Date, into 1 Consolidated Share.

(ii) Based on 63,570,860 Rights Shares and 31,785,430 Warrants C to be issued pursuant to the Proposed Rights Issue with Warrants.

(iii) Based on Indicative Rights Issue Price of RM0.14 per Rights Share and after accounting for the creation of warrant reserve of RM5,378,095 under Minimum Scenario.

(iv) After deducting the estimated expenses for the Proposals of RM1.15 million that are directly attributable to the issuance of the Rights Shares and therefore will be set off against the share capital in accordance with paragraph 37 of the MFRS 132 under Minimum Scenario.

(v) Based on the Indicative Exercise Price of RM0.14 per Warrant C and after accounting for the reversal of warrant reserve of RM5,378,095 under Minimum Scenario.

3.2 NA and gearing

Minimum Scenario

		(I)	(II)	(III)
	Audited as at 31 July 2024	**(i)After Proposed Share Consolidation**	**After (I) and Proposed Rights Issue with Warrants**	**After (II) and assuming full exercise of Warrant C**
	RM	**RM**	**RM**	**RM**
Share capital	179,457,770	179,457,770	(ii)(iii)(v)181,829,596	(iv)191,657,651
Treasury shares	(118,276)	(118,276)	(118,276)	(118,276)
Other reserves	2,781,656	2,781,656	(iii)8,159,751	2,781,656
Merger deficit	(29,296,614)	(29,296,614)	(29,296,614)	(29,296,614)
Accumulated losses	(12,399,251)	(12,399,251)	(12,399,251)	(12,399,251)
Shareholders' equity / NA	**140,425,285**	**140,425,285**	**148,175,205**	**152,625,166**
No. of Shares in issue, excluding treasury shares	1,561,673,319	(i)156,167,331	(ii)219,738,191	(iv)251,523,621
NA per Share (RM)	0.09	0.90	0.67	0.61
Total borrowings (RM)	751,978	751,978	751,978	751,978
Gearing ratio (times)	0.01	0.01	0.01	^

Notes:

^ Less than 0.01

(i) Based on the consolidation of every 10 SGB Shares held by the shareholders, whose names appear in the record of depositors of SGB on the Share Consolidation Entitlement Date, into 1 Consolidated Share.

(ii) Based on 63,570,860 Rights Shares and 31,785,430 Warrants C to be issued under the Minimum Scenario.

(iii) Based on Indicative Rights Issue Price of RM0.14 per Rights Share and after accounting for the creation of warrant reserve of RM5,378,095 based on the fair value of RM0.1692 per Warrant C as at the LPD (based on the Announcement) under Minimum Scenario.

(iv) Based on the Warrants C Exercise Price of RM0.14 per Warrant and after accounting for the reversal of Warrants C reserve of RM5,378,095.

(v) After deducting the estimated expenses for the Proposals of RM1.15 million that are directly attributable to the issuance of the Rights Shares and therefore will be set off against the share capital in accordance with paragraph 37 of the MFRS 132.

3.3 Substantial shareholders' shareholdings

Minimum Scenario

Substantial shareholders	As at the LPD				(I) After the Proposed Share Consolidation			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(i)%	No. of Shares	(i)%	No. of Shares	(iii)%	No. of Shares	(iii)%
FDCSB	206,050,000	13.19	-	-	20,605,000	13.19	-	-
Focus Dynamics Group Berhad	-	-	(ii)206,050,000	13.19	-	-	(ii)20,605,000	13.19
Tay Ben Seng, Benson	1,597,500	0.10	-	-	159,750	0.10	-	-
Underwriter	-	-	-	-	-	-	-	-

Substantial shareholders	(II) After (I) and the Proposed Rights Issue with Warrants				(III) After (II) and assuming full exercise of the Warrants C			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(iv)%	No. of Shares	(iv)%	No. of Shares	(v)%	No. of Shares	(v)%
FDCSB	20,605,000	9.38	-	-	20,605,000	8.19	-	-
Focus Dynamics Group Berhad	-	-	(ii)20,605,000	9.38	-	-	(ii)20,605,000	8.19
Tay Ben Seng, Benson	36,587,750	16.65	-	-	54,801,750	21.79	-	-
Underwriter	27,142,860	12.35	-	-	40,714,290	16.19	-	-

Notes:

(i) Based on the issued share capital of 1,561,673,319 Shares (excluding 267,000 treasury shares) as at the LPD (based on the Announcement).

(ii) Deemed interest by virtue of its wholly-owned subsidiary's substantial shareholding in the Company.

(iii) Based on the 156,167,331 Consolidated Shares (excluding 26,700 treasury shares).

(iv) Based on the enlarged issued share capital of 219,738,191 Shares (excluding 26,700 treasury shares) after Proposed Rights Issue with Warrants.

(v) Based on the enlarged total number of 251,523,621 Shares (excluding 26,700 treasury shares) assuming full exercise of the Warrants C.

3.4 Loss and LPS

Minimum Scenario

	Audited as at 31 July 2024	(I) After Proposed Share Consolidation	(II) After (I) and Proposed Rights Issue with Warrants	(III) After (II) and full exercise of Warrant C
	RM	RM	RM	RM
Loss after taxation ("**LAT**") attributable to the owners of the Company	6,063,008	6,063,008	6,063,008	6,063,008
Number of shares, excluding treasury shares	1,561,673,319	(i)156,167,331	(ii)219,738,191	(iii)251,523,621
Basic LPS (sen)	0.39	3.88	2.76	2.41

Notes:

(i) Based on the consolidation of every 10 SGB Shares held by the shareholders, whose names appear in the record of depositors of SGB on the Share Consolidation Entitlement Date, into 1 Consolidated Share.

(ii) After adjusting based on 63,570,860 Rights Shares and 31,785,430 Warrants C to be issued pursuant to the Proposed Rights Issue with Warrants.

(iii) Assuming all 31,785,430 Warrants C are exercised into new Shares.

4. DIRECTOR'S STATEMENT

The Board having considered all aspects of the Revision is of the opinion that the Revision is in the best interest of the Company.

This announcement is dated 6 October 2025.