

**NOTICE OF PROVISIONAL ALLOTMENT**

TERMS DEFINED IN THE ABRIDGED PROSPECTUS DATED 22 DECEMBER 2020 ("ABRIDGED PROSPECTUS") ISSUED BY DGB ASIA BERHAD ("DGB" OR THE "COMPANY") SHALL HAVE THE SAME MEANING WHEN USED IN THIS NOTICE OF PROVISIONAL ALLOTMENT ("NPA") UNLESS STATED OTHERWISE. THE PROVISIONAL ALLOTMENTS (AS DEFINED HEREIN) AS CONTAINED IN THIS NPA ARE PRESCRIBED SECURITIES PURSUANT TO SECTION 14(5) OF THE SECURITIES INDUSTRY (CENTRAL DEPOSITORIES) ACT, 1991 AS AMENDED FROM TIME TO TIME, INCLUDING SECURITIES INDUSTRY (CENTRAL DEPOSITORIES) AMENDMENT ACT, 1998 ("SICDA") AND THEREFORE, THE SICDA AND THE RULES OF BURSA MALAYSIA DEPOSITORY SDN BHD ("BURSA DEPOSITORY") SHALL APPLY IN RESPECT OF ALL DEALINGS IN THE PROVISIONAL ALLOTMENTS.



**DGB ASIA BERHAD**

[Registration No. 200601001857 (721605-K)]  
(Incorporated in Malaysia under the Companies Act, 1965 and deemed registered under the Companies Act, 2016)

**RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,202,508,096 NEW ORDINARY SHARES IN DGB ("DGB SHARES" OR "SHARES") ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM0.12 PER RIGHTS SHARE TOGETHER WITH UP TO 601,254,048 FREE DETACHABLE WARRANTS IN DGB ("WARRANTS C") ON THE BASIS OF 6 RIGHTS SHARES TOGETHER WITH 3 FREE WARRANTS C FOR EVERY 1 EXISTING SHARE HELD BY ENTITLED SHAREHOLDERS OF THE COMPANY AT 5.00 P.M. ON 22 DECEMBER 2020 ("ENTITLEMENT DATE") ("RIGHTS ISSUE WITH WARRANTS")**

*Principal Adviser*



**MERCURY SECURITIES SDN BHD**

[Registration No. 198401000672 (113193-W)]  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

**To: The entitled shareholders of DGB**

Dear Sir / Madam,

The Board of Directors of DGB ("Board") has provisionally allotted to you, in accordance with the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") via its letter dated 24 September 2020 and by the shareholders of DGB at the Extraordinary General Meeting of the Company held on 10 November 2020, the number of Rights Shares with Warrants C as indicated below ("Provisional Allotments").

We wish to advise you that the following Provisional Allotments to you have been confirmed by Bursa Depository and upon acceptance will be credited into your Central Depository System ("CDS") account(s), subject to the terms and conditions stated in the Abridged Prospectus and Rights Subscription Form ("RSF") issued by DGB.

The Provisional Allotments are made subject to the terms and conditions in the Abridged Prospectus. Bursa Securities has prescribed the securities of DGB listed on the ACE Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Allotments are prescribed securities and as such, all dealings in the Provisional Allotments will be by book entries through CDS accounts and will be governed by the SICDA and the Rules of Bursa Depository.

**ALL RIGHTS SHARES AND WARRANTS C TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES AND WARRANTS C INTO THE CDS ACCOUNTS OF THE SHAREHOLDERS OF DGB WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF DGB ON THE ENTITLEMENT DATE ("ENTITLED SHAREHOLDERS") AND/OR THEIR TRANSFEREE(S) AND/OR THEIR RENOUNCEE(S), IF APPLICABLE. NO PHYSICAL SHARE CERTIFICATE OR WARRANT CERTIFICATE WILL BE ISSUED.**

It is the intention of the Board to allot the excess Rights Shares with Warrants C applied for under Part I(B) of the RSF, if any, in a fair and equitable manner in the following priority:-

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, on a pro-rata basis and in board lots, to the Entitled Shareholders who have applied for excess Rights Shares with Warrants C, taking into consideration their respective shareholdings in the Company as at the Entitlement Date;
- (iii) thirdly, on a pro-rata basis and in board lots, to the Entitled Shareholders who have applied for excess Rights Shares with Warrants C, taking into consideration the quantum of their respective excess Rights Shares with Warrants C applications; and
- (iv) finally, on a pro-rata basis and in board lots, to the transferee(s) and/or renounee(s) who have applied for excess Rights Shares with Warrants C, taking into consideration the quantum of their respective excess Rights Shares with Warrants C Applications.

The excess Rights Shares with Warrants C will firstly be allocated to minimise the odd lots (if any) held by each applicant of excess Rights Shares with Warrants C. Thereafter, the allocation process will perform items (ii), (iii) and (iv) in succession. Any remaining balance of excess Rights Shares with Warrants C will be allocated by performing the same sequence of allocation i.e. items (ii), (iii) and (iv) again in succession until all excess Rights Shares with Warrants C are allotted.

Notwithstanding the foregoing, the Board reserves the right to allot any excess Rights Shares with Warrants C applied for under Part I(B) of the RSF in such manner as it deems fit and expedient and in the best interests of the Company subject always to such allocation being made on a fair and equitable basis, and that the intention of the Board as set out in (i), (ii), (iii) and (iv) above is achieved. The Board also reserves the right at its absolute discretion not to accept any application for excess Rights Shares with Warrants C, in full or in part, without assigning any reason thereto.

**NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER**

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NUMBER OF DGB SHARES HELD AT 5.00 P.M. ON 22 DECEMBER 2020	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS C ATTACHED TO THE RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	TOTAL AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.12 PER RIGHTS SHARE (RM)

**IMPORTANT RELEVANT DATES AND TIMES:-**

Entitlement date ..... : Tuesday, 22 December 2020 at 5.00 p.m.  
**Last date and time for:**  
 Sale of Provisional Allotments ..... : Wednesday, 30 December 2020 at 5.00 p.m.  
 Transfer of Provisional Allotments ..... : Monday, 4 January 2021 at 4.30 p.m.  
 Acceptance and payment ..... : Friday, 8 January 2021 at 5.00 p.m.  
 Excess Application and payment ..... : Friday, 8 January 2021 at 5.00 p.m.

By Order of the Board

**TEA SOR HUA (MACS 01324) (SSM PC NO.: 201908001272)**

Company Secretary

Share Registrar:

**ShareWorks Sdn Bhd**  
[Registration No. 199101019611 (229948-U)]  
No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan (KL)  
Tel: 03 – 6201 1120  
Fax: 03 – 6201 3121

**THIS NOTICE OF PROVISIONAL ALLOTMENT IS DATED 22 DECEMBER 2020**



## NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS RSF

THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE CAPITAL MARKETS AND SERVICES ACT, 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 22 DECEMBER 2020 ("ABRIDGED PROSPECTUS").

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY. ALL ENQUIRIES CONCERNING THE RIGHTS ISSUE WITH WARRANTS SHOULD BE ADDRESSED TO THE SHARE REGISTRAR OF DGB, SHAREWORKS SDN BHD AT NO. 2-1, JALAN SRI HARTAMAS 8, SRI HARTAMAS, 50480 KUALA LUMPUR, WILAYAH PERSEKUTUAN (KL) (TEL: 03 - 6201 1120). YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES TO BEFORE COMPLETING AND SIGNING THIS RSF.

The Abridged Prospectus is issued in compliance with the laws of Malaysia only. This RSF, together with the Abridged Prospectus and the NPA (collectively, the "Documents") are not intended to be (and will not be) issued, circulated or distributed, and the Rights Shares with Warrants C will not be made or offered or deemed to be made or offered for purchase or subscription, in any countries or jurisdictions other than Malaysia or to persons who are or may be subject to the laws of any countries or jurisdictions other than the laws of Malaysia. No action has been or will be taken to ensure that the Rights Shares with Warrants C and the Documents comply with the laws of any countries or jurisdiction other than the laws of Malaysia. It shall be the sole responsibility of the Entitled Shareholders and/or their renounee(s) (if applicable) who are or may be subject to the laws of any countries or jurisdictions other than the laws of Malaysia to consult their legal or other professional advisers as to whether the acceptance or renunciation of all or any part of the Rights Shares with Warrants C to be issued would result in the contravention of any laws of such countries or jurisdictions. Such Entitled Shareholders and/or their renounee(s) (if applicable) should note the additional terms and restrictions as set out in Section 10 of the Abridged Prospectus. Neither DGB, Mercury Securities Sdn Bhd nor any other professional advisers shall accept any responsibility or liability whatsoever to any party in the event that any acceptance and/or renunciation (as the case may be) of the Rights Shares with Warrants C made by any of foreign Entitled Shareholders and/or their renounee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in any countries or jurisdictions in which the Entitled Shareholders and/or their renounee(s) (if applicable) are resident.

The Abridged Prospectus has been registered by the Securities Commission Malaysia ("SC"). The registration of the Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue with Warrants or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in the Abridged Prospectus. The SC has not, in any way, considered the merits of the Rights Issue with Warrants. The Documents have also been lodged with the Registrar of Companies in Malaysia who takes no responsibility for its contents.

The shareholders of DGB have approved the Rights Issue with Warrants at the Extraordinary General Meeting of the Company held on 10 November 2020. Bursa Malaysia Securities Berhad ("Bursa Securities") has also granted its approval for the admission of the Warrants C to the Official List as well as the listing and quotation of the Rights Shares, Warrants C and the new Shares to be issued upon exercise of the Warrants C on the ACE Market of Bursa Securities (subject to the conditions specified in the approval letter by Bursa Securities) on 24 September 2020. However, this is not an indication that Bursa Securities recommends the Rights Issue with Warrants. The official listing and quotation of the said securities will commence after, amongst others, receipt of confirmation from Bursa Depository that all the CDS accounts of the Entitled Shareholders and/or their renounee(s) (if applicable) have been duly credited with the Rights Shares and Warrants C allotted to them and notices of allotment have been despatched to them.

The Board of Directors of DGB ("Board") has seen and approved all the documentation relating to the Rights Issue with Warrants (including the Documents). The Board collectively and individually accepts full responsibility for the accuracy of the information given and confirm that, after making all reasonable inquiries and to the best of its knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make any statement in the Documents false or misleading.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia ("RM") and sen.

### INSTRUCTIONS:-

#### (i) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance until 5.00 p.m. on Friday, 8 January 2021.

If acceptance of and payment for the **Provisional Allotments** in the manner specified herein are not received (whether in full or in part, as the case may be) by DGB's Share Registrar, **ShareWorks Sdn Bhd** by 5.00 p.m. on Friday, 8 January 2021, the said Provisional Allotments to you or remainder thereof (as the case may be) will be deemed to have been declined and will be cancelled. The Board will then have the right to allot such Rights Shares with Warrants C not taken up, to applicants applying for excess Rights Shares with Warrants C in the manner as set out in item (iii) below.

#### (ii) FULL OR PART ACCEPTANCE

The Rights Issue with Warrants is renounceable in full or in part. If you wish to accept all or part of your entitlement to the Provisional Allotments, please complete Parts I(A) and II of this RSF in accordance with the notes and instructions contained herein and submit this RSF together with the appropriate remittance made in RM for the full amount payable in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and must be payable to "DGB RIGHTS SHARES ACCOUNT" crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name in block letters, contact number, address and your CDS account number, so as to be received by DGB's Share Registrar in the manner detailed below by 5.00 p.m. on Friday, 8 January 2021, being the last date and time for acceptance and payment for the Provisional Allotments. Cheques or any other mode of payment not prescribed herein are not acceptable. Details of remittance must be filled in the appropriate boxes provided in this RSF.

#### FOR DELIVERY BY HAND AND/OR COURIER AND/OR ORDINARY POST:

**ShareWorks Sdn Bhd**  
No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan (KL)  
Tel: 603 - 6201 1120  
Fax: 603 - 6201 3121

The payment must be made for the exact amount payable for the Rights Shares with Warrants C applied for. Any excess or insufficient payment may be rejected at the absolute discretion of the Board. No acknowledgment will be issued for the receipt of the Rights Shares with Warrants C application or application monies in respect thereof. However, if your application is successful, a notice of allotment will be despatched to you and/or your transferee(s) and/or your renounee(s) by ordinary post to the address as shown on Bursa Depository's record at your own risk within eight (8) market days from the last date for application and payment of the Rights Shares with Warrants C or such other period as may be prescribed by Bursa Securities.

#### (iii) APPLICATION FOR EXCESS RIGHTS SHARES WITH WARRANTS C

If you wish to apply for additional Rights Shares with Warrants C in excess of your entitlement, please complete Part I(B) of this RSF (in addition to Part I(A) and Part II) and forward it together with a separate remittance made in RM for the full amount payable for the excess Rights Shares with Warrants C applied for in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia made payable to "DGB EXCESS RIGHTS SHARES ACCOUNT" crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name in block letters, contact number, address and your CDS account number, so as to be received by DGB's Share Registrar, **ShareWorks Sdn Bhd** at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) by 5.00 p.m. on Friday, 8 January 2021. Cheques or any other mode(s) of payment not prescribed herein are not acceptable.

The payment must be made for the exact amount payable for the excess Rights Shares with Warrants C applied for. Any excess or insufficient payment may be rejected at the absolute discretion of the Board. No acknowledgment will be issued for the receipt of the excess Rights Shares with Warrants C Application or application monies in respect thereof. However, if your application is successful, a notice of allotment will be despatched to you and/or your transferee(s) and/or your renounee(s) by ordinary post to the address as shown on Bursa Depository's record at your own risk within eight (8) market days from the last date of application and payment of the excess Rights Shares with Warrants C or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful excess Rights Shares with Warrants C Applications, the full amount or the surplus application monies, as the case may be, shall be refunded without interest. The refund will be made by issuance of cheque and shall be despatched to the applicant by ordinary post to the address as shown in the Record of Depositors of the Company as provided by Bursa Depository at your own risk within fifteen (15) market days from the last date for application and payment of the excess Rights Shares with Warrants C.

It is the intention of the Board to allot the excess Rights Shares with Warrants C applied for under Part I(B) of the RSF, if any, in a fair and equitable manner in the following priority:-

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, on a pro-rata basis and in board lots, to the Entitled Shareholders who have applied for excess Rights Shares with Warrants C, taking into consideration their respective shareholdings in the Company as at the Entitlement Date;
- (iii) thirdly, on a pro-rata basis and in board lots, to the Entitled Shareholders who have applied for excess Rights Shares with Warrants C, taking into consideration the quantum of their respective excess Rights Shares with Warrants C Applications; and
- (iv) finally, on a pro-rata basis and in board lots, to the transferee(s) and/or renounee(s) who have applied for excess Rights Shares with Warrants C, taking into consideration the quantum of their respective excess Rights Shares with Warrants C Applications.

The excess Rights Shares with Warrants C will firstly be allocated to minimise the odd lots (if any) held by each applicant of excess Rights Shares with Warrants C. Thereafter, the allocation process will perform items (ii), (iii) and (iv) in succession. Any remaining balance of excess Rights Shares with Warrants C will be allocated by performing the same sequence of allocation i.e. items (ii), (iii) and (iv) again in succession until all excess Rights Shares with Warrants C are allotted.

Notwithstanding the foregoing, the Board reserves the right to allot any excess Rights Shares with Warrants C applied for under Part I(B) of the RSF in such manner as it deems fit and expedient and in the best interests of the Company subject always to such allocation being made on a fair and equitable basis, and that the intention of the Board as set out in (i), (ii), (iii) and (iv) above is achieved. The Board also reserves the right at its absolute discretion not to accept any application for excess Rights Shares with Warrants C, in full or in part, without assigning any reason thereto.

#### (iv) SALE OR TRANSFER OF PROVISIONAL ALLOTMENTS

If you wish to sell or transfer all or part of your entitlement to the Provisional Allotments to one (1) or more persons, you may do so through your stockbroker for the period up to the last date and time for sale or transfer of the Provisional Allotments (in accordance with the Rules of Bursa Depository) without first having to request the Company for a split of such Provisional Allotments standing to the credit of your CDS account. To sell or transfer all or part of your entitlement to the Provisional Allotments, you may sell such entitlement on the open market for the period up to the last date and time for sale of the Provisional Allotments (in accordance with the Rules of Bursa Depository) or transfer such entitlement to such persons as may be allowed under the Rules of Bursa Depository for the period up to the last date and time for transfer of the Provisional Allotments (in accordance with the Rules of Bursa Depository).

In selling or transferring all or part of your Provisional Allotments, you are not required to deliver any document, including this RSF to your stockbroker in respect of the portion of the Provisional Allotments sold or transferred. You are however advised to ensure that you have sufficient Provisional Allotments standing to the credit of your CDS account that is available for settlement of the sale or transfer.

Transferee(s) and/or renounee(s) of the Provisional Allotments may obtain a copy of the Abridged Prospectus and this RSF from his/her/their stockbroker(s), DGB's Share Registrar or Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

If you have sold or transferred only part of the Provisional Allotments, you may still accept the balance of the Provisional Allotments by completing Part I(A) and Part II of this RSF.

#### (v) GENERAL INSTRUCTIONS

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- (b) A Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF.
- (c) The Provisional Allotments subscribed by the Entitled Shareholders and/or their transferee(s) and/or their renounee(s) (if applicable) will be credited into their respective CDS accounts as stated in this RSF or the exact account(s) appearing on Bursa Depository's Record of Depositors.
- (d) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of the Company and the Company shall not be under any obligation to account for such interest or other benefit to you.
- (e) The contract arising from the acceptance of the Provisional Allotments by you shall be governed by and construed in accordance with the laws of Malaysia and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- (f) The Company reserves the right to accept or reject any acceptance and/or application which are illegible or if the instructions herein stated are not strictly adhered to.
- (g) Entitled Shareholders and/or their transferee(s) and/or their renounee(s) (if applicable) should note that any RSF and remittances lodged with DGB's Share Registrar shall be irrevocable and cannot be subsequently withdrawn.