

All terms and abbreviations used herein shall have the same meanings as those defined in the "Definitions" section of this Abridged Prospectus unless stated otherwise.

No securities will be allotted or issued based on this Abridged Prospectus after 6 months from the date of this Abridged Prospectus.

THIS ABRIDGED PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS ABRIDGED PROSPECTUS. IF IN DOUBT AS TO THE ACTION YOU SHOULD TAKE, PLEASE CONSULT A PROFESSIONAL ADVISER IMMEDIATELY. If you have sold or transferred all your shares in our Company, you should immediately hand over this Abridged Prospectus together with the NPA and RSF (collectively referred to as "**Documents**") to the purchaser or transferee. All enquiries concerning the Rights Issue, which is the subject matter of this Abridged Prospectus, should be addressed to our Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor.

The Documents are only despatched to our Entitled Shareholders whose names appear in the Record of Depositors as at 5.00 p.m. on 8 February 2022 at their registered address in Malaysia or who have provided our Share Registrar with their Malaysian address in writing by 5.00 p.m. on 8 February 2022. The Documents are not intended to be (and will not be) issued, circulated or distributed in any countries or jurisdictions other than Malaysia. No action has been or will be taken to ensure that the Rights Issue or the Documents comply with the laws of any countries or jurisdictions other than laws of Malaysia. The Documents do not constitute an offer, solicitation or invitation to subscribe for the Rights Issue in any jurisdictions other than Malaysia or to any person to whom it may be unlawful to make such an offer, solicitation or invitation. It shall be the sole responsibility of our Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia to consult their legal and/or other professional adviser as to whether their acceptance and/or renunciation/transfer (as the case may be) of their entitlement to the Rights Issue would result in the contravention of any laws of such countries or jurisdictions. Such Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) should note the additional terms and restrictions as set out in Section 9.11 of this Abridged Prospectus. Neither our Company, Affin Hwang IB nor any other professional advisers to the Rights Issue shall accept any responsibility or liability whatsoever in the event that any acceptance and/or renunciation/transfer (as the case may be) made by our Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in any such countries or jurisdictions in which the said Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) are residents.

This Abridged Prospectus has been registered by the SC. The registration of this Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this Abridged Prospectus. The SC has not, in any way, considered the merits of the Rights Issue. A copy of the Documents, has also been lodged with the Registrar of Companies who takes no responsibility for the contents of the Documents.

Approval for the Rights Issue has been obtained from our shareholders at the EGM held on 7 January 2022. Approval has also been obtained from Bursa Securities vide its letter dated 8 December 2021 for the admission of the ICPS to the Official List of the Main Market of Bursa Securities as well as the listing of and quotation for all the ICPS and new Shares to be issued arising from the conversion of the ICPS on the Main Market of the Bursa Securities. However, this is not an indication that Bursa Securities recommends the Rights Issue, and shall not be taken as an indication of merits of the Rights Issue. Bursa Securities takes no responsibility for the correctness of any statement made or opinion expressed in the Documents. The listing of and quotation for all the ICPS and new Shares to be issued arising from the conversion of the ICPS on the Main Market of the Bursa Securities will commence after, amongst others, receipt of confirmation from Bursa Depository that all the CDS Accounts of our Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) have been duly credited with the ICPS allotted to them and notices of allotments have been despatched to our Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable).

The SC is not liable for any non-disclosure on the part of our Company and takes no responsibility for the content of this Abridged Prospectus, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Abridged Prospectus.

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, PLEASE REFER TO "RISK FACTORS" AS SET OUT IN SECTION 5 OF THIS ABRIDGED PROSPECTUS.



PGF CAPITAL BERHAD

(formerly known as Poly Glass Fibre (M) Berhad)
(Registration No. 197801005142 (42138-X))
(Incorporated in Malaysia)

RENOUNCEABLE RIGHTS ISSUE OF 79,987,474 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN PGF CAPITAL BERHAD (FORMERLY KNOWN AS POLY GLASS FIBRE (M) BERHAD) ("PGF") ("ICPS") AT AN ISSUE PRICE OF RM0.10 PER ICPS ON THE BASIS OF 1 ICPS FOR EVERY 2 EXISTING ORDINARY SHARES IN PGF HELD AS AT 5.00 P.M. ON 8 FEBRUARY 2022

Principal Adviser



AFFIN HWANG INVESTMENT BANK BERHAD

(Registration No. 197301000792 (14389-U))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

IMPORTANT RELEVANT DATES AND TIMES:

Entitlement Date	: Tuesday, 8 February 2022 at 5.00 p.m.
Last date and time for sale of Provisional Allotments	: Tuesday, 15 February 2022 at 5.00 p.m.
Last date and time for transfer of Provisional Allotments	: Thursday, 17 February 2022 at 4.30 p.m.
Last date and time for acceptance and payment	: Wednesday, 23 February 2022 at 5.00 p.m.
Last date and time for Excess Application and payment	: Wednesday, 23 February 2022 at 5.00 p.m.

This Abridged Prospectus is dated 8 February 2022

ALL TERMS AND ABBREVIATIONS USED HEREIN SHALL HAVE THE SAME MEANINGS AS THOSE DEFINED IN THE “DEFINITIONS” SECTION OF THIS ABRIDGED PROSPECTUS UNLESS STATED OTHERWISE.

OUR BOARD HAS SEEN AND APPROVED ALL THE DOCUMENTS RELATING TO THE RIGHTS ISSUE. OUR BOARD COLLECTIVELY AND INDIVIDUALLY ACCEPTS FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION. HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THEY CONFIRM THAT THERE ARE NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS WHICH IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS ABRIDGED PROSPECTUS FALSE OR MISLEADING.

AFFIN HWANG IB, BEING THE PRINCIPAL ADVISER FOR THE RIGHTS ISSUE, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS ABRIDGED PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE RIGHTS ISSUE.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IN CONSIDERING THE INVESTMENT, IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT A PROFESSIONAL ADVISER IMMEDIATELY.

YOU SHOULD NOTE THAT YOU MAY SEEK RECOURSE UNDER SECTIONS 248, 249 AND 357 OF THE CMSA FOR BREACHES OF SECURITIES LAWS INCLUDING ANY STATEMENT IN THE ABRIDGED PROSPECTUS THAT IS FALSE, MISLEADING, OR FROM WHICH THERE IS A MATERIAL OMISSION, OR FOR ANY MISLEADING OR DECEPTIVE ACT IN RELATION TO THIS ABRIDGED PROSPECTUS OR THE CONDUCT OF ANY OTHER PERSON IN RELATION TO OUR COMPANY.

SECURITIES ARE OFFERED TO THE PUBLIC ON THE PREMISE OF FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE RIGHTS ISSUE, FOR WHICH ANY OF THE PERSON SET OUT IN SECTION 236 OF THE CMSA, IS RESPONSIBLE.

THE DISTRIBUTION OF THE DOCUMENTS IS SUBJECT TO THE LAWS OF MALAYSIA. WE AND OUR ADVISERS ARE NOT RESPONSIBLE FOR THE DISTRIBUTION OF THE DOCUMENTS OUTSIDE OF MALAYSIA. WE AND OUR ADVISERS HAVE NOT TAKEN ANY ACTION TO PERMIT AN OFFERING OF OUR SECURITIES BASED ON THE DOCUMENTS OR THE DISTRIBUTION OF THE DOCUMENTS OUTSIDE OF MALAYSIA. THE DOCUMENTS MAY NOT BE USED FOR AN OFFER TO SELL OR AN INVITATION TO BUY OUR SECURITIES IN ANY COUNTRY OR JURISDICTION OTHER THAN MALAYSIA. WE AND OUR ADVISERS REQUIRE YOU TO INFORM YOURSELF OF AND TO OBSERVE SUCH RESTRICTIONS.

THE DOCUMENTS HAVE BEEN PREPARED AND PUBLISHED SOLELY FOR THE RIGHTS ISSUE UNDER THE LAWS OF MALAYSIA. WE AND OUR ADVISERS HAVE NOT AUTHORISED ANYONE TO PROVIDE YOU WITH INFORMATION WHICH IS NOT CONTAINED IN THE DOCUMENTS.

DEFINITIONS

Except where the context otherwise requires, the following definitions and abbreviations apply throughout this Abridged Prospectus:

Abridged Prospectus	: This Abridged Prospectus dated 8 February 2022 in relation to the Rights Issue
Act	: Companies Act 2016
Affin Hwang IB or Principal Adviser	: Affin Hwang Investment Bank Berhad (Registration No. 197301000792 (14389-U))
Amendments	: Amendments to the Constitution of our Company to facilitate the Rights Issue
ATM	: Automated teller machine
Authorised Nominee	: A person who is authorised to act as a nominee as defined under the Rules of Bursa Depository
Board	: Board of Directors of PGF
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CAGR	: Compounded annual growth rate
CDS	: Central Depository System, the system established and operated by Bursa Depository for the central handling of securities deposited with Bursa Depository
CDS Account(s)	: A securities account established by Bursa Depository for a depositor pursuant to the SICDA and the Rules of Bursa Depository for the recording of deposits of securities and dealings in such securities by the depositor
Closing Date	: 23 February 2022 at 5.00 p.m., being the last date and time for the acceptance of and payment for the Provisional Allotments and Excess Application
CMSA	: Capital Markets and Services Act 2007
Constitution	: Constitution of our Company
Conversion Price	: Conversion price of RM0.90 for the ICPS to be converted into 1 new Share
Conversion Ratio	: Conversion ratio for the ICPS to be converted into new Shares, by way of either Mode 1 or Mode 2
Corporate Exercises	: Rights Issue and Amendments, collectively
COVID-19	: Coronavirus disease 2019

DEFINITIONS (CONT'D)

Director(s)	: A natural person who holds a directorship in our Company, whether in an executive or non-executive capacity, and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the CMSA
Documents	: This Abridged Prospectus, together with the NPA and RSF, collectively
EGM	: Extraordinary general meeting
Electronic Application	: Application for the Provisional Allotments and/or Excess ICPS through the ATMs or internet financial services website of the Participating Financial institutions
Entitled Shareholder(s)	: Shareholder(s) of PGF whose names appear in the Record of Depositors of our Company on the Entitlement Date in order to be entitled to participate in the Rights Issue
Entitlement Date	: 8 February 2022 at 5.00 p.m., being the date and time on which the names of the shareholders of our Company must appear in the Records of Depositors of our Company in order to be entitled to participate in the Rights Issue
EPS	: Earnings per Share
Equaplus	: Equaplus Sdn Bhd (Registration No. 198701006824 (165540-K))
Excess Application	: Application(s) for additional ICPS in excess of the Provisional Allotments by our Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable)
Excess ICPS	: ICPS which are not taken up or not validly taken up by our Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) by the Closing Date
FPE	: Financial period ended
FYE	: Financial year ended/ending, as the case may be
GASB	: Golden Approach Sdn Bhd (Registration No. 199301013005 (267743- W))
Green Cluster	: Green Cluster Sdn Bhd (Registration No. 199901014845 (489745-T))
Government	: Government of Malaysia
ICPS	: New irredeemable convertible preference shares in PGF to be issued pursuant to the Rights Issue
ICPS Entitlement File	: An electronic file forwarded by Bursa Depository to an Authorised Nominee who has subscribed for NRS, containing information of such Authorised Nominee's entitlements pursuant to the Rights Issue as at the Entitlement Date

DEFINITIONS (CONT'D)

ICPS Subscription File	: An electronic file forwarded by an Authorised Nominee who has subscribed for NRS to Bursa Depository, containing information pertaining to such Authorised Nominee's subscription of the ICPS and/or Excess ICPS (if any)
Issue Price	: Issue price of RM0.10 per ICPS
JPY	: Japanese Yen
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 12 January 2022, being the latest practicable date prior to the registration of this Abridged Prospectus by the SC
LTD	: 14 January 2022, being the last market day immediately preceding the price fixing date of the Conversion Price
Market Day(s)	: Any day between Monday to Friday (inclusive of both days) on which Bursa Securities is open for trading of securities and which is not a public holiday
Maturity Date	: The date immediately preceding the 5 th anniversary of the date of issuance of ICPS and if such date is not a Market Day, then on the immediate preceding Market Day
Maximum Scenario	: Assuming that all our Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) fully subscribe for their respective entitlements under the Rights Issue and the ICPS are fully converted into new PGF Shares based on the Conversion Price of RM0.90 and the Conversion Ratio of a combination of surrendering 1 ICPS and payment of RM0.80 in cash for 1 PGF Share pursuant to Mode 2
MCO	: Movement control order under the Prevention and Control of Infectious Diseases Act 1988 and Police Act 1967
Minimum Scenario	: Assuming that the Rights Issue is undertaken on a full subscription basis pursuant to the Undertakings and the ICPS are fully converted into new PGF Shares based on the Conversion Price of RM0.90 and the Conversion Ratio of surrendering 9 ICPS for 1 PGF Share pursuant to Mode 1
Mode 1	: The manner in which the ICPS may be converted into 1 new Share by way of surrendering such number of ICPS with an aggregate value of the Issue Price equivalent to the Conversion Price
Mode 2	: The manner in which the ICPS may be converted into 1 new Share by way of a combination of surrendering such number of ICPS and paying in cash, subject to a minimum of 1 ICPS, such that the aggregate value of the Issue Price of the ICPS surrendered and cash paid is equivalent to the Conversion Price
NA	: Net assets
NPA	: Notice of provisional allotment of the ICPS in relation to the Rights Issue

DEFINITIONS (CONT'D)

NRS	: Nominee rights subscription service offered by Bursa Depository, at the request of our Company, to Authorised Nominees for electronic subscription of the ICPS through Bursa Depository's existing network facilities with the Authorised Nominees
NZD	: New Zealand Dollar
Official List	: A list specifying all securities listed on Bursa Securities
Participating Financial Institutions	: Participating financial institutions for Electronic Application as referred to in Section 9.5.2 of this Abridged Prospectus
PAT	: Profit after taxation attributable to the owners of our Company
PBT	: Profit before taxation
PGF or Company	: PGF Capital Berhad (formerly known as Poly Glass Fibre (M) Berhad) (Registration No. 197801005142 (42138- X))
PGF Group or Group	: PGF and its subsidiaries, collectively
PGF Share(s) or Share(s)	: Ordinary share(s) in PGF
Provisional Allotments	: The ICPS provisionally allotted to our Entitled Shareholders pursuant to the Rights Issue
Record of Depositors	: A record of securities holders established by Bursa Depository under the rules of Bursa Depository as issued pursuant to the SICDA
Rights Issue	: Renounceable rights issue of 79,987,474 ICPS at an Issue Price of RM0.10 per ICPS on the basis of 1 ICPS for every 2 existing PGF Shares held by our Entitled Shareholders on the Entitlement Date
RM and sen	: Ringgit Malaysia and sen, respectively
RSF	: Rights subscription form in relation to the Rights Issue
Rules	: Rules on Take-Overs, Mergers and Compulsory Acquisitions issued by the SC
Rules of Bursa Depository	: Rules of Bursa Depository as issued pursuant to the SICDA
SC	: Securities Commission Malaysia
Share Registrar	: Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D))
SICDA	: Securities Industry (Central Depositories) Act 1991

DEFINITIONS (CONT'D)

Undertakings	: The written undertakings dated 3 November 2021 from the Undertaking Shareholders who have irrevocably and unconditionally undertaken to subscribe in full for their respective entitlements, with Green Cluster providing an additional undertaking to subscribe for the Excess ICPS not taken up by the other Entitled Shareholders (excluding Equaplus, Fong Wah Kai and Fong Wern Sheng), the details of which are set out in Section 2.5 of this Abridged Prospectus
Undertaking Shareholders	: Equaplus, Fong Wah Kai, Green Cluster and Fong Wern Sheng, collectively
USD	: United States Dollar
VWAP	: Volume weighted average price

All references to “our Company” and/or “PGF” in this Abridged Prospectus are to PGF, and references to “our Group” and/or “PGF Group” are to our Company and our subsidiaries. References to “we”, “us”, “our” and “ourselves” are to our Company and, where the context otherwise requires, shall include our subsidiaries.

All references to “you” and “your” in this Abridged Prospectus are to our Entitled Shareholders and/or where the context otherwise requires, their renouncee(s)/transferee(s) (if applicable).

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter gender(s), and *vice versa*. Any references to persons shall include corporations, unless otherwise specified.

All references in this Abridged Prospectus to any legislations, statutes, enactments, rules, codes or guidelines are references to those legislations, statutes, enactments, rules, codes or guidelines as amended or re-enacted from time to time. Any reference to time or date in this Abridged Prospectus shall be a reference to Malaysian time and date respectively, unless otherwise specified.

Any discrepancies in the tables included in this Abridged Prospectus between the amounts listed, actual figures and the totals thereof are due to rounding.

Certain statements in this Abridged Prospectus may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Abridged Prospectus should not be regarded as a representation or warranty that our Group’s plans and objectives will be achieved.

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ADVISERS' DIRECTORY

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27th Floor, Menara Boustead
69, Jalan Raja Chulan
50200 Kuala Lumpur
- Tel. No.: +603 2142 3700
Fax No.: +603 2141 7701
- COMPANY SECRETARY** : Ch'ng Lay Hoon
SSM PC No: 201908000494 (MAICSA 0818580)
- Enet Corporate Services Sdn Bhd
Suite 12A, Level 12
Menara Northam
No. 55 Jalan Sultan Ahmad Shah
10050 Georgetown
Penang
- Tel. No.: +604 228 0511
Fax No.: +604 228 0518
- SOLICITORS FOR THE RIGHTS ISSUE** : Tay & Partners
6th Floor, Plaza See Hoy Chan
Jalan Raja Chulan
50200 Kuala Lumpur
- Tel. No.: +603 2050 1888
Fax No.: +603 2031 8618
- SHARE REGISTRAR** : Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
- Tel. No.: +603 7880 4700
Fax No.: +603 7890 4670
- STOCK EXCHANGE LISTING** : Main Market of Bursa Securities

SUMMARY OF THE RIGHTS ISSUE

THIS SUMMARY OF THE RIGHTS ISSUE ONLY HIGHLIGHTS THE KEY INFORMATION FROM OTHER PARTS OF THIS ABRIDGED PROSPECTUS. IT DOES NOT CONTAIN ALL THE INFORMATION THAT MAY BE IMPORTANT TO YOU. YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE WHOLE ABRIDGED PROSPECTUS.

Key information	Summary																				
Issue size	79,987,474 ICPS. Please refer to Section 2.1 of this Abridged Prospectus for further details.																				
Basis of allotment	1 ICPS for every 2 existing PGF Shares held by our Entitled Shareholders on the Entitlement Date. Please refer to Section 2.1 of this Abridged Prospectus for further details.																				
Issue Price and Conversion Price of the ICPS	<ul style="list-style-type: none">• Issue Price: RM0.10 per ICPS.• Conversion Price: RM0.90 each for every 1 new PGF Share. The ICPS may be converted into new PGF Shares, by way of either Mode 1 or Mode 2 of the Conversion Ratio. Please refer to Section 2.3 of this Abridged Prospectus for further details.																				
Undertakings and underwriting arrangements	<p>The Rights Issue will be undertaken on a full subscription basis. In order to meet the full subscription basis and raise aggregate subscription value amounting to approximately RM8.00 million, our Company has obtained written irrevocable undertakings from the Undertaking Shareholders vide letters dated 3 November 2021 to subscribe in full for their respective entitlements under the Rights Issue with Green Cluster providing additional undertaking to subscribe for the Excess ICPS. The subscription of the ICPS by the Undertaking Shareholders pursuant to the Undertakings will not give rise to any mandatory take-over offer obligation pursuant to the Rules.</p> <p>In view of the Undertakings and that the Rights Issue will be undertaken on a full subscription basis, our Company will not procure any underwriting arrangement for the Rights Issue.</p> <p>Please refer to Section 2.5 of this Abridged Prospectus for further details.</p>																				
Utilisation of proceeds	<p>Our Company intends to utilise the proceeds arising from the Rights Issue in the following manner:</p> <table><tr><th>Proposed utilisation</th><th>RM</th><th>%</th><th>Expected timeframe for the utilisation</th></tr><tr><td>Expansion of businesses</td><td>6,000,000</td><td>75.01</td><td>Within 24 months</td></tr><tr><td>General working capital</td><td>1,458,747</td><td>18.24</td><td>Within 12 months</td></tr><tr><td>Estimated expenses in relation to the Corporate Exercises</td><td>540,000</td><td>6.75</td><td>Upon completion of the Rights Issue</td></tr><tr><td>Total</td><td>7,998,747</td><td>100.00</td><td></td></tr></table> <p>For illustrative purposes only, the gross proceeds to be raised from the conversion of the ICPS assuming full conversion of the ICPS under the Maximum Scenario is approximately RM63.99 million pursuant to Mode 2 of the Conversion Ratio. In contrast, our Company will not raise any proceeds for the conversion of ICPS pursuant to Mode 1 of the Conversion Ratio as no cash payment is required.</p> <p>Any gross proceeds to be raised from the conversion of the ICPS shall be utilised as additional general working capital to finance our Group's day-to-day operations.</p> <p>Please refer to Section 3 of this Abridged Prospectus for further details.</p>	Proposed utilisation	RM	%	Expected timeframe for the utilisation	Expansion of businesses	6,000,000	75.01	Within 24 months	General working capital	1,458,747	18.24	Within 12 months	Estimated expenses in relation to the Corporate Exercises	540,000	6.75	Upon completion of the Rights Issue	Total	7,998,747	100.00	
Proposed utilisation	RM	%	Expected timeframe for the utilisation																		
Expansion of businesses	6,000,000	75.01	Within 24 months																		
General working capital	1,458,747	18.24	Within 12 months																		
Estimated expenses in relation to the Corporate Exercises	540,000	6.75	Upon completion of the Rights Issue																		
Total	7,998,747	100.00																			

SUMMARY OF THE RIGHTS ISSUE (CONT'D)

Key information	Summary
Rationale for the Rights Issue	<p>The Rights Issue is part of our Company's strategy to secure funding to meet our funding requirements for the purposes set out in Section 3 of this Abridged Prospectus as well as to minimise immediate dilution effect on the EPS of our Company as the ICPS are expected to be converted over a period of time during the tenure of the ICPS.</p> <p>Furthermore, the subscription of the ICPS will provide our Entitled Shareholders with an opportunity to further increase their equity participation in our Company by converting their ICPS into new PGF Shares at a predetermined Conversion Ratio.</p> <p>As the ICPS will be listed and traded on the Main Market of Bursa Securities, depending on the future performance of our Group, our Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) may be able to benefit from future capital appreciation in the ICPS.</p> <p>Please refer to Section 4 of this Abridged Prospectus for further details.</p>
Key risk factors	<p>You should carefully consider the following key risk factors before subscribing for the Rights Issue:</p> <ul style="list-style-type: none"> (i) the continuing impact of the COVID-19 pandemic which may result in future containment and lockdown measures by governments worldwide as well as the disruption to our Group's business and operations; (ii) our Group faces risks which are inherent to the relevant industries that affect our manufacturing division, namely manufacturing and construction industries in the Oceania market; (iii) our Group faces risks relating to the ecotourism project and there can be no assurance that the ecotourism project will be completed on time or generate the return that our Group has initially anticipated; (iv) our Group's business faces competition from other industry players as well as fluctuations in raw material prices, both of which may materially affect our profit margins; (v) our Group may be exposed to foreign currency exchange risk from our sales and purchases in USD, NZD and JPY, and adverse currency movements may affect the financial performance of our Group; and (vi) the Rights Issue may be delayed or not implemented due to force majeure events or circumstances beyond the control of our Company and Principal Adviser, resulting in the funds not raised for our Group's use. <p>Please refer to Section 5 of this Abridged Prospectus for further details.</p>
Procedures for acceptance and payment	<p>Acceptance of and payment for the Provisional Allotments and Excess Application must be made on the RSF enclosed with this Abridged Prospectus and must be completed in accordance with the notes and instructions contained in the RSF and must conform to the terms and conditions contained therein.</p> <p>The last day, date and time for acceptance of and payment for the Provisional Allotments and Excess Application is on Wednesday, 23 February 2022 at 5.00 p.m.</p> <p>Please refer to Section 9 of this Abridged Prospectus for further details.</p>



PGF CAPITAL BERHAD
(formerly known as Poly Glass Fibre (M) Berhad)
(Registration No. 197801005142 (42138-X))
(Incorporated in Malaysia)

Registered Office:

Suite 12-A, Level 12
Menara Northam
No. 55, Jalan Sultan Ahmad Shah
10050 Georgetown
Penang

8 February 2022

Board of Directors

Fong Wern Sheng (*Executive Chairman*)
Tan Ming Chong (*Chief Operating Officer*)
Fong Wah Kai (*Executive Director*)
Sia Taik Hian (*Senior Independent Non-Executive Director*)
Omar Bin Mohamed Said (*Independent Non-Executive Director*)
Khoo Kah Hock (*Independent Non-Executive Director*)

To: Our Entitled Shareholders

Dear Sir/Madam,

**RENOUNCEABLE RIGHTS ISSUE OF 79,987,474 ICPS AT AN ISSUE PRICE OF RM0.10 PER ICPS
ON THE BASIS OF 1 ICPS FOR EVERY 2 EXISTING PGF SHARES HELD AS AT 5.00 P.M. ON 8
FEBRUARY 2022**

1. INTRODUCTION

On 3 November 2021, Affin Hwang IB had, on behalf of the Board, announced that the Company proposed to undertake the Corporate Exercises.

On 8 December 2021, Affin Hwang IB had, on behalf of the Board, announced that Bursa Securities had vide its letter dated 8 December 2021 ("**Approval Letter**"), approved the following:

- (i) admission to the Official List and listing of and quotation for 79,987,474 ICPS to be issued pursuant to the Rights Issue; and
- (ii) listing of and quotation for up to 79,987,474 new PGF Shares to be issued pursuant to the conversion of the ICPS;

The approval from Bursa Securities is subject to the following conditions:

No.	Conditions	Status of compliance
(1)	PGF and Affin Hwang IB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Corporate Exercises, including compliance with the public shareholding spread requirements upon conversion of the ICPS by the shareholders;	Noted.

No.	Conditions	Status of compliance
(2)	PGF and Affin Hwang IB to inform Bursa Securities upon the completion of the Corporate Exercises;	To be complied.
(3)	PGF and Affin Hwang IB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Corporate Exercises are completed;	To be complied.
(4)	PGF to furnish Bursa Securities with a certified true copy of the resolutions passed by the shareholders in general meeting approving the Corporate Exercises;	Complied.
(5)	PGF to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the conversion of the ICPS as at the end of each quarter together with a detailed computation of listing fees payable; and	To be complied.
(6)	To incorporate the comments made in the circular to shareholders provided in the attachment to the Approval Letter.	Complied.

On 7 January 2022, our shareholders had approved the Corporate Exercises at the EGM.

On 17 January 2022, Affin Hwang IB had, on behalf of our Board, announced that our Board has fixed the Conversion Price at RM0.90.

On 21 January 2022, Affin Hwang IB had, on behalf of our Board, announced the Entitlement Date along with the other relevant dates pertaining to the Rights Issue.

The admission, listing and quotation for the ICPS will commence after, amongst others, the receipt of confirmation from Bursa Depository that all the CDS Accounts of the successful applicants have been duly credited and notices of allotment have been despatched to them and upon the receipt by Bursa Securities of an application for quotation for the ICPS as specified under the Listing Requirements.

No person is authorised to give any information or make any representation not contained in this Abridged Prospectus in connection with the Rights Issue and if given or made, such information or representation must not be relied upon as having been authorised by our Company or Affin Hwang IB.

YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS 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.

2. PARTICULARS OF THE RIGHTS ISSUE

2.1 Details of the Rights Issue

The Rights Issue entails an issuance of 79,987,474 ICPS at the Issue Price of RM0.10 per ICPS on the basis of 1 ICPS for every 2 existing PGF Shares held by our Entitled Shareholders on the Entitlement Date.

As at the LPD, the issued share capital of PGF is RM202,761,930 comprising 159,974,948 PGF Shares. Based on the Undertakings and as the Rights Issue will be undertaken on a full subscription basis, the number of ICPS to be issued pursuant to the Rights Issue is 79,987,474 ICPS. Please refer to Section 2.5 of this Abridged Prospectus for further details on the Undertakings provided by the Undertaking Shareholders.

The Rights Issue will be undertaken on a full subscription basis pursuant to the Undertakings to raise an aggregate amount of RM7,998,747 from the subscription of the ICPS pursuant to the Rights Issue, to fund our Group's proposed utilisation of proceeds as set out in Section 3 of this Abridged Prospectus.

The Rights Issue is renounceable in full or in part. Accordingly, our Entitled Shareholders may subscribe for and/or renounce their respective entitlements under the Rights Issue in full or in part.

The ICPS will be provisionally allotted to our Entitled Shareholders. In determining the entitlement of our Entitled Shareholders under the Rights Issue, fractional entitlements, if any, will be disregarded and/or dealt with by our Board in such manner and on such terms and conditions as our Board in its sole and absolute discretion deem fit or expedient and in the best interest of our Company.

The ICPS which are not subscribed or validly subscribed shall be made available for Excess Application by the other Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable). Our Board intends to allocate the Excess ICPS in a fair and equitable manner on a basis as set out in Section 9.9.1 of this Abridged Prospectus.

As you are an Entitled Shareholder, you will find enclosed with this Abridged Prospectus, the NPA notifying you of the crediting of such number of Provisional Allotments into your CDS Account, and the RSF to enable you to subscribe for such Provisional Allotments as well as to apply for the Excess ICPS if you choose to do so. However, only our Entitled Shareholders who have an address in Malaysia as stated in our Record of Depositors will receive this Abridged Prospectus, together with the NPA and RSF.

Any dealings in our Company's securities will be subject to, amongst others, the provisions of SICDA, Rules of Bursa Depository and any other relevant legislation. Accordingly, the ICPS will be credited directly into the respective CDS Accounts of successful applicants. No physical certificates will be issued to the successful applicants of the ICPS.

Notices of allotment will be despatched to the successful applicants of the ICPS within 8 Market Days from the Closing Date or such other period as may be prescribed by Bursa Securities.

The ICPS will be admitted to the Official List and the listing and quotation of these securities will commence 2 Market Days upon the receipt by Bursa Securities of an application for quotation for these securities as specified under the Listing Requirements, which will include amongst others, confirmation that all notices of allotment have been despatched to the successful applicants, and after receipt of confirmation from Bursa Depository that all CDS Accounts of successful applicants are ready to be credited with the ICPS.

2.2 Salient terms of the ICPS

The salient terms of the ICPS are as follows:

Issue size	: 79,987,474 ICPS.
Issue Price	: RM0.10 per ICPS.
Tenure	: 5 years commencing from and inclusive of the date of issuance of the ICPS.
Maturity Date	: The date immediately preceding the 5 th anniversary of the date of issuance of ICPS and if such date is not a Market Day, then on the immediate preceding Market Day.
Dividend rate	: Our Company has full discretion over the declaration of dividends, if any. Dividends, if declared, shall be payable annually in arrears non-cumulatively and shall be paid in priority over the Shares.

- Redemption : Not redeemable.
- Form and denomination : The ICPS will be issued in registered form and constituted by our Company's Constitution.
- Board lot : The ICPS are tradeable upon listing in board lots of 100 units of ICPS, or such other denomination as may be determined by Bursa Securities.
- Conversion period : (i) The ICPS may be converted into new Shares at the option of the ICPS holders at any time within 5 years commencing on and including the date of issue of the ICPS and ending at 5.00 p.m. on the Maturity Date ("**Conversion Period**").
- (ii) Any remaining ICPS that is not converted by the expiry of the Conversion Period shall be automatically converted into new Shares based on Mode 1 of the Conversion Ratio.
- Conversion Price : RM0.90 for the ICPS to be converted into 1 new Share.
- Conversion Ratio : The ICPS may be converted into new Shares, by way of either Mode 1 or Mode 2.
- Conversion mechanism : (i) The conversion of the ICPS into new Shares shall be exercised by the ICPS holders by delivering:
- (a) a duly completed and signed conversion notice ("**Conversion Notice**"); and
- (b) if the ICPS holders elect to convert their ICPS by way of Mode 2 of the Conversion Ratio, the payment by way of banker's draft or cashier's order drawn on a bank operating in Malaysia or money order or postal order issued by a post office in Malaysia for the Conversion Price,
- to the office of our Share Registrar during its business hours on any Market Day during the Conversion Period. The Conversion Notice is irrevocable upon receipt by our Company at the Share Registrar's office. An ICPS holder who has issued a Conversion Notice ("**Converting ICPS Holder**") shall further furnish to our Company such supporting documents or information as may be prescribed by our Company or as may be required under any applicable laws or regulations from time to time. The conversion shall be carried out in accordance with such procedures as may be prescribed by any applicable laws and regulations.
- (ii) Once a Conversion Notice has been submitted to our Company and received by our Company at the Share Registrar's office, the Converting ICPS Holder shall not sell, transfer, dispose or otherwise encumber the ICPS in respect of which the conversion rights have been exercised.

- (iii) Subject to all applicable laws, rules and regulations, within 8 Market Days from the date of receipt by our Company of a Conversion Notice or such other period as may be prescribed or allowed by Bursa Securities or under any applicable laws and regulations, our Company shall:
 - (a) allot and issue to the relevant Converting ICPS Holders, such number of Shares to which such holders are entitled to receive by virtue of the exercise of the conversion rights, credited as fully paid-up ("**Conversion Shares**"), and shall cause the securities account of the said holders to be credited with such number of Conversion Shares; and
 - (b) despatch a notice of allotment to the relevant Converting ICPS Holders in respect of the Conversion Shares.
 - (iv) Once converted, the ICPS shall not be capable of reissuance.
- Conversion rights :
- (i) The ICPS shall be convertible, at the option of the ICPS holders, at any time during the Conversion Period, into such number of new Shares based on either Mode 1 or Mode 2 of the Conversion Ratio.
 - (ii) No adjustment to the Conversion Price shall be made for any declared and unpaid dividends on the ICPS surrendered for conversion.
 - (iii) If the conversion results in a fractional entitlement to the Shares, such fractional entitlement shall be disregarded and no refund or credit, whether in the form of the ICPS, cash or otherwise, shall be given in respect of the disregarded fractional entitlement.
- Ranking of the ICPS and liquidation preference :
- The ICPS will rank equally amongst themselves, and will rank in priority to any other class of shares in the capital of our Company. In the event of liquidation, dissolution, winding-up, reduction of capital or other repayment of capital:
 - (i) The ICPS shall confer on the holders the rights to receive in priority to the holders of Shares, cash repayment in full of the amount of any non-cumulative preferential dividend that has been declared and remaining in arrears (if any). After the payment of any dividends to the holders of ICPS, the remaining assets shall be distributed first to the holders of ICPS in full of the amount which is equal to the Issue Price for each ICPS, provided that there shall be no further right to participate in any surplus capital or surplus profits of our Company.
 - (ii) In the event that our Company has insufficient assets to permit payment of the full Issue Price to the ICPS holders, the assets of our Company shall be distributed pro rata on an equal priority, to the ICPS holders in proportion to the amount that each ICPS holders would otherwise be entitled to receive.
- Ranking of the new Shares to be issued from the conversion of ICPS :
- The new Shares to be issued from the conversion of ICPS shall, upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that the new Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions, the entitlement date of which is prior to the date of allotment and issuance of the new Shares arising from the conversion of the ICPS.

Adjustment to the Conversion Price and/or Conversion Ratio	<p>: The Conversion Price and/or Conversion Ratio may be adjusted at the determination of our Board, in all or any of the following cases:</p> <ul style="list-style-type: none"> (i) an alteration to the number of Shares by reason of consolidation or subdivision; or (ii) a bonus issue of fully paid-up Shares or any other capitalisation issue for accounting purpose; or (iii) a capital distribution to shareholders made by our Company whether on a reduction of capital or otherwise, but excluding any cancellation of capital which is loss or unrepresented by assets; or (iv) a rights issue of Shares by our Company; or (v) any other circumstances that our Board deems necessary, <p>provided that any adjustment to the Conversion Price will be rounded down to the nearest RM0.01. The adjustments shall be adjusted, calculated or determined by our Board in consultation with an approved adviser or external auditor appointed by our Company, as the case may be.</p>
Rights of the ICPS holders	<p>: The ICPS holders have the rights to receive notices, reports and audited financial statements and to attend general meetings of our Company. The ICPS holders are however not entitled to any voting right except in any of the following circumstances:</p> <ul style="list-style-type: none"> (i) when the dividend or part of the dividend on the ICPS remains in arrears and unpaid for more than 6 months after the due date; (ii) upon any resolution that varies the rights attached to the ICPS; or (iii) upon any resolution for the winding-up of our Company. <p>In the aforesaid circumstances, the ICPS holders shall be entitled to such number of votes at any general meetings, based on the equivalent number of Shares that can be converted from the number of ICPS held by the ICPS holders in accordance with Mode 1 of the Conversion Ratio.</p>
Transferability	<p>: The ICPS will be transferable in the manner provided under the SICDA and Rules of Bursa Depository. As the ICPS will be listed on and traded on the Main Market of Bursa Securities, they will be deposited in the central depository system of Bursa Securities and will be subject to the Rules of Bursa Depository.</p> <p>In the event the ICPS become unlisted and the ICPS are no longer held under Bursa Depository (any dealings including transmission of the ICPS are no longer subject to the Rules of Bursa Depository), the ICPS shall be transferable by instrument in writing in the usual or common form or such other form as our Board and the relevant authorities may approve.</p>
Modification of rights	<p>: Our Company may from time to time without the consent or sanction of all ICPS holders make modifications to the terms of the ICPS of which in the opinion of the Board is not materially prejudicial to the interest of the ICPS holders or are to correct a manifest error or to comply with mandatory provisions of the laws of Malaysia and the relevant regulations.</p>

Any variation, modification or abrogation of the rights and privileges attached to the ICPS shall require the sanction of a special resolution of the ICPS holders holding or representing not less than 75% of the outstanding ICPS present and voting either in person or by proxy at the meeting convened for the ICPS holders to sanction such purposes.

Listing : Approval has been obtained from Bursa Securities for the admission of the ICPS to the Official List of Bursa Securities as well as the listing of and quotation for the ICPS and the new Shares to be issued arising from the conversion of the ICPS on the Main Market of Bursa Securities.

The admission, listing of and quotation for the ICPS on the Main Market of Bursa Securities is subject to compliance with the public spread requirements of the Listing Requirements, where there must be at least 100 ICPS holders holding not less than 1 board lot each.

Governing law : Laws of Malaysia.

2.3 Basis and justification of arriving at the Issue Price and the Conversion Price of the ICPS

(i) Issue Price

Our Board has fixed the Issue Price at RM0.10 per ICPS after taking into consideration the following:

- (a) the Conversion Ratio and indicative Conversion Price;
- (b) the amount of proceeds that our Group wishes to raise for our funding requirements as set out in Section 3 of this Abridged Prospectus;
- (c) the rationale for the Rights Issue as set out in Section 4 of this Abridged Prospectus; and
- (d) the prevailing market conditions, including the market sentiment and volatility of the Malaysian stock market, which was greatly affected during the COVID-19 pandemic.

For illustration purposes, the Issue Price of RM0.10 represents the following discount to the 5-day, 1-month, 3-month, 6-month and 12-month VWAP of PGF Shares up to and including the LPD:

	VWAP RM	Discount	
		RM	%
5-day VWAP of PGF Shares up to and including the LPD	0.6957	(0.5957)	(85.63)
1-month VWAP of PGF Shares up to and including the LPD	0.6933	(0.5933)	(85.58)
3-month VWAP of PGF Shares up to and including the LPD	0.7128	(0.6128)	(85.97)
6-month VWAP of PGF Shares up to and including the LPD	0.8191	(0.7191)	(87.79)
12-month VWAP of PGF Shares up to and including the LPD	0.7459	(0.6459)	(86.59)

(Source: Bloomberg Finance Singapore L.P.)

Please note that despite the abovementioned discount, there is a Conversion Ratio for the ICPS to be converted into 1 PGF Share by way of either Mode 1 or Mode 2. For avoidance of doubt, the Conversion Price has been fixed at RM0.90 for the ICPS to be converted into 1 new Share as detailed in Section 2.3(ii) of this Abridged Prospectus.

(ii) Conversion Price

Our Board has fixed the Conversion Price at RM0.90 for the ICPS to be converted into 1 new Share after taking into consideration, amongst others, the then prevailing market conditions and market price of PGF Shares. The Conversion Price of RM0.90 represents a premium of RM0.203 or approximately 29.12% to the 5-day VWAP of PGF Shares up to and including the LTD of RM0.697. In addition, the Conversion Price also represents the following premium to the 1-month, 3-month, 6-month and 12-month VWAP of PGF Shares up to and including the LTD:

	VWAP RM	Premium RM %	
1-month VWAP of PGF Shares up to and including the LTD	0.6939	0.2061	29.70
3-month VWAP of PGF Shares up to and including the LTD	0.7091	0.1909	26.92
6-month VWAP of PGF Shares up to and including the LTD	0.8217	0.0783	9.53
12-month VWAP of PGF Shares up to and including the LTD	0.7463	0.1537	20.59

(Source: Bloomberg Finance Singapore L.P.)

Based on the Conversion Price of RM0.90 and the Issue Price of the ICPS of RM0.10 each, the ICPS may be converted into new PGF Shares by way of the following conversion modes:

- (a) Mode 1: by way of surrendering 9 ICPS to be converted into 1 new PGF Share; or
- (b) Mode 2: by way of a combination of surrendering such number of ICPS and paying in cash, subject to a minimum of 1 ICPS, such that the aggregate value of the Issue Price of the ICPS surrendered and cash paid is equivalent to the Conversion Price.

The maximum number of ICPS to be issued under the Rights Issue and the new PGF Shares to be issued upon full conversion of the ICPS based on the Issue Price of RM0.10 and Conversion Price of RM0.90 are illustrated below:

	Rights Issue
No. of ICPS	79,987,474
No. of new PGF Shares to be issued based on the Conversion Ratio of surrendering 9 ICPS for 1 PGF Share pursuant to Mode 1	8,887,497
No. of new PGF Shares to be issued based on the Conversion Ratio of surrendering 1 ICPS and payment of RM0.80 in cash* for 1 PGF Share pursuant to Mode 2	79,987,474

Note:

- * The maximum proceeds to be raised from the conversion of ICPS assuming the ICPS are converted by surrendering 1 ICPS and paying the difference of RM0.80 in cash is approximately RM63.99 million.

The ICPS may be converted into new Shares at the option of the ICPS holders at any time within 5 years commencing on and including the date of issue of the ICPS and ending at 5.00 p.m. on the Maturity Date. Any remaining ICPS that is not converted by the expiry of the Conversion Period shall be automatically converted into new Shares based on Mode 1 of the Conversion Ratio. If the conversion results in a fractional entitlement to the Shares, such fractional entitlement shall be disregarded and no refund or credit, whether in the form of the ICPS, cash or otherwise, shall be given in respect of the disregarded fractional entitlement.

2.4 Ranking of the ICPS and the new Shares to be issued arising from the conversion of the ICPS

The ICPS shall rank equally amongst themselves and shall rank in priority to any other class of shares in the capital of our Company.

The new Shares to be issued arising from the conversion of the ICPS shall, upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that the new Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions, the entitlement date of which is prior to the date of allotment and issuance of the new Shares arising from the conversion of the ICPS.

2.5 Undertakings and underwriting arrangement for the Rights Issue

The Rights Issue will be undertaken on a full subscription basis. In order to meet the full subscription basis and raise aggregate subscription value amounting to approximately RM8.00 million, our Company has obtained written irrevocable undertakings from the Undertaking Shareholders vide letters dated 3 November 2021 to subscribe in full for their respective entitlements with Green Cluster providing additional undertaking to subscribe for the Excess ICPS not taken up by the other Entitled Shareholders.

The Undertaking Shareholders have also undertaken that:

- (i) they will not dispose any PGF Shares prior to the completion of the Rights Issue; and
- (ii) in the event they increase their shareholdings in PGF prior to the Entitlement Date, they will fully subscribe for the corresponding additional ICPS entitlements arising from the increase in their shareholdings of PGF Shares.

In view of the Undertakings and that the Rights Issue will be undertaken on a full subscription basis, PGF will not procure any underwriting arrangement for the Rights Issue.

The details of the Undertakings are set out as follows:

Undertaking Shareholders	Direct shareholdings as at the LPD ⁽ⁱ⁾		Entitlement undertakings ⁽ⁱⁱ⁾		Additional undertaking ⁽ⁱⁱ⁾		Total Undertakings ⁽ⁱⁱ⁾		Amount to be raised ⁽ⁱⁱⁱ⁾
	No. of Shares	%	No. of ICPS	%	No. of ICPS	%	No. of ICPS	%	RM
Equaplus ^(iv)	78,056,900	48.79	39,028,450	48.79	-	-	39,028,450	48.79	3,902,845
Fong Wah Kai ^(v)	6,798,800	4.25	3,399,400	4.25	-	-	3,399,400	4.25	339,940
Green Cluster ^(vi)	24,258,053	15.16	12,129,026	15.16	20,031,898	25.05	32,160,924	40.21	3,216,092
Fong Wern Sheng ^(vii)	10,797,400	6.75	5,398,700	6.75	-	-	5,398,700	6.75	539,870
Total	119,911,153	74.95	59,955,576	74.95	20,031,898	25.05	79,987,474	100.00	7,998,747

Notes:

- (i) Computed based on 159,974,948 PGF Shares.
- (ii) Computed based on 79,987,474 ICPS available for subscription.
- (iii) Based on the Issue Price of RM0.10 per ICPS.
- (iv) The shareholders of Equaplus are Fong Wah Kai (90%) and Fong Wern Sheng (10%).
- (v) Fong Wah Kai is the father of Fong Wern Sheng.
- (vi) The shareholders of Green Cluster are Fong Wern Sheng (90%) and Fong Wah Kai (10%).
- (vii) Fong Wern Sheng is the son of Fong Wah Kai.

The Undertaking Shareholders have confirmed that they have sufficient financial resources to fulfil their respective Undertakings. The said confirmations have been verified by Affin Hwang IB, being the Principal Adviser for the Rights Issue.

After taking into consideration the Undertakings, the subscription of the ICPS by the Undertaking Shareholders will not give rise to any mandatory general offer obligation pursuant to the Rules. However, like any other Entitled Shareholders, should the Undertaking Shareholders and any other persons connected to them ("**PACs**") (if any), either individually or collectively, convert their ICPS into new PGF Shares to the following extent:

- (i) their voting shares or the voting rights increase to more than 33% of the voting shares or the voting rights of PGF; or
- (ii) their voting shares or the voting rights increase by more than 2% in any 6-month period in the case where their aggregate voting shares or the voting rights are between 33% and 50% of the voting shares or the voting rights in PGF,

the Undertaking Shareholders would, in such event, be obliged to undertake a mandatory take-over offer for all the remaining PGF Shares not already owned by them and their PACs (if any). However, it is not the intention of the Undertaking Shareholders to undertake a mandatory take-over offer in such event. In this regard, the Undertaking Shareholders shall observe at all times when dealing in their ICPS to avoid triggering a mandatory take-over offer obligation. In addition, should the need arise, the Undertaking Shareholders may make an application to the SC to seek an exemption under Paragraph 4.08 of the Rules from the obligation to undertake the mandatory take-over offer, the application of which may be made at a later date but prior to triggering the said obligation.

Further, the public shareholding spread of PGF will not fall below the minimum public shareholding spread of 25% pursuant to Paragraph 8.02(1) of the Listing Requirements pursuant to the issuance of the ICPS under the Rights Issue.

However, assuming full conversion of the ICPS based on the conversion ratio under the Minimum Scenario, the public shareholding spread of PGF may fall below 25% if the Undertakings are exercised in their entirety in relation to the Rights Issue, as shown in the pro forma public shareholding spread table below:

	Direct shareholdings as at the LPD		(I) After the Rights Issue		After (I) and assuming full conversion of the ICPS			
					Minimum Scenario		Maximum Scenario	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors/ substantial shareholders/ persons connected	119,972,153	74.99	119,972,153	74.99	127,970,900	76.19	179,958,229	74.99
Public	40,002,795	25.01	40,002,795	25.01	40,002,795	23.81	60,004,193	25.01
Total	159,974,948	100.00	159,974,948	100.00	167,973,695	100.00	239,962,422	100.00

A listed issuer which fails to maintain the public shareholding spread requirement may request for an extension of time to rectify the situation in the manner as may be prescribed by Bursa Securities. In respect of the breach of Paragraph 8.02(1) of the Listing Requirements, Bursa Securities may take or impose any type of action or penalty pursuant to Paragraph 16.19 of the Listing Requirements, and/or may suspend the trading in the securities of PGF pursuant to Paragraph 16.02 of the Listing Requirements. Notwithstanding this, any non-compliance with the public shareholding spread requirement would not automatically result in the delisting of PGF from the Official List of Bursa Securities.

The Undertaking Shareholders are mindful of the above, and they will observe and monitor their dealings in the ICPS from time to time to ensure that the conversion of their ICPS would not result in PGF being in breach of the public shareholding spread requirement.

3. UTILISATION OF PROCEEDS

Based on the Issue Price of RM0.10 per ICPS, the Rights Issue is expected to raise gross proceeds of approximately RM8.00 million. Our Company intends to utilise the proceeds arising from the Rights Issue in the following manner:

Proposed utilisation	RM	%	Expected timeframe for the utilisation ⁽ⁱ⁾
Expansion of businesses ⁽ⁱⁱ⁾	6,000,000	75.01	Within 24 months
General working capital ⁽ⁱⁱⁱ⁾	1,458,747	18.24	Within 12 months
Estimated expenses in relation to the Corporate Exercises ^(iv)	540,000	6.75	Upon completion of the Rights Issue
Total	7,998,747	100.00	

Notes:

(i) From the date of completion of the Rights Issue.

(ii) **Manufacturing**

For the FYE 28 February 2021, a majority of our Group's revenue (approximately 97.17% or RM63.27 million) is generated from the sale of glass mineral wool, out of which approximately 66.35% or RM43.20 million is to the Oceania market. Our Group has also seen increased demand for glass mineral wool (which is mainly used in building applications as an insulator for energy saving purposes) in FYE 28 February 2021 as compared to the previous financial year where sales to the Oceania market amounted to approximately RM25.50 million. Hence, our Group intends to allocate RM3.00 million of the gross proceeds raised for the expansion of our manufacturing division in the Oceania market mainly for the following:

- targeted marketing activities to create higher brand awareness in the Oceania market via (a) advertisements in various printed media such as billboards and building industry magazines (b) digital media such as video and social media; and (c) participation in building industry related exhibitions and trade shows; and
- initial set up costs (including renovation, fittings and equipment) for the rental of 3 warehouses to be identified later in Australia or New Zealand to serve as our logistic and distribution hubs. This will enable our Group to be in closer proximity to service our existing and new customers and also secure new orders from them in view that the Oceania market is our largest market for glass mineral wool. These warehouses are expected to range between 3,000 square metres to 5,000 square metres each in size with an estimated monthly rental of RM75,000 to RM125,000 per warehouse. Our Group will set up these logistic and distribution hubs in stages and expects to complete the set up of all 3 hubs by the 3rd quarter of 2023. As at the LPD, no amount has been incurred towards the set-up of these logistic and distribution hubs. If the allocated proceeds are insufficient for the establishment of these logistic and distribution hubs, any shortfall will be funded through our Group's internally generated funds and/or external financing. We currently do not have any warehouse facilities in the Oceania market.

Ecotourism

Our Group, through our subsidiary, GASB owns approximately 1,311.15 acres of leasehold* land in Tanjong Malim, Perak ("**Land**"). The Land is located in Mukim Hulu, Bernam Timur, Daerah Batang Padang, Perak and is approximately 15km from Tanjong Malim electric train service station and adjacent to Proton City.

- * 99 years tenure expiring on 4 July 2095

Our Group plans to develop this Land under a master development plan comprising, among others, an ecotourism project (including a hotel, restaurants, agriculture and aquaculture projects) as well as the development of a new township (as detailed in Section 6.8 of this Abridged Prospectus). Hence, a total of RM3.00 million of the gross proceeds raised has been allocated for (a) feasibility study for the ecotourism project which is estimated to cost approximately RM0.50 million; and (b) professional fees for, amongst others, town planner, soil investigator and quantity surveyor which is estimated to cost approximately RM2.50 million. The feasibility study for the ecotourism project is expected to commence in the 1st quarter of 2022 and will take approximately 12 months to complete. Our Group expects to submit the application for re-zoning and land use permission for this Land to the relevant authorities (including Majlis Daerah Tanjung Malim and Department of Environment) in the 2nd quarter of 2022. The application for re-zoning and land use permission is estimated to cost approximately RM0.50 million and will be funded through our Group's internally generated funds. For avoidance of doubt, the submission of the application for re-zoning and land use permission for this Land is not dependent on the outcome of the feasibility study to be conducted as such application is also required for our Group to proceed with other component of the master development plan i.e. the development of a new township.

As at the LPD, our Group (a) has planted and will continue planting durian (Musang King) and other supplementary tropical fruits such as passion fruit, mangosteen, dragon fruit and papaya as durians will take a longer time to grow, typically requiring 4 to 8 years before they begin to bear fruits; and (b) has set up a 50 acre freshwater aquaculture centre with an integrated indoor breeding and grow-out facility. Our Group's plan of the ecotourism project together with the location of this Land, which is near the Behrang Forest Reserve, is expected to bode well in the future as both the agriculture and aquaculture projects mentioned above will also become part of the attractions for the ecotourism project.

- (iii) Our Group intends to utilise part of the proceeds raised for general working capital purposes in the following manner:

Details of utilisation	Percentage of allocation %
Staff costs (including but not limited to for the abovementioned logistic and distribution hubs and ecotourism project) ^(a)	70
Other day-to-day operating expenses such as rental, purchase of raw materials e.g. fertilisers and fish feed, upkeep of office premises and general administrative expenses ^(b)	30
Total	100

Notes:

- (a) For avoidance of doubt, any staff costs relating to the abovementioned logistic and distribution hubs and ecotourism project will be utilised from the proceeds set aside for general working capital purpose and will be utilised within 12 months from the date of completion of the Rights Issue whereas other costs (as set out in Note (ii) above) in relation to the expansion of our businesses in relation to the abovementioned logistic and distribution hubs and ecotourism project (apart from staff costs) will be utilised from the proceeds set aside for the expansion of our businesses and will be utilised within 24 months from the date of completion of the Rights Issue.
- (b) The actual breakdown of these expenses cannot be determined at this juncture as it will depend on the actual operating and administrative requirements of our Group at the relevant time.
- (iv) The breakdown of the estimated expenses relating to the Corporate Exercises are as follows:

Estimated expenses	RM	%
Professional fees	350,000	64.82
Fees payable to relevant authorities	70,000	12.96
Other expenses in relation to the Corporate Exercises such as printing cost, expenses to convene the EGM and advertising	120,000	22.22
Total	540,000	100.00

If the actual expenses are higher than budgeted, the deficit will be funded out of the portion allocated for general working capital. Conversely, if the actual expenses are lower than budgeted, the excess will be utilised for general working capital purposes.

Pending the utilisation of the proceeds from the Rights Issue for the above purposes, the proceeds are intended to be placed in deposits with financial institutions or short-term money market instruments as our Board may deem fit. The interest derived from the deposits with financial institutions or any gains arising from the short-term money market instruments will be used as additional working capital for our Group.

The exact quantum of proceeds that may be raised from the conversion of the ICPS will depend on the actual number of ICPS that are converted during the tenure of the ICPS as well as the type of Conversion Ratio used. As such, the exact timeframe for utilisation of the proceeds from the conversion of the ICPS cannot be determined at this juncture. Any gross proceeds to be raised from the conversion of the ICPS shall be utilised as additional general working capital to finance our Group's day-to-day operations including repayment to trade creditors, sales and marketing expenses, staff and administrative expenses and other operating expenses (i.e. utilities and office expenses), the breakdown of which have not been determined at this juncture.

For illustrative purposes only, the gross proceeds to be raised assuming full conversion of the ICPS under the Maximum Scenario is approximately RM63.99 million pursuant to Mode 2 of the Conversion Ratio.

In contrast, our Company will not raise any proceeds for the conversion of ICPS pursuant to Mode 1 of the Conversion Ratio as no cash payment is required.

4. RATIONALE FOR THE RIGHTS ISSUE

After due consideration of the various options available (including bank borrowings), our Board is of the view that the Rights Issue is the most appropriate avenue to raise the necessary funding for our Group as set out in Section 3 of this Abridged Prospectus after taking into consideration of the following:

- (i) the issuance of the ICPS and the Undertakings provided would enable our Company to secure funding to meet our funding requirements for the purposes as set out in Section 3 of this Abridged Prospectus;
- (ii) the issuance of the ICPS would minimise immediate dilution effect on the EPS of our Company, which would otherwise have an immediate impact if it was an issuance of ordinary shares instead, as the ICPS are expected to be converted over a period of time during the tenure of the ICPS;
- (iii) the subscription of the ICPS will provide our Entitled Shareholders with an opportunity to further increase their equity participation in our Company by converting their ICPS into new PGF Shares at a predetermined Conversion Ratio over the tenure of the ICPS, and that our Company may also be able to raise additional proceeds as and when the ICPS are converted;
- (iv) as the ICPS will be listed and traded on the Main Market of Bursa Securities, depending on the future performance of PGF Group, our Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) may be able to benefit from future capital appreciation in the ICPS; and
- (v) it enables our Group to raise the required funds without incurring additional interest expense, such as from bank borrowings, thereby minimising any potential cash outflow, which will in turn allow us to manage our cash flow more efficiently.

5. RISK FACTORS

In addition to other information contained in this Abridged Prospectus, you and/or your renouncee(s)/transferee(s) (if applicable) should carefully consider the following risk factors which may have an impact on the future performance of our Group before making decisions on whether to subscribe for the ICPS:

5.1 Risks relating to our Group

5.1.1 Impact of COVID-19 on our Group's business and operations

Over the past 2 years, the COVID-19 pandemic has spread across the world resulting in lockdown or similar measures imposed by governments worldwide to curb the spread of the virus. These have resulted in adverse impact to the global economies, including Malaysia. To help to curb the spread of COVID-19 in Malaysia, the Government has enforced various MCOs starting from 18 March 2020 resulting in restriction of travel and social gathering activities as well as temporary closure of certain business activities. Consequently, our Group has temporarily scaled down our operations (including temporary cessation of operations resulted from COVID-19 related cases) during this period. In addition, we have also shut down our manufacturing plant to cater for the furnace rebuilding and upgrading works in the 3rd quarter of 2021 as the key export markets for our glass mineral wool were also under lockdown. The slowdown in construction activities as a result of the MCO has also affected our Group's property development segment, with limited revenue (RM1.17 million) recorded for the FYE 28 February 2021.

Our Group has since implemented relevant preventive measures in line with the standard operating procedures imposed by the Government to ensure the safe and smooth resumption of our business operations. Such measures include daily body temperature measurements, registration with the MySejahtera application, practice of social distancing, mandatory face mask policy and provision of personal protective equipment to employees according to their work needs. Our Group had incurred approximately RM0.20 million to comply with the standard operating procedures imposed by the Government from 1 March 2021 up to the LPD.

With the recent resurgence of COVID-19 infections as well as the new Omicron variant across the world, lockdown or similar measures may be re-imposed by governments worldwide to curb the spread of the virus. Such measures may continue to have a material adverse impact on the industries in which our Group operates.

Notwithstanding the challenging operating backdrop due to the COVID-19 pandemic, our Group will endeavour to strengthen our financial performance by executing our business strategies, which include expansion of our businesses (manufacturing division and ecotourism project) as set out in Section 3 of this Abridged Prospectus.

The outbreak of COVID-19 is a force majeure event that is beyond the control of our Group. The COVID-19 pandemic and any new movement restrictions that may be imposed by the Government or other governments worldwide may have additional material adverse impact on the market conditions and industries in which our Group operates. If the COVID-19 pandemic continues over a prolonged period, it may materially affect our Group's business and financial conditions due to the restrictions and challenges in carrying out business operations. As at the LPD, our Group has not been compounded for any non-compliance with standard operating procedures in relation to MCO-related measures imposed by the Government.

5.1.2 Risk relating to the expansion of manufacturing division in the Oceania market

For the FYE 28 February 2021, approximately 66.35% or RM43.20 million of our revenue is generated from the sale of glass mineral wool to the Oceania market. Hence, our Group intends to expand our manufacturing division in the Oceania market via targeted marketing activities and setting up of logistic and distribution hubs, further details are set out in Section 3 of this Abridged Prospectus.

As such, our Group will be subject to risks which are inherent to the relevant industries that affect our manufacturing division, namely, manufacturing and construction industries in the Oceania market. Given the difference in business operating conditions and regulatory environments, we will be required to comply with the relevant laws and regulations (such as trade laws, investment sanction laws, environmental laws, tax laws and capital control regulations) of the Oceania market, in particular Australia and New Zealand. If we fail to fully understand the local environment of the Oceania market, it may cause us to make certain operational decisions which may lead to a negative outcome such as regulatory non-compliance issues, failure to meet our business plans or adverse impact on our Group's financial performance.

5.1.3 Risks relating to the ecotourism project

Our Group plans to develop the Land under a master development plan comprising, among others, the ecotourism project (including a hotel, restaurants, agriculture and aquaculture projects) as detailed in Section 3 of this Abridged Prospectus. As such, our Group will be subject to the following risks relating to the ecotourism project:

- (i) The timely completion of the construction of the hotel and restaurants is dependent on various external factors, which include the timely receipt of requisite licenses, permits or regulatory approvals, the work performance of the appointed contractors, sub-contractors and consultants, availability of financing and availability of building materials, equipment and labour. Unpredictable weather such as unexpected heavy rainfall may also delay the timely completion of the hotel and restaurants. In addition, the construction and tourism industries are also susceptible to outbreak of diseases such as the ongoing COVID-19 pandemic;
- (ii) There may be a risk that the expected yields for our agriculture division may not be achieved within the planned timeline due to reasons beyond our control (e.g. erratic weather condition and unavailability of labour supply); and
- (iii) There may be a risk of outbreak of disease that may require us to cull our fish fingerlings, which will have an adverse impact on our aquaculture division.

Based on the above, there can be no assurance that the ecotourism project will be completed on time or generate the return that our Group has initially anticipated.

5.1.4 Political, economic and regulatory risk

Our principal place of business is in Malaysia with a majority of our products being exported to the Oceania market and other countries such as Singapore and Indonesia. As such, we operate under a wide range of laws and regulations as well as different economic conditions that may affect multiple aspects of our operations and supply chain. As a result of globalisation, economic or market instability in a single country or region is increasingly affecting other markets in general. A continuation of these situations could adversely affect the global economy conditions and world markets, and in turn, could cause a chain reaction effect and thus may adversely affect our Group's business and financial performance.

Most of the above changes are beyond our control and may materially and adversely affect the performance of our Group. For example, the COVID-19 pandemic and the resulting movement restriction measures by governments worldwide have caused disruptions to our operations (including supply chain) and revenue generation.

Any unfavourable change in political, economic and regulatory conditions or developments may have a material adverse impact on our Group's business, results of operations, financial condition and prospects.

5.1.5 Dependency on key personnel

Our Group's business sustainability depends largely on the abilities, skills and experience as well as continued efforts of our Board and supported by key management personnel. The sudden loss of any Executive Director and/or key management personnel without suitable and timely replacement, or the inability of our Group to attract and retain other qualified personnel, may adversely affect our Group's revenue and profitability. Our expansion plans will require us to hire, train and retain a significant number of new employees in the future and we compete with other industry players for highly skilled personnel.

Our Group may not be able to identify, attract and retain skilled personnel from time to time in the future, and any loss of key personnel may not be easily and quickly replaced without major disruption to our Group's operations.

5.2 Risk relating to our Group's business and industry**5.2.1 Competition risk**

We operate in a relatively competitive industry and we expect to face competition from existing industry players and potential new market entrants, in terms of, amongst others, product quality, pricing, range of products, ability to meet quality requirements, production capabilities and timely delivery. In addition, industry players are continuously seeking ways to differentiate from each other, often by improving technical capabilities and increasing production capacity through acquiring additional or new machineries.

The competition we face from existing industry players and potential new market entrants may impact our revenue and profitability as we are required to be more price competitive in order to secure orders from our customers. Therefore, we are exposed to the risk that we may be unable to compete effectively against our existing or potential competitors, which will have material and adverse effects on our business operations and financial performance.

5.2.2 Fluctuation in raw material prices

One of the principal raw materials used in the production of our products is recycled glass. The price of recycled glass generally follows the price trend of sand, and varies with market conditions. In any event, all players in our industry will be similarly affected by price fluctuation of recycled glass or other raw materials. Hence, the risk is not specific to our Group and no player will have a sustainable advantage over other players in the industry. Our Company has started to collect industrial glass waste to use as raw material in our production whereby 100% of our silica content is drawn out of recycled glass instead of silica sand in the FYE 28 February 2021. In addition, our Group also constantly monitors the market trend of raw materials prices and plans our purchases accordingly.

However, there is no assurance that we will be able to pass on the increases in the prices of our raw materials, whether partially or entirely, to our customers. We will only increase our selling price if we are able to maintain our competitiveness in the market. Therefore, any material increase in the prices of our raw material will inevitably affect our profit margins, which may in turn affect our financial performance.

5.2.3 Foreign currency exchange risk

Our Group is exposed to foreign currency exchange risk from sales and purchases in USD, NZD and JPY. We also have loans and borrowings denominated in USD for the FYE 28 February 2021. These transactions are translated to the functional currencies of our Group's subsidiaries at exchange rates on the dates of transactions.

Our Group does not hedge our exposure to the abovementioned foreign currency risk. For information purposes, the sensitivity of our Group's PAT fluctuation in RM against USD, NZD and JPY for the FYE 28 February 2021 is set out below:

Currencies	Fluctuation	Increase/ (decrease) in PAT for the FYE 28 February 2021	
		RM	%
RM/USD	• Strengthen by 5%	316,047	3.92
	• Weaken by 5%	(316,047)	(3.92)
RM/NZD	• Strengthen by 5%	(74,509)	(0.92)
	• Weaken by 5%	74,509	0.92
RM/JPY	• Strengthen by 5%	68,417	0.85
	• Weaken by 5%	(68,417)	(0.85)

Any difference in the prevailing exchange rates on the dates of settlement may give rise to foreign currency exchange gains or losses that would affect our Group's financial performance. If significant foreign currency fluctuations occur in the future, they may adversely and materially affect the financial performance of our Group.

5.3 Risks relating to the Rights Issue

5.3.1 Delay in or failure to implement the Rights Issue

The Rights Issue is exposed to the risk that it may be delayed or not implemented due to the occurrence of force majeure events/circumstances which are beyond the control of our Company and our Principal Adviser arising prior to the implementation of the Rights Issue. Such events/circumstances include, epidemics or pandemics, natural disasters, adverse developments in political, economic and government policies in Malaysia, such as changes in inflation and interest rates, global economic downturn, acts of war, acts of terrorism, riots, expropriations and changes in political leadership.

There can be no assurance that the abovementioned events will not occur and cause a delay or failure to implement the Rights Issue. If not implemented, all monies received from the Rights Issue will be refunded without interest to our Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable).

If the ICPS have not been issued and allotted, and the Rights Issue is subsequently cancelled or terminated arising from:

- (i) the SC issuing stop order under Section 245(7)(a) of the CMSA, the applications shall be deemed to be withdrawn and cancelled and we shall repay all monies paid in respect of the applications for the ICPS within 14 days of the stop order, failing which we shall be liable to return such monies with interest at the rate of 10.00% per annum or at such other rate as may be specified by the SC; or
- (ii) the Rights Issue being aborted other than pursuant to a stop order issued by the SC under Section 245 of the CMSA, investors will not receive any ICPS, all monies paid in respect of all applications for the ICPS will be refunded free of interest.

In the event that the ICPS have been allotted to the successful Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) and the Rights Issue is subsequently cancelled or terminated arising from:

- (i) the SC issuing stop order under Section 245(7)(b) of the CMSA, the issuance of ICPS shall be deemed to be void and we shall repay all monies paid in respect of the applications for the ICPS within 14 days of the date of service of the stop order, failing which we shall be liable to return such monies with interest at the rate of 10.00% per annum or at such other rate as may be specified by the SC; or

- (ii) the Rights Issue is aborted other than pursuant to a stop order issued by the SC pursuant to Section 245 of the CMSA, a return of monies to the successful applicants of the ICPS can only be achieved by way of cancellation of PGF's share capital as provided under the Act and its related rules. Such cancellation can be implemented by either: (a) the approval of our shareholders by way of special resolution in a general meeting, consent of the creditors of our Company (unless dispensation with such consent has been granted by the High Court of Malaya) and the confirmation of the High Court of Malaya, in which case there can be no assurance that such monies can be returned within a short period of time or at all under such circumstances; or (b) the approval of our shareholders by way of a special resolution in a general meeting supported by a solvency statement from our Board.

Our Company has procured the Undertakings from the Undertaking Shareholders in order to meet the full subscription basis. The successful implementation of the Rights Issue is dependent on the fulfilment of the Undertakings from the Undertaking Shareholders. In addition, our Company will endeavour to obtain the requisite approvals and take all reasonable and necessary steps to ensure completion of the Rights Issue.

5.3.2 No prior market for the Rights Issue

The ICPS is a new instrument to be issued by our Company, for which there is currently no public market. No assurance can be given that an active market for this new instrument will develop upon or subsequent to the listing of and quotation for this instrument on the Main Market of Bursa Securities or, if developed, that such a market will be sustainable or adequately liquid during the tenure of the Rights Issue.

The market price of the ICPS, like other securities traded on Bursa Securities, is subject to fluctuations and will be influenced by, amongst others, prevailing market sentiments, volatility of the share market, economic and political condition in Malaysia and overseas, the market price of the underlying Shares, interest rate movements, trades of substantial amounts of the ICPS on Bursa Securities in the future, corporate developments as well as the future prospects of the industries in which our Group operates.

While most of the factors as mentioned above are beyond our Group's control, our Group will endeavour to improve our operational performance and profitability, leading to a likely positive reflection in the market price of our Shares and potentially increase the trading liquidity of the ICPS.

5.3.3 Investment and capital market risk

The market price of the ICPS is influenced by, amongst others, the prevailing market sentiments, the volatility of equity markets, the liquidity of our Shares, the outlook of the industries in which our Group operates, changes in regulatory requirements or market conditions, as well as the financial performance and fluctuations in our Group's operating results.

In addition, the performance of the Malaysian share market (where our Shares are listed and where the ICPS will be listed) is dependent on the economic and political conditions in Malaysia and overseas as well as external factors such as, amongst others, the performance of the world bourses and flows of foreign funds. In view of this, there can be no assurance that the ICPS will trade above the Issue Price upon or subsequent to its listing on the Main Market of Bursa Securities.

Our Group will endeavour to improve our revenue and earnings thereby increasing the likelihood of a positive reflection in the market price of the ICPS and Shares.

5.3.4 Potential dilution of existing shareholders' shareholdings

Entitled Shareholders who do not subscribe for their entitlements under the Rights Issue will experience dilution of their shareholding percentages as a result of the conversion of the ICPS into new Shares by the ICPS holders. Consequently, their proportionate entitlements to any dividends, rights, allotments and/or other distributions that our Company may declare, make or pay after completion of the Rights Issue will be correspondingly diluted.

5.3.5 Forward looking statements

Certain statements in this Abridged Prospectus are based on historical information, which may not be reflective of the future results, and others are forward-looking in nature, which are subject to uncertainties and contingencies. All statements, other than statements of historical date, included in this Abridged Prospectus, including without limitation, those regarding the financial position, risk factors, prospects and future plans of our Group are forward-looking statements.

Such forward-looking statements contained in this Abridged Prospectus are based on estimates and assumptions made by our Company, unless stated otherwise. Although our Board believes that these forward-looking statements are reasonable at this point in time given the prevailing circumstances, the statements are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the future results, performance or achievements expressed or implied in such forward-looking statements. In view of the above, the inclusion of any forward-looking statements in this Abridged Prospectus should not be regarded as a representation or warranty by our Company, our Principal Adviser and/or other advisers in relation to the Rights Issue that the plans and objectives of our Group will be achieved.

6. INDUSTRY OUTLOOK AND PROSPECTS OF OUR GROUP

6.1 Overview and outlook of the global economy

The global economy enters 2022 in a weaker position than previously expected. As the new Omicron COVID-19 variant spreads, countries have reimposed mobility restrictions. Rising energy prices and supply disruptions have resulted in higher and more broad-based inflation than anticipated, notably in the United States and many emerging market and developing economies. The ongoing retrenchment of China's real estate sector and slower-than-expected recovery of private consumption also have limited growth prospects.

Global growth is expected to moderate from 5.9 in 2021 to 4.4 percent in 2022—half a percentage point lower for 2022 than in the October World Economic Outlook (“WEO”), largely reflecting forecast markdowns in the two largest economies. A revised assumption removing the Build Back Better fiscal policy package from the baseline, earlier withdrawal of monetary accommodation, and continued supply shortages produced a downward 1.2 percentage-points revision for the United States. In China, pandemic-induced disruptions related to the zero-tolerance COVID-19 policy and protracted financial stress among property developers have induced a 0.8 percentage-point downgrade. Global growth is expected to slow to 3.8 percent in 2023. Although this is 0.2 percentage point higher than in the previous forecast, the upgrade largely reflects a mechanical pickup after current drags on growth dissipate in the second half of 2022. The forecast is conditional on adverse health outcomes declining to low levels in most countries by end-2022, assuming vaccination rates improve worldwide and therapies become more effective.

Elevated inflation is expected to persist for longer than envisioned in the October WEO, with ongoing supply chain disruptions and high energy prices continuing in 2022. Assuming inflation expectations stay well anchored, inflation should gradually decrease as supply-demand imbalances wane in 2022 and monetary policy in major economies responds.

Risks to the global baseline are tilted to the downside. The emergence of new COVID-19 variants could prolong the pandemic and induce renewed economic disruptions. Moreover, supply chain disruptions, energy price volatility, and localized wage pressures mean uncertainty around inflation and policy paths is high. As advanced economies lift policy rates, risks to financial stability and emerging market and developing economies' capital flows, currencies, and fiscal positions—especially with debt levels having increased significantly in the past two years—may emerge. Other global risks may crystallize as geopolitical tensions remain high, and the ongoing climate emergency means that the probability of major natural disasters remains elevated.

With the pandemic continuing to maintain its grip, the emphasis on an effective global health strategy is more salient than ever. Worldwide access to vaccines, tests, and treatments is essential to reduce the risk of further dangerous COVID-19 variants. This requires increased production of supplies, as well as better in-country delivery systems and fairer international distribution. Monetary policy in many countries will need to continue on a tightening path to curb inflation pressures, while fiscal policy—operating with more limited space than earlier in the pandemic—will need to prioritize health and social spending while focusing support on the worst affected. In this context, international cooperation will be essential to preserve access to liquidity and expedite orderly debt restructurings where needed. Investing in climate policies remains imperative to reduce the risk of catastrophic climate change.

(Source: World Economic Outlook, January 2022, International Monetary Fund)

6.2 Overview and outlook of the Malaysian economy

The Malaysian economy experienced renewed demand and supply shocks arising from strict containment measures under the National Recovery Plan (“**NRP**”)¹ during the third quarter of 2021. As a result, the economy contracted by 4.5% (2Q 2021: +16.1%). Economic activity was particularly impacted in July under Phase 1 of the NRP, but subsequently recovered as more states transitioned into Phase 2 with less restrictive containment measures². On the supply side, all economic sectors registered a contraction, particularly the construction sector, which was constrained by operating capacity limits. On the demand side, the restrictions on mobility, especially on inter-district and inter-state travel, has weighed on consumption and investment activity, while continued increase in public sector consumption spending provided some support to overall growth. On a quarter-on-quarter seasonally-adjusted basis, the economy registered a decline of 3.6% (2Q 2021: -1.9%).

Domestic demand declined by 4.1% (2Q 2021: 12.4%) in the third quarter of 2021, as private consumption and investment activities were affected by the imposition of phased restrictions under NRP. On the external front, net exports contracted by 37.5% (2Q 2021: 34.3%) as growth in imports outpaced the growth in exports.

For 2021, the Malaysian economy remains on track to achieve the projected growth range of 3.0% - 4.0%. The recent gradual relaxations for reopening of more economic sectors, along with higher adaptability of firms to the new operating environment and continued policy support, partly mitigated the impact of nationwide containment measures in the third quarter. Furthermore, the successful rollout of the vaccination programme, which has resulted in improved health outcomes, has enabled a phased and safe reopening of economic sectors and allow the economy to continue its recovery path.

Going into 2022, the positive growth momentum is expected to improve. The economy would benefit from expansion in global demand, higher private sector expenditure in line with the resumption of economic activity and continued policy support.

The balance of risks remains tilted to the downside due to external and domestic factors. These include a weaker-than-expected global growth, a worsening in supply chain disruptions, and the re-imposition of containment measures due to the impact of new COVID-19 variants of concern.

(Source: Quarterly Bulletin Third Quarter of 2021, Bank Negara Malaysia)

¹ NRP replaced the Full Movement Control Order that was originally announced on 28 May 2021. There are four phases of the NRP, of which Phase 1 contains the most restrictive containment measures.

² As at end-September 2021, only Perlis, Sarawak, Terengganu and Pahang were in Phase 3, while Labuan and Negeri Sembilan were in Phase 4 of the NRP. The Klang Valley first entered Phase 2 on 10 September 2021 and later into Phase 3 on 1 October 2021.

6.3 Overview and outlook of the Australian and New Zealand economy

(i) Australia

The recovery in real economic activity from the COVID-19 recession has continued to outperform expectations. On the back of strong growth in the September quarter of 2020, real gross domestic product (“GDP”) grew by 3.1 per cent in the December quarter of 2020, and marked the first time on record when Australia has experienced two consecutive quarters of economic growth above 3 per cent. Growth over the December quarter was broad-based across most components with strength in household consumption, business investment, residential construction and favourable conditions in the agricultural sector, which saw near-record levels of farm production in late 2020.

The outlook for real GDP has strengthened in the near term and is forecast to grow by 1¼ per cent in 2020-21, rising to 4¼ per cent in 2021-22 before moderating to 2½ per cent in 2022-23 as the recovery in economic activity stabilises. After falling by 2.5 per cent in 2020, real GDP is expected to grow by 5¼ per cent in 2021, and by 2¾ per cent in 2022.

Overall, the strong and broad-based momentum in the economy is expected to see real GDP continue to grow by 2¼ per cent in 2023-24 and 2½ per cent in 2024-25.

(Source: Budget Strategy and Outlook, Budget Paper No. 1, 2021-2022, The Commonwealth of Australia)

(ii) New Zealand

Strong demand leading up to the Delta outbreak resulted in stronger-than-expected economic activity, tax revenues exceeding forecasts and record-low unemployment. GDP rose by 4.1% over the first half of 2021 and the unemployment rate fell to 3.4% in the September 2021 quarter. Stronger economic activity and the need for less COVID-19 fiscal support measures have led to a recovery in the government’s fiscal position in the first half of 2021, with actual results outperforming expectations.

New Zealand’s economic performance has been stronger than expected since the publication of the Budget Economic and Fiscal Update 2021 (Budget Update), reflecting that the economy has been more adaptable and resilient to the COVID-19 pandemic than previously thought.

Robust demand throughout the first half of 2021 has catalysed broad-based growth, with stronger-than-expected economic activity, tax revenues exceeding forecasts, and the unemployment rate dropping to record-low levels.

(Source: Half Year Economic and Fiscal Update 2021, The Treasury, New Zealand)

6.4 Overview and outlook of the manufacturing industry in Malaysia

The manufacturing sector contracted marginally by 0.8% (2Q 21: 26.6%) largely due to continued implementation of NRP Phase 1 in July in most states, as activities allowed to operate were restricted to essentials and global value chains. Production was further constrained to essential manufacturing activities during the 2-week Enhanced Movement Control Order (3 - 16 July) in Klang Valley, affecting the electrical and electronics subsector in particular. However, relaxation of restrictions for firms with vaccinated employees were implemented on 16 August. This facilitated a broad-based recovery across all manufacturing clusters. Global value chain sectors continued to expand in tandem with strong external demand, while non-essential manufacturing activities gradually recovered as operating restrictions eased.

(Source: Quarterly Bulletin Third Quarter of 2021, Bank Negara Malaysia)

Malaysia's manufacturing sales in November 2021 stood at RM142.4 billion, grew 18.8 per cent as compared to the same month of the previous year. The rise in sales value was driven by the petroleum, chemical, rubber & plastic products (29.0%), food, beverages & tobacco products (20.7%) and electrical & electronics products (17.8%). Meanwhile, on month-on-month basis, the sales value increased 1.2 per cent.

(Source: Monthly Manufacturing Statistics Malaysia, November 2021, Department of Statistics Malaysia)

6.5 Overview and outlook of the construction industry in Malaysia

The construction sector declined by 20.6% (2Q 2021: 40.3%) as activities were constrained by operating capacity limits. Growth in the residential, non-residential and civil engineering subsectors were particularly affected, but the situation improved from August following easing of the containment measures,³ allowing more construction activities to resume.

(Source: Quarterly Bulletin Third Quarter of 2021, Bank Negara Malaysia)

The value of construction work done turned negative 21.0 per cent (Q2 2021: 42.6%) year-on-year to RM24.8 billion (Q2 2021: RM28.2 billion) in the third quarter 2021. A quarter-on-quarter comparison also showed the value of construction work done contracted by -12.2 per cent from the previous quarter.

The three major construction subsectors, namely civil engineering, residential buildings and non-residential each contracted -29.7 per cent, -24.9 per cent and -10.4 per cent respectively, as compared with the same quarter 2020. However, the special trades activities subsector bucked the trend, grew at 21.0 per cent in the third quarter 2021 as compared to the same quarter last year.

The value of construction work done is dominant by civil engineering subsector since fourth quarter 2015 with 40.7 per cent share. This followed by non-residential buildings (27.2%), residential buildings (23.3%) and special trades activities (8.8%).

(Source: Quarterly Construction Statistics, Third Quarter 2021, Department of Statistics Malaysia)

6.6 Overview and outlook of the construction industry in Australia and New Zealand

(i) Australia

The outlook for household spending and housing construction has strengthened. Consumer sentiment has recovered substantially and is currently at its highest level in 11 years, with household consumption rebounding at record rates over the second half of 2020. Robust activity in the housing market has also been sustained, reflecting Commonwealth, state and territory government programs to support first home buyers and residential construction, as well as highly accommodative monetary policy settings, which are expected to remain in place for some time.

The recovery in real economic activity from the COVID-19 recession has continued to outperform expectations. On the back of strong growth in the September quarter of 2020, real GDP grew by 3.1 per cent in the December quarter of 2020, and marked the first time on record when Australia has experienced two consecutive quarters of economic growth above 3 per cent. Growth over the December quarter was broad-based across most components with strength in household consumption, business investment, residential construction and favourable conditions in the agricultural sector, which saw near-record levels of farm production in late 2020.

³ Activities that were allowed to operate was expanded to include among others government funded projects, projects undertaken by G1-G4 grade contractors and renovation of private residential units and commercial buildings. Operating capacity limit under Phase 2 was also increased from 60% to 80% and can be further increased depending on the vaccination rate among workers.

Australia is experiencing a renewed upturn in residential construction, spurred on by a range of government policies designed to support the sector, alongside record low interest rates. This has seen key leading indicators of residential construction activity surge to levels not seen in previous policy-led growth cycles and is providing significant benefits to the broader economy as it recovers from the pandemic.

Growth in residential construction activity supports growth in the broader economy in multiple ways, including through greater employment in the construction sector and associated industries. Additionally, as housing prices rise, household wealth grows and households who benefit from this are expected to increase their level of consumption as their confidence and financial position improves.

(Source: Budget Strategy and Outlook, Budget Paper No. 1, 2021-2022, The Commonwealth of Australia)

(ii) New Zealand

Activity has fallen in the September quarter owing to restrictions, but The Treasury expects a rebound in subsequent quarters, supported by pent-up demand, continued strength in building construction, and the more permissive COVID-19 Protection Framework.

The Treasury forecasts an approximately 6% fall in GDP in the September 2021 quarter owing to the Delta outbreak, although The Treasury is expecting activity to return in subsequent quarters supported by pent-up demand, continued strength in building construction, and the more permissive COVID-19 Protection Framework boosting activity at the start of 2022.

Since the beginning of 2021, the economy has performed strongly. Strength has been broad-based across most industry groups and sectors with strong domestic spending boosting consumption and record building consents boosting construction.

New Zealand house prices rose 29.0% in the year to June 2021, the fastest since the 1980s, and considerably higher than The Treasury's previous forecasts. This occurred despite near-zero net migration and booming residential construction activity that increased supply. The Treasury has invested in understanding the causes of the lift in house prices, including by forming a technical working group in collaboration with the Reserve Bank and the Ministry of Housing and Urban Development. In The Treasury's assessment, the key driver of prices was a decline in mortgage rates following the onset of COVID-19, in the context of constrained urban land supply.

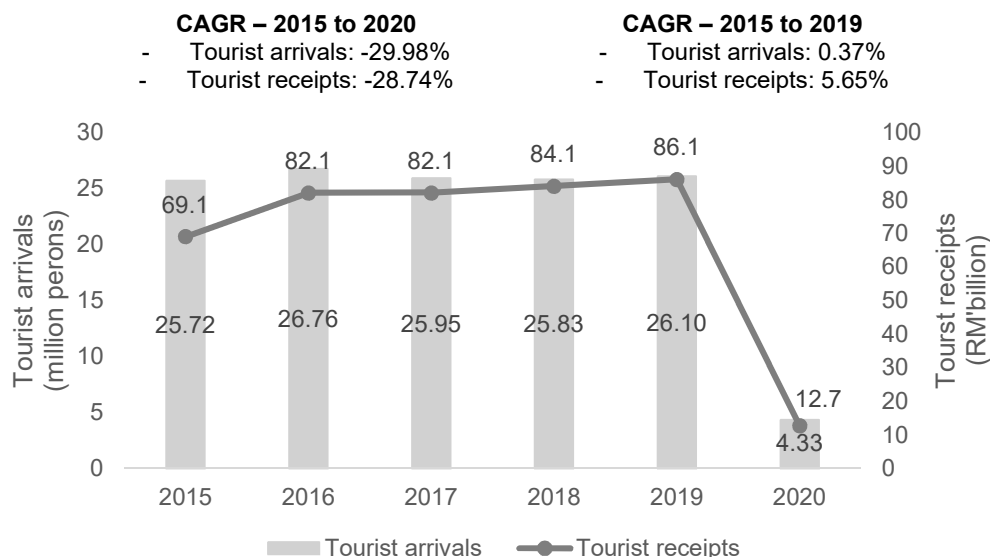
Record-high building consents issuance over the past year indicates that residential construction activity will stay strong over the year ahead. However, growth in residential investment is expected to slow over time as interest rates rise and the rate of house price inflation diminishes.

(Source: Half Year Economic and Fiscal Update 2021, The Treasury, New Zealand)

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6.7 Overview and outlook of the tourism industry in Malaysia

The Malaysian tourism industry declined at a CAGR of 29.98% and 28.74% for tourist arrivals and tourist receipts, respectively between 2015 to 2020. However, excluding the effect of 2020 where global economy activities (especially tourism) were affected badly due to the COVID-19 pandemic, the Malaysian tourism industry would have grown at a CAGR of 0.37% and 5.65% for tourist arrivals and tourist receipts, respectively between 2015 to 2019. Further details of the past tourist arrivals and receipts in Malaysia are shown in the graph below:



Tourism Malaysia has conducted 2 surveys from 7 April 2020 to 13 April 2020 ("**Survey 1**") and 25 September 2020 to 19 October 2020 ("**Survey 2**") to assess the domestic demand for leisure travel since the recovery movement control order. These surveys are aimed to assess domestic travellers on (i) travelling behaviour; (ii) travelling preferences; (iii) travel history since the recovery movement control order; (iv) travel arrangements and activities; and (v) government's incentives for travel. A summary of the results of these 2 surveys are tabulated below:

Survey 1

Top 10 respondents' opinion on what will attract tourist to travel to Malaysia	
Island & beaches	76.8%
Food haven	72.2%
Value for money	67.8%
Multiracial country	57.8%
Ecotourism	57.0%
Cultural/ festival diversity	54.6%
Easy access	46.9%
Greenery	45.7%
Muslim friendly	45.2%
Historical rich destination	45.1%

Survey 2

Top 10 preferred activities during holiday (multiple response)	
Sightseeing	70.2%
Island & beaches	68.6%
Recreational	58.8%
Shopping	45.7%
Theme parks	41.6%
Parks & gardens	37.9%
Visiting museums	29.1%
Snorkelling	26.1%
Cultural events	22.0%
River cruise	19.7%

(Source: Tourism Malaysia <https://www.tourism.gov.my/statistics>)

6.8 Prospects of PGF Group

Our Group's main business is manufacturing of glass mineral wool, which contributed approximately 97.17% of our revenue for FYE 28 February 2021. A majority of glass mineral wool sales is attributable to building applications as building insulators are a necessity for developed countries such as Australia and New Zealand (which is part of the Oceania market) whereby building passive energy efficient designs are embedded in the local building codes. The remaining of our Group's sales of glass mineral wool is generated from industrial applications, where glass mineral wool is installed in silencers of power generators, fire doors, acoustic partitions and highway/ railway sound barriers. Our Group's glass mineral wool is marketed under the Ecowool brand, with Classic and Brownie being the main product models.

Global economic activities have started to resume back to pre-COVID-19 times with the roll out of vaccination programmes and the respective governments' fiscal and monetary expansion policies. With this, the Board expects to see a rebound from the construction industry in the Oceania market. In line with this, our Company intends to utilise part of the gross proceeds raised from the Rights Issue for targeted marketing activities and setting-up of logistic and distribution hubs in the Oceania market to create higher brand awareness for our glass mineral wool, in particular in the residential and commercial building construction sectors, as well as being in close proximity to our customers. Please refer to Note (ii), Section 3 of this Abridged Prospectus for further details of our Group's targeted marketing activities and the setting-up of logistic and distribution hubs. As the business operating conditions and regulatory environments are different between Malaysia and the Oceania market, our Group will be subject to certain risks relating to the expansion of our manufacturing division in the Oceania market. Please refer to Section 5.1.2 of this Abridged Prospectus for further details on such risk exposure.

In March 2021, our Group and Malvest Properties Sdn Bhd had entered into a joint development agreement to develop a new township in Tanjong Malim, Perak comprising 499 residential units of different sizes with an estimated gross development value of RM185 million. We expect to obtain the necessary approvals for this development by 1st half of 2022 and commence construction in the 2nd half of 2022 with an expected completion date in 2024.

Our Group's aquaculture hatchery has commenced with the completion of the freshwater aquaculture centre in April 2021 and our Group expects to see the contribution from sales of fish fingerlings in FYE 28 February 2022. As for our Group's agriculture division, a durian nursery has been set up with 10,000 durian seedlings planted. Our Group expects global travel to pick up in the coming months and in accordance with Survey 1, ecotourism is one of the top 10 activities that will attract tourists to Malaysia. Ecotourism, encompassing sightseeing and recreational activities, is also on the top 10 preferred activities to do during holidays in accordance with Survey 2. With the resumption of global travelling and based on the responses in Survey 1 and Survey 2, these will augur well for our Group based on our plan to develop the Land into an ecotourism project. Notwithstanding this, our Group is also conducting a study on the feasibility of the ecotourism project as set out in Note (ii), Section 3 of this Abridged Prospectus. Please refer to Section 5.1.3 of this Abridged Prospectus for further details on risks relating to the ecotourism project.

Our Group will continuously seek out new business opportunities that will add value to the shareholders by investing in property development, agriculture and aquaculture to unlock the value of the Land.

Premised on the above and after taking into consideration the impact of COVID-19 on our Group's business and operations (as detailed in Section 5.1.1 of this Abridged Prospectus), our Board is cautiously optimistic that the Rights Issue is in the best interest of our Company as it will enable us to expand our business and/or commence the ecotourism project at the earliest possible date. This will in turn enable our Group to continue to deliver positive results and enjoy the potential positive effects on our Group's financials when the benefits of the utilisation of proceeds are realised.

(Source: Our Management)

7. EFFECTS OF THE RIGHTS ISSUE

7.1 Issued share capital

The pro forma effects of the Rights Issue on the issued share capital of PGF are set out as follows:

	Minimum Scenario			
	No. of Shares	RM	No. of ICPS	RM
Issued share capital as at the LPD	159,974,948	202,761,930	-	-
After the Rights Issue	-	-	79,987,474	⁽ⁱ⁾ 7,998,747
	159,974,948	202,761,930	79,987,474	7,998,747
Assuming full conversion of the ICPS	⁽ⁱⁱ⁾ 8,887,497	⁽ⁱⁱ⁾ 7,998,747	(79,987,474)	(7,998,747)
Enlarged share capital	168,862,445	210,760,677	-	-

Notes:

- (i) Based on the Issue Price of RM0.10 per ICPS.
- (ii) Assuming the ICPS are fully converted into new PGF Shares based on the Conversion Price of RM0.90 and the Conversion Ratio of surrendering 9 ICPS for 1 PGF Share pursuant to Mode 1.

	Maximum Scenario			
	No. of Shares	RM	No. of ICPS	RM
Issued share capital as at the LPD	159,974,948	202,761,930	-	-
After the Rights Issue	-	-	79,987,474	⁽ⁱ⁾ 7,998,747
	159,974,948	202,761,930	79,987,474	7,998,747
Assuming full conversion of the ICPS	⁽ⁱⁱ⁾ 79,987,474	⁽ⁱⁱ⁾ 71,988,727	(79,987,474)	(7,998,747)
Enlarged share capital	239,962,422	274,750,657	-	-

Notes:

- (i) Based on the Issue Price of RM0.10 per ICPS.
- (ii) Assuming the ICPS are fully converted into new PGF Shares based on the Conversion Price of RM0.90 and the Conversion Ratio of surrendering 1 ICPS and payment of RM0.80 in cash for 1 PGF Share pursuant to Mode 2.

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7.2 NA, NA per Share and gearing

For illustration purposes only, based on the latest unaudited consolidated statements of financial position of PGF as at 30 November 2021, the pro forma effects of the Rights Issue on the audited consolidated NA, NA per Share and gearing of PGF are set out as follows:

Minimum Scenario

	Unaudited as at 30 November 2021 RM'000	(I) After the Rights Issue RM'000	(II) After (I) and assuming full conversion of the ICPS RM'000
Share capital	202,762	202,762	⁽ⁱⁱⁱ⁾ 210,761
ICPS	-	⁽ⁱ⁾ 7,999	-
Accumulated losses	(27,379)	⁽ⁱⁱ⁾ (27,919)	(27,919)
Capital reserve	670	670	670
Equity attributable to owners of the Company/NA	176,053	183,512	183,512
No. of Shares ('000)	159,975	159,975	168,862
NA per Share (RM)	1.10	1.15	1.09
Borrowings (RM'000)	21,559	21,559	21,559
Gearing (times)	0.12	0.12	0.12

Notes:

- (i) Based on the Issue Price of RM0.10 per ICPS.
- (ii) After deducting the estimated expenses of approximately RM540,000 in relation to the Corporate Exercises.
- (iii) Assuming the ICPS are fully converted into new PGF Shares based on the Conversion Price of RM0.90 and the Conversion Ratio of surrendering 9 ICPS for 1 PGF Share pursuant to Mode 1.

Maximum Scenario

	Unaudited as at 30 November 2021 RM'000	(I) After the Rights Issue RM'000	(II) After (I) and assuming full conversion of the ICPS RM'000
Share capital	202,762	202,762	⁽ⁱⁱⁱ⁾ 274,751
ICPS	-	⁽ⁱ⁾ 7,999	-
Accumulated losses	(27,379)	⁽ⁱⁱ⁾ (27,919)	(27,919)
Capital reserve	670	670	670
Equity attributable to owners of the Company/NA	176,053	183,512	247,502
No. of Shares ('000)	159,975	159,975	239,962
NA per Share (RM)	1.10	1.15	1.03
Borrowings (RM'000)	21,559	21,559	21,559
Gearing (times)	0.12	0.12	0.09

Notes:

- (i) Based on the Issue Price of RM0.10 per ICPS.
- (ii) After deducting the estimated expenses of approximately RM540,000 in relation to the Corporate Exercises.
- (iii) Assuming the ICPS are fully converted into new PGF Shares based on the Conversion Price of RM0.90 and the Conversion Ratio of surrendering 1 ICPS and payment of RM0.80 in cash for 1 PGF Share pursuant to Mode 2.

7.3 Earnings and EPS

Save for the expenses to be incurred in relation to the Corporate Exercises, the Rights Issue is not expected to have any material effect on the earnings of PGF Group for FYE 28 February 2022.

The potential effects of the Rights Issue on the future earnings and EPS of our Group will depend on, amongst others, any additional contribution to the earnings that may derived from the utilisation of proceeds raised from the Rights Issue as detailed in Section 3 of this Abridged Prospectus. However, the EPS of our Group may potentially be diluted as a result of the increase in the number of issued Shares as and when the ICPS are converted into new PGF Shares during the tenure of the ICPS.

Barring unforeseen circumstances, the Rights Issue is expected to contribute positively to the future earnings of our Group when the benefits of the utilisation of the proceeds are realised.

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7.4 Substantial shareholders' shareholdings

The pro forma effects of the Rights Issue on the substantial shareholders' shareholdings are as follows:

Minimum Scenario

Substantial shareholders	As at the LPD			(I) After the Rights Issue		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%		No. of Shares	%	
Equaplus	78,056,900	48.79	-	78,056,900	48.79	-
Fong Wah Kai	6,798,800	4.25	78,056,900	6,798,800	4.25	(i)48.79
Green Cluster	24,258,053	15.16	-	24,258,053	15.16	-
Fong Wern Sheng	10,797,400	6.75	24,258,053	10,797,400	6.75	(ii)15.16

Substantial shareholders	(II) After (I) and assuming full conversion of the ICPS ⁽ⁱⁱⁱ⁾		
	Direct		Indirect
	No. of Shares	%	
Equaplus	82,393,394	48.79	-
Fong Wah Kai	7,176,511	4.25	82,393,394
Green Cluster	27,831,489	16.48	-
Fong Wern Sheng	11,397,255	6.75	27,831,489

Notes:

- (i) Deemed interested by virtue of his interest in Equaplus pursuant to Section 8 of the Act.
- (ii) Deemed interested by virtue of his interest in Green Cluster pursuant to Section 8 of the Act.
- (iii) Assuming the ICPS are fully converted into new PGF Shares based on the Conversion Price of RM0.90 and the Conversion Ratio of surrendering 9 ICPS for 1 PGF Share pursuant to Mode 1.

Maximum Scenario

Substantial shareholders	As at the LPD			(i) After the Rights Issue		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%		No. of Shares	%	
Equaplus	78,056,900	48.79	-	78,056,900	48.79	-
Fong Wah Kai	6,798,800	4.25	78,056,900	6,798,800	4.25	(i)48.79
Green Cluster	24,258,053	15.16	-	24,258,053	15.16	-
Fong Wern Sheng	10,797,400	6.75	24,258,053	10,797,400	6.75	(ii)15.16

Substantial shareholders	(ii) After (i) and assuming full conversion of the ICPS ⁽ⁱⁱⁱ⁾		
	Direct		Indirect
	No. of Shares	%	
Equaplus	117,085,350	48.79	-
Fong Wah Kai	10,198,200	4.25	117,085,350
Green Cluster	36,387,079	15.16	-
Fong Wern Sheng	16,196,100	6.75	36,387,079

Notes:

- (i) Deemed interested by virtue of his interest in Equaplus pursuant to Section 8 of the Act
- (ii) Deemed interested by virtue of his interest in Green Cluster pursuant to Section 8 of the Act.
- (iii) Assuming the ICPS are fully converted into new PGF Shares based on the Conversion Price of RM0.90 and the Conversion Ratio of surrendering 1 ICPS and payment of RM0.80 in cash for 1 PGF Share pursuant to Mode 2.

7.5 Convertible securities

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

8. WORKING CAPITAL, BORROWINGS, CONTINGENT LIABILITIES, MATERIAL COMMITMENTS AND MATERIAL TRANSACTIONS

8.1 Working capital and sources of liquidity

Our Group's working capital requirement is funded by a combination of internal and external sources of funds. The internal sources are funds generated from our operations as well as our cash and bank balances whilst the external sources are credit facilities from licensed financial institutions and credit terms granted by our suppliers.

As at the LPD, our Group has cash and bank balances of RM3.66 million as well as unutilised credit facilities (comprising mainly bank overdrafts, import loans, term loans, bankers' acceptances and revolving credit) with a limit of RM36.77 million.

Apart from the abovementioned sources of liquidity, our Group does not have access to other material unused sources of liquidity as at the LPD.

Our Board is of the opinion that our Group will have sufficient working capital for our operations for a period of 12 months from the date of this Abridged Prospectus after taking into consideration the proceeds from the Rights Issue, cash in hand, funds generated from our operations and available banking facilities as well as the potential impact of COVID-19 on the operations to our Group.

8.2 Borrowings

As at the LPD, our Group's total outstanding borrowings (all of which are interest bearing) are set out below:

	Currency	Amount in foreign currency ('000)	Amount in RM ('000)
Short term borrowings			
<u>Secured</u>			
Term loans	USD	848	⁽ⁱ⁾ 3,452
Term loans	RM	-	1,675
Hire purchase creditors	RM	-	102
<u>Unsecured</u>			
Bankers' acceptances	RM	-	905
Revolving credit	USD	400	⁽ⁱ⁾ 1,627
Takaful	RM	-	139
Total short term borrowings			7,900
Long term borrowings			
<u>Secured</u>			
Term loans	USD	2,477	⁽ⁱⁱ⁾ 10,212
Term loans	RM	-	4,200
Hire purchase creditors	RM	-	291
<u>Unsecured</u>			
Takaful	RM	-	677
Total long term borrowings			15,380
Total borrowings			23,280

Notes:

(i) Based on an exchange rate of USD1:RM4.07.

(ii) Based on an exchange rate of USD1:RM4.12.

As at the LPD, our Group does not have any non-interest bearing borrowings.

There has not been any default by our Group on payments of either interest or principal sums, in respect of any borrowings throughout the FYE 28 February 2021 and the subsequent financial period up to the LPD.

8.3 Contingent liabilities

Our Board has confirmed that as at the LPD, there are no contingent liabilities incurred or known to be incurred by our Group, which upon becoming enforceable, may have a material effect on the financial position of our Group.

8.4 Material commitments

Save as disclosed below, our Board has confirmed that as at the LPD, there are no material commitments for capital expenditure incurred or known to be incurred by our Group, which upon becoming enforceable, may have a material effect on the financial position of our Group:

	RM'000
Contracted but not provided for	
Property, plant and equipment:	
– Non-woven meltblown machine	163
– Furnace rebuilding and upgrading works	6,948
Total	7,111

Our Group will fund the abovementioned material commitments through internally generated funds and external financing.

8.5 Material transactions

As at the LPD, save for the Rights Issue and Amendments, our Board has confirmed that there are no other transactions which may have a material effect on our Group's operations, financial position and results since our Group's most recent announced financial statements for the FPE 30 November 2021.

9. PROCEDURES FOR ACCEPTANCE, PAYMENT, EXCESS APPLICATION AND SALE/TRANSFER OF PROVISIONAL ALLOTMENTS

9.1 General

As you are an Entitled Shareholder, your CDS Account will be duly credited with the number of Provisional Allotments which you are entitled to subscribe for in full or in part under the terms of the Rights Issue. You will find enclosed with this Abridged Prospectus, the NPA notifying you of the crediting of such Provisional Allotments into your CDS Account and the RSF to enable you to subscribe for such Provisional Allotments provisionally allotted to you, as well as to apply for the Excess ICPS, if you choose to do so.

If you are an Authorised Nominee who has subscribed for NRS with Bursa Depository, an electronic copy of this Abridged Prospectus and the ICPS Entitlement File will be transmitted to you electronically by Bursa Depository through its existing network facility with the Authorised Nominees. Please refer to Sections 9.5.4 and 9.9.4 of this Abridged Prospectus for the procedures for acceptance as well as to apply for the ICPS and Excess ICPS, if you choose to do so.

This Abridged Prospectus and the RSF are also available on Bursa Securities' website (<http://www.bursamalaysia.com>).

9.2 NPA

The Provisional Allotments are prescribed securities pursuant to Section 14(5) of the SICDA and therefore, all dealings in such Provisional Allotments will be by book entries through CDS Accounts and will be governed by the SICDA and the Rules of Bursa Depository. You and/or your renouncee(s)/transferee(s) (if applicable) are required to have valid and subsisting CDS Accounts when making your applications.

9.3 Last date and time for acceptance and payment

The last date and time for acceptance and payment for the Provisional Allotments and the Excess ICPS is on **5.00 p.m. on Wednesday, 23 February 2022**.

We shall make an announcement on the outcome of the Rights Issue after the Closing Date.

9.4 Methods of acceptance and application

You may subscribe for the Provisional Allotments as well as apply for Excess ICPS, if you choose to do so, using either of the following methods:

Method of application	Category of Entitled Shareholders
RSF	All Entitled Shareholders
Electronic Application ⁽ⁱ⁾	All Entitled Shareholders
Bursa Anywhere ⁽ⁱⁱ⁾	All Entitled Shareholders who have registered for Bursa Anywhere
NRS	Authorised Nominee who has subscribed for NRS

Notes:

- (i) The following surcharge per Electronic Application via ATM will be charged by the respective Participating Financial Institutions:

- Affin Bank Berhad – RM4.00; and
- Public Bank Berhad – RM4.00.

The following processing fee per Electronic Application via internet financial services website will be charged by the respective Participating Financial Institutions:

- Affin Bank Berhad (<https://www.affinbank.com.my>) – RM4.00; and
- Public Bank Berhad (<http://www.pbebank.com>) – RM4.00.

- (ii) A processing fee of RM2.00 per application via Bursa Anywhere will be charged.

9.5 Procedures for acceptance and payment

9.5.1 By way of RSF

Acceptance of and payment for the Provisional Allotments must be made on the RSF enclosed with this Abridged Prospectus and must be completed in accordance with the notes and instructions contained in the RSF. Acceptances and/or payments which do not strictly conform to the terms of this Abridged Prospectus, the RSF or the notes and instruction contained therein or which are illegible may not be accepted at the absolute discretion of our Board.

FULL INSTRUCTIONS FOR THE ACCEPTANCE OF AND PAYMENT FOR THE PROVISIONAL ALLOTMENTS, EXCESS ICPS AND THE PROCEDURES TO BE FOLLOWED SHOULD YOU AND/OR YOUR RENOUNCEE(S)/TRANSFeree(S) (IF APPLICABLE) WISH TO SELL OR TRANSFER ALL OR ANY PART OF YOUR PROVISIONAL ALLOTMENTS ARE SET OUT IN THIS ABRIDGED PROSPECTUS AND THE ACCOMPANYING RSF AND THE NOTES AND INSTRUCTIONS CONTAINED THEREIN. IN ACCORDANCE WITH THE CMSA, THE RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS.

YOU AND/OR YOUR RENOUNCEE(S)/TRANSFeree(S) (IF APPLICABLE) ARE ADVISED TO READ THIS ABRIDGED PROSPECTUS, THE ACCOMPANYING RSF AND THE NOTES AND INSTRUCTIONS THEREIN CAREFULLY.

If you and/or your renounee(s)/transferee(s) (if applicable) wish to accept either in full or in part of the Provisional Allotments of your entitlement, please complete Parts I(A) and II of the RSF in accordance with the notes and instructions contained in the RSF. Each completed and signed RSF together with the relevant payment must be sent to our Share Registrar using the reply envelope provided (at your own risk) by **ORDINARY POST, COURIER or DELIVERY BY HAND** at the following address:

Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D))

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

Tel. No.: +603 7890 4700

Fax No.: +603 7890 4670

so as to arrive not later than **5.00 p.m. on Wednesday, 23 February 2022**, being the last date and time for acceptance and payment for the Provisional Allotments.

If you and/or your renounee(s)/transferee(s) (if applicable) lose, misplace or for any other reasons require another copy of the RSF, you and/or your renounee(s)/transferee(s) (if applicable) may obtain additional copies from your stockbroker, our Share Registrar at the address stated above or at our Registered Office or the website of Bursa Securities (<http://www.bursamalaysia.com>).

1 RSF can only be used for acceptance of Provisional Allotments standing to the credit of 1 CDS Account. Separate RSF(s) must be used for the acceptance of Provisional Allotments standing to the credit of more than 1 CDS Account(s) as stated in the completed RSF(s).

A reply envelope is enclosed in this Abridged Prospectus. To facilitate the processing of the RSF(s) by our Share Registrar, you are advised to use 1 reply envelope for each completed RSF.

The minimum number of ICPS that can be subscribed for or accepted is 1 ICPS. However, you and/or your renounee(s)/transferee(s) (if applicable) should take note that a trading board lot for the ICPS comprises of 100 ICPS. Fractions of ICPS, if any, shall be disregarded, and dealt with in such manner as our Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of our Company.

If acceptance of and payment for the Provisional Allotments allotted to you and/or your renounee(s)/transferee(s) (if applicable) is not received by our Share Registrar by **5.00 p.m. on Wednesday, 23 February 2022**, being the last date and time for acceptance of and payment for the Provisional Allotments, you and/or your renounee(s)/transferee(s) (if applicable) will be deemed to have declined the Provisional Allotments and it will be cancelled. Proof of time of postage shall not constitute proof of time of receipt by our Share Registrar.

In the event that the ICPS are not fully taken up by such applicants, our Board will then have the right to allot such ICPS to the applicants who have applied for the Excess ICPS in the manner as set out in Section 9.9 of this Abridged Prospectus. Our Board reserves the right to accept any application in full or in part only without assigning any reasons.

EACH COMPLETED RSF MUST BE ACCOMPANIED BY THE APPROPRIATE REMITTANCE MADE IN RM FOR THE FULL AMOUNT PAYABLE FOR THE ICPS ACCEPTED IN THE FORM OF BANKER'S DRAFT(S), CASHIER'S ORDER(S), MONEY ORDER(S) OR POSTAL ORDER(S) DRAWN ON A BANK OR POST OFFICE IN MALAYSIA CROSSED "A/C PAYEE ONLY", MADE PAYABLE TO "PGF RIGHTS ICPS ACCOUNT", AND ENDORSED ON THE REVERSE SIDE WITH YOUR NAME IN BLOCK LETTERS AND CDS ACCOUNT NUMBER SO AS TO BE RECEIVED BY OUR SHARE REGISTRAR BY THE CLOSING DATE.

APPLICATIONS ACCOMPANIED BY PAYMENTS OTHER THAN IN THE MANNER STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES MAY OR MAY NOT BE ACCEPTED AT THE ABSOLUTE DISCRETION OF OUR BOARD. DETAILS OF THE REMITTANCES MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED IN THE RSF.

NO ACKNOWLEDGEMENT OF RECEIPT OF THE RSF OR APPLICATION MONIES WILL BE MADE BY OUR COMPANY OR OUR SHARE REGISTRAR IN RESPECT OF THE RIGHTS ISSUE. HOWEVER, IF YOUR APPLICATION IS SUCCESSFUL, A NOTICE OF ALLOTMENT WILL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS AS SHOWN IN OUR RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 8 MARKET DAYS FROM THE CLOSING DATE OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED BY BURSA SECURITIES.

APPLICATIONS SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT.

APPLICANTS SHOULD NOTE THAT THE RSF AND REMITTANCES SO LODGED WITH OUR SHARE REGISTRAR SHALL BE IRREVOCABLE AND CANNOT BE SUBSEQUENTLY WITHDRAWN.

WHERE AN APPLICATION IS NOT ACCEPTED OR IS ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST. THE REFUND WILL BE CREDITED DIRECTLY INTO YOUR BANK ACCOUNT IF YOU HAVE PROVIDED SUCH BANK ACCOUNT INFORMATION TO BURSA DEPOSITORY FOR THE PURPOSES OF CASH DIVIDEND/DISTRIBUTION. IF YOU HAVE NOT PROVIDED SUCH BANK ACCOUNT INFORMATION TO BURSA DEPOSITORY, THE REFUND WILL BE BY ISSUANCE OF CHEQUE AND SHALL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS AS SHOWN IN THE RECORD OF DEPOSITORS AT YOUR OWN RISK WITHIN 15 MARKET DAYS FROM THE CLOSING DATE.

ALL ICPS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WILL BE ALLOTTED BY WAY OF CREDITING SUCH ICPS INTO THE CDS ACCOUNTS OF OUR ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S)/TRANSFeree(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATE WILL BE ISSUED.

9.5.2 By way of Electronic Application

Only Malaysian individuals who are Entitled Shareholders may apply for the Rights Issue by way of Electronic Application.

Please read carefully and follow the terms of this Abridged Prospectus, the procedures, terms and conditions for Electronic Application and the procedures set out at the ATMs and internet financial services website of the Participating Financial Institutions before making an Electronic Application.

The procedures for Electronic Applications at the ATMs and internet financial services website of the Participating Financial Institutions are set out on the ATM screens and internet financial services website of the relevant Participating Financial Institutions ("**Steps**"). For illustration purposes, the procedures for Electronic Applications are set out below. Please read carefully the terms of this Abridged Prospectus, the Steps and Terms and Conditions of Electronic Application set out in Section 9.5.2(ii) of this Abridged Prospectus before making an Electronic Application.

You must have an account with a Participating Financial Institution and an ATM card issued by a Participating Financial Institution or with access to internet financial services with **Affin Bank Berhad** at <https://www.affinbank.com.my> or **Public Bank Berhad** at <http://www.pbebank.com>.

You are advised to read and understand this Abridged Prospectus **BEFORE** making the application.

You shall apply for the Rights Issue via the ATM or internet financial services website of the Participating Financial Institutions by choosing the Electronic Application option. Mandatory statements required in the application are as set out in Section 9.5.2(ii) of this Abridged Prospectus "**Terms and Conditions of Electronic Application**".

Upon the completion of your Electronic Application transaction via ATM, you will receive a computer-generated transaction slip ("**Transaction Record**"), confirming the details of your Electronic Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of Electronic Application or any data relating to such Electronic Application by our Company or Share Registrar. The Transaction Record is for your record and is not required to be submitted with your application.

For application via internet financial services website, a message from the Participating Financial Institution pertaining to the payment status will appear on the screen of the website through which the online payment for the ICPS is being made. Subsequently, the Participating Financial Institutions shall confirm that the said application has been completed, via the confirmation screen in respect of your application ("**Confirmation Screen**") on their website. You are advised to print out the Confirmation Screen for your reference and record.

YOU MUST ENSURE THAT YOU USE THE NUMBER OF THE CDS ACCOUNT HELD IN YOUR NAME WHEN MAKING AN ELECTRONIC APPLICATION. IF YOU OPERATE A JOINT BANK ACCOUNT WITH ANY OF THE PARTICIPATING FINANCIAL INSTITUTIONS, YOU MUST ENSURE THAT YOU ENTER THE NUMBER OF THE CDS ACCOUNT HELD IN YOUR NAME WHEN USING AN ATM CARD ISSUED TO YOU IN YOUR NAME. YOUR APPLICATION WILL BE REJECTED IF YOU FAIL TO COMPLY WITH THE FOREGOING.

(i) Participating Financial Institutions

Electronic Applications may be made through an ATM or internet financial services websites of the following Participating Financial Institutions and their branches within Malaysia:

- Affin Bank Berhad; and
- Public Bank Berhad.

(ii) Terms and Conditions of Electronic Application

The Electronic Application will be made on, and subject to, the terms of this Abridged Prospectus, as well as the terms and conditions of the Participating Financial Institutions and those appearing herein:

- (a) You are required to confirm the following statements and undertake that the following information given are true and correct:
 - (aa) You have attained 18 years of age as at the Closing Date;

- (bb) You have read this Abridged Prospectus and understood and agreed with the terms and conditions of the application; and
- (cc) You hereby give consent to our Company, Bursa Depository, our Share Registrar, the relevant Participating Financial Institutions, their respective agents and any third party involved in facilitating the application/refund, to disclose information pertaining to yourself and your account with the Participating Financial Institution and Bursa Depository to the relevant authorities and any person as may be necessary or expedient to facilitate the making of the application/refund.

Your application will not be successfully completed and cannot be recorded as a completed transaction unless you complete all the steps required by the Participating Financial Institution. By doing so, you will have confirmed each of the above statements as well as giving consent in accordance with the relevant laws of Malaysia including Section 134(1)(a) of the Financial Services Act 2013 and Section 45(1)(a) of the SICDA, to the disclosures as described above.

- (b) You confirm that you are not applying for the ICPS as a nominee of any other person and that any Electronic Application that you make is made by you as the beneficial owner.
- (c) You must have sufficient funds in your account with the relevant Participating Financial Institutions at the time you make your Electronic Application, failing which your Electronic Application will not be completed. Any Electronic Application, which does not strictly conform to the instructions set out on the ATM or screen of financial services websites of the Participating Financial Institutions through which the Electronic Application is being made, may be rejected.
- (d) You agree and undertake to subscribe for or purchase and to accept the number of ICPS applied for as stated on the Transaction Record in respect of your Electronic Application. Your confirmation (by action of pressing the pre-designated keys or buttons) of the number of ICPS applied for will signify, and will be treated as, your acceptance of the number of ICPS that may be allotted to you.

Should you encounter any problems in your Electronic Application, please refer to the Participating Financial Institutions.

- (e) By making and completing your Electronic Application, you, if successful, request and authorise our Company to credit the ICPS allotted to you into your CDS Account.
- (f) You acknowledge that your Electronic Application is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, Bursa Depository, our Share Registrar or the Participating Financial Institutions and you irrevocably agree that if:
 - (aa) Our Company, our Share Registrar or Bursa Depository does not receive your Electronic Application; or
 - (bb) Data relating to your Electronic Application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, our Share Registrar or Bursa Depository,

you shall be deemed not to have made an Electronic Application and you shall not make any claim whatsoever against our Company, Bursa Depository, our Share Registrar or the Participating Financial Institutions for the ICPS applied for or for any compensation, loss or damage relating to the application for the ICPS.

- (g) All of your particulars, including your nationality and place of residence, in the records of the relevant Participating Financial Institutions at the time you make your Electronic Application shall be true and correct, and our Company, our Share Registrar, the relevant Participating Financial Institutions and Bursa Depository shall be entitled to rely on the accuracy thereof.
- (h) You shall ensure that your personal particulars as recorded by both Bursa Depository and the relevant Participating Financial Institutions are correct and identical. Otherwise, your Electronic Application will be rejected. You must inform Bursa Depository promptly of any change in address, failing which the notification letter of successful allocation will be sent to your correspondence address last maintained with Bursa Depository.
- (i) By making and completing an Electronic Application, you agree that:
 - (aa) In consideration of our Company agreeing to allow and accept your application for the ICPS via the Electronic Application facility established by the Participating Financial institutions at their respective ATMs and financial services websites, your Electronic Application is irrevocable and cannot be subsequently withdrawn;
 - (bb) Our Company, the Participating Financial Institutions, Bursa Depository and our Share Registrar shall not be liable for any delays, failures or inaccuracies in the processing of data relating to your Electronic Application due to a breakdown or failure of transmission or communication facilities or to any cause beyond our control;
 - (cc) Notwithstanding the receipt of any payment by or on behalf of our Company, the notice of successful allocation for the ICPS for which your Electronic Application has been successfully completed is only confirmation for the acceptance of this offer to subscribe for and purchase the said ICPS; and
 - (dd) You agree that in relation to any legal action, proceedings or dispute arising out of or in relation to the Electronic Application and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.
- (j) Our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these terms/instructions.
- (k) Notification on the outcome of your application for the ICPS will be despatched to you by ordinary post to the correspondence address as shown in the Bursa Depository's record at your own risk within the timelines as follows:
 - (aa) successful application – a notice of allotment will be despatched within 8 Market Days from the Closing Date or such other period as may be prescribed or allowed by Bursa Securities; or
 - (bb) unsuccessful/partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the Closing Date.

The refund will be credited directly into your bank account from which your Electronic Application was made. Kindly take note of the terms and conditions as stated in Section 9.5.2(ii) of this Abridged Prospectus and the required consent in making your Electronic Application.

If the crediting of the refund into your bank account from which your Electronic Application was made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk.

9.5.3 By way of Bursa Anywhere

Only entitled Malaysian shareholders who are individuals, had registered for Bursa Anywhere and had subscribed for eDividend service can apply for the Rights Issue by way of Bursa Anywhere mobile application.

Please read carefully and follow the terms of this Abridged Prospectus and the procedures, notices, terms and conditions for Bursa Anywhere mobile application before making an application.

The procedures for submitting an application at Bursa Anywhere are set out on the Bursa Anywhere mobile application screens ("**Bursa Anywhere Steps**"). Please read carefully the terms of this Abridged Prospectus, the Bursa Anywhere Steps and the Terms and Conditions as set out in Section 9.5.3(ii) of this Abridged Prospectus before making an application.

You are advised to read and understand this Abridged Prospectus **BEFORE** making the application and/or bank borrowings.

Upon the completion of your application transaction via Bursa Anywhere, you will receive a push notification from Bursa Anywhere and a message in your Bursa Anywhere account inbox on the request of your ICPS subscription. The notification message is only a record of the completed transaction at the Bursa Anywhere.

(i) Procedures for submitting an application through Bursa Anywhere

- (a) Launch the Bursa Anywhere application on your handphone and login using your username and password.
- (b) Upon successful login, choose the "My Services" at the bottom of the screen and then select "eRights".
- (c) Next, select "Submit Application" and you will see a screen that inform you to agree with the Terms & Conditions and Notices that govern your rights securities application via Bursa Anywhere.
- (d) Click on the hyperlink of Terms & Conditions and Notices. You must read and understand the Terms & Conditions and Notices before you click "Agree" to proceed to the next page.
- (e) Click "Agree" to proceed to a landing page for you to select the rights securities that you would like to subscribe to.
- (f) Select the rights issue that you want to apply.
- (g) You may click on the hyperlink of the "Prospectus" to view the content of the related abridged prospectus.
- (h) You are also required to click on the hyperlink to the "Declaration". Read and understand the clauses of the "Declaration".

- (i) Upon the completion of the above, at the bottom of the Rights Issue detail page you are required to swipe the toggle to the right to indicate that you have read and understood the abridged prospectus as well as accepted and made the declarations stated in the “Declaration”.
- (j) Next, select the CDS Account for your rights securities subscription and click “NEXT”.
- (k) You will come to a page for you to fill up for entitled and Excess ICPS subscription. You have the options to select either “Entitle only”, “Excess only” and “Entitled & Excess” for your ICPS subscription.
- (l) You will come to a “Preview” page, where it displays the following information of your subscription:
 - Units and Ringgit amount of your ICPS subscriptions
 - Subscription fee (charged by Bursa Securities)
 - Tax, if applicable
 - Stamp duty, if applicable
- (m) Check the summary information on the “Preview” page. Click “CONFIRM” at the bottom of the same page, if the information is correct.
- (n) Next, you will receive a six-digit SMS TAC verification code via your mobile phone (the mobile number that you registered with Bursa Anywhere).
- (o) You are required to key-in and submit the verification code.
- (p) Upon successful validation of the verification code, you will be led to the Payment Gateway for payment.
- (q) You are required to select the bank for your ICPS subscription payment.
(IMPORTANT NOTE: You are required to use the bank account that you have registered for Bursa Depository’s eDividend service. Your subscription will be rejected if another bank account is used for payment. You will be notified if your subscription is rejected. Your subscription monies will be refunded within 3 working days, to your subscription bank account that you have just subscribed.)
- (r) You will be brought to your selected bank login page for payment.
- (s) Once payment is made successfully via your selected bank, you will be brought to the “Thank You” page, which displays your bank transaction details.
- (t) Click “DONE” at the bottom, you will be led back to the “My Service” landing page.
- (u) You will receive a push notification message in your Bursa Anywhere account inbox.
- (v) You can make multiple applications during the subscription period subject to the maximum quantity you are entitled.

(ii) Terms and Conditions of Applications via Bursa Anywhere

- (a) The electronic Abridged Prospectus is available at the Prospectus landing page of Company Announcement at Bursa Securities’ website and can be accessed via the hyperlink in Bursa Anywhere. You are advised to read this Abridged Prospectus prior to making an investment decision and should make the investment decision based on this Abridged Prospectus rather than on advertising or promotional materials. The securities offered are offered by our Company solely on the basis of the information contained in this Abridged Prospectus.

- (b) Our Company has appointed Bursa Depository to provide eRights services via Bursa Anywhere. Bursa Depository is not responsible for, has not authorised and shall not be deemed to have authorised the contents of the electronic Abridged Prospectus and therefore, shall not have any liability in respect of the electronic Abridged Prospectus or the application submitted.
- (c) The physical printed copy of this Abridged Prospectus is available upon request from our Company at the location specified in this Abridged Prospectus during the offer period.
- (d) You may also obtain a physical printed copy of this Abridged Prospectus from the participating organisation(s) set out in this Abridged Prospectus.
- (e) Payment of subscription to the Rights Issue via Bursa Anywhere is required to be made from your eDividend bank account. Failing which, the request of the eRights application will be rejected.
- (f) By submitting an eRights application from Bursa Anywhere, you confirm that:
- You have read and understood the contents of the Abridged Prospectus;
 - You have read and agreed to be bound by these Terms and Conditions; and
 - Notices for application of Rights Issue and the terms and conditions of Bursa Anywhere;
 - You are eligible to apply for the securities in Malaysia;
 - You irrevocably consent to the receipt of any cash payment or refund in relation to the application to be made via direct credit into the eDividend bank account; and
 - You agree to give irrevocable consent to Bursa Depository to disclose your information, including bank account information, which are necessary or expedient to the relevant entities involved in the application process and to the relevant entities involved in facilitating the payment of any cash payments or refunds via direct credit into eDividend bank account in relation to the application.
- (g) Applications shall close at the Closing Date or such other time as our Company and/or the Share Registrar, may in its absolute discretion decide.
- (h) An application is deemed to be received by Bursa Anywhere only upon its completion, that is, when you have:
- successfully made full subscription payment via the payment gateway; and
 - received an email indicating that the application has been submitted to our Company and/or the Share Registrar.
- (i) You are advised to print out and retain a copy of the transaction records for record purposes. The transaction records are only a record of the completed transactions received at Bursa Anywhere and not a record of the receipt of the application or any data relating to such an application by our Company or the Share Registrar. No application or monies can be accepted electronically in respect of the securities offered once the offer closes on the Closing Date.
- (j) Upon your receipt of the transaction records, cancellation of the application will not be allowed.
- (k) Bursa Depository shall not be liable for any applications made through any alternative methods of application.

- (l) If Bursa Depository has any reason to believe that the electronic Abridged Prospectus or processes for collection and handling of applications have been tampered with, Bursa Depository may reject the application and Bursa Depository shall not be liable for such rejection.
- (m) No securities will be allotted or issued on the basis of this Abridged Prospectus after the Closing Date. Bursa Depository and Bursa Securities do not guarantee any allotment of securities as a result of the application and are not responsible for any non-allotment of securities or part thereof by our Company pursuant to the application.
- (n) Any request for any refunds related to the allotment of securities must be referred to our Company.
- (o) No refund of any subscription fee charged by Bursa Depository and applicable tax (if any), will be made to you if your subscription is rejected by the Share Registrar.
- (p) Electronic Abridged Prospectus made available on Bursa Securities' website after the close of any application period as described in the Terms & Conditions is made available solely for informational and archiving purposes.
- (q) Risk of submitting the applications from Bursa Anywhere:
 - (i) By submitting an application from Bursa Anywhere, you agree to assume the risks associated with conducting transactions online, including risks of electrical, electronic, technical and mobile-related faults and breakdowns, faults with mobile applications, problems occurring during data transmission, mobile security threats such as viruses, hackers and crackers, fires, acts of God and other events beyond the control of Bursa Depository, and/or our Company. You acknowledge that the aforementioned events may result in (i) interruption, transmission blackout or delayed transmission; and/or (ii) incorrect data transmission due to the public nature of the Internet and agrees to bear such risks. You agree that neither Bursa Depository, Bursa Securities, our Company nor the Share Registrar shall be liable for any delay, failure or inaccuracy in the recording, storage or transmission or delivery of data, breakdown or failure in communication facilities or due to any cause beyond their control.
 - (ii) If, Bursa Depository, our Company and/or the Share Registrar does not receive your application and/or the relevant payment, or in the event that any data relating to the application is lost, corrupted, destroyed or otherwise not accessible, whether wholly or partially and for any reason whatsoever, you shall be deemed not to have made an application. In such an event, you shall have no claim whatsoever against Bursa Depository and/or Bursa Securities and/or our Company and/or the Share Registrar, in relation to the purported application.
- (r) Instead of submitting an application via Bursa Anywhere, you may alternatively submit applications through the existing manual paper-based application method as well as other means of application specified in this Abridged Prospectus, such as via ATM or internet facilities of financial institutions offering such services within Malaysia and such other methods as may from time to time be permitted by the SC.
- (s) In the event a supplementary Abridged Prospectus is issued, you are entitled to revise or withdraw your application by contacting the Share Registrar directly. Bursa Depository or Bursa Anywhere will not be able to facilitate any revision or withdrawal of the application in such circumstances.

- (t) Bursa Depository is committed to protecting the security of your personal information. It uses a variety of security technologies and procedures, to help protect the confidentiality and security of your personal information provided through the Bursa Anywhere, from unauthorised access, use, or disclosure. In addition, Bursa Depository has put in place appropriate measures to minimise the risks of unauthorised access and to maintain the security of the information it collects through Bursa Anywhere.

9.5.4 By way of NRS

Our Company has appointed Bursa Depository to provide NRS to our shareholders who are Authorised Nominees. Only our Entitled Shareholders who are Authorised Nominees and who have subscribed for NRS with Bursa Depository may apply via NRS.

Please read carefully and follow the terms of this Abridged Prospectus, the procedures, terms and conditions for application via NRS and Bursa Depository's terms and conditions for NRS and User Guide for NRS (which are made available to all Authorised Nominees who have subscribed for NRS with Bursa Depository) before making the application.

(i) Steps for applications via NRS

- (a) If you are an Entitled Shareholder, and who is an Authorised Nominee who has subscribed for NRS with Bursa Depository, you will not be receiving this Abridged Prospectus, the RSF nor the NPA by post.
- (b) Instead, this Abridged Prospectus and the ICPS Entitlement File will be transmitted electronically to you by Bursa Depository through Bursa Depository's existing network facility with the Authorised Nominees in the manner as set out in Bursa Depository's User Guide for NRS, on the next Market Day after the Entitlement Date.
- (c) A notification of the delivery of the Abridged Prospectus and the ICPS Entitlement File will also be sent to you via email using the details you have provided to Bursa Depository when you subscribed for NRS with Bursa Depository.
- (d) You are advised to read carefully, understand and follow the terms of this Abridged Prospectus, **BEFORE** making the application.
- (e) You may accept, on behalf of your client, partially or fully, their respective allocation under the Rights Issue.
- (f) To apply for the ICPS, you will be required to submit your subscription information via ICPS Subscription File which is to be prepared based on the format as set out in Bursa Depository's User Guide for NRS.
- (g) Once completed, you will need to submit the ICPS Subscription File to Bursa Depository at any time daily before 5.00 p.m., but in any event no later than the Closing Date.
- (h) Together with the ICPS Subscription File, you will also need to submit a confirmation to Bursa Depository of the following information:
 - (i) Confirmation that you have, prior to making the application via NRS, received and/or had access to the electronic copy of this Abridged Prospectus, the contents of which you have read, understood and agreed; and
 - (ii) Consent to the disclosure of your information to facilitate electronic refunds where applicable.

- (i) With regards to payment for the ICPS which you have applied for, you must transfer the amount payable directly to our bank account, the details of which are as follows:

Bank : **MALAYAN BANKING BERHAD**
 Account Name : **PGF RIGHTS ICPS ACCOUNT**
 Bank Account No. : **514012452034**

- (j) Upon completion of the transfer/payment, you may receive a transaction slip ("**Transaction Slip**") from the transacting financial institution confirming the details of your transfer/payment. The Transaction Slip is only a record of the completed transaction and not a record of the receipt of the application via NRS or any data relating to such an application by our Company or Bursa Depository. The Transaction Slip is for your record and is not required to be submitted with your application via NRS.

- (k) You will be notified on the outcome of your application for the ICPS electronically within the timelines as stated below. No physical notice of allotment will be mailed to you.

- (i) successful application – an electronic notification will be sent to you within 8 Market Days from the Closing Date or such other period as may prescribed or allowed by Bursa Securities; or

- (ii) unsuccessful/partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the Closing Date.

The refund will be credited directly into your bank account(s) from which payment of your subscription monies were made. Kindly take note of the terms and conditions as stated in Section 9.5.4(ii) of this Abridged Prospectus and the required consent in making the application via NRS.

If the crediting of the refund into your bank account(s) (as provided by you in the ICPS Subscription File) from which payment of your subscription monies were made is unsuccessful, the refund will then be made via cheque(s) which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk.

- (l) Upon crediting of the ICPS allotted to you into your CDS Account(s), you will also receive an electronic confirmation of the crediting from Bursa Depository.
- (m) You should note that all applications made for the ICPS submitted under NRS will be irrevocable upon submission of the ICPS Subscription File to Bursa Depository and cannot be subsequently withdrawn.

(ii) Terms and Conditions for applications via NRS

The application via NRS will be made on, and subject to, the terms of this Abridged Prospectus, Bursa Depository's terms and conditions for NRS and Bursa Depository's User Guide for NRS as well as the terms and conditions appearing herein:

- (a) For purposes of making the electronic refund, you hereby give consent in accordance with the relevant laws of Malaysia, including Section 134(1)(a) of the Financial Services Act 2013 and Section 45(1)(a) of the SICDA, to the disclosure by our Company, Bursa Depository, our Share Registrar, the relevant financial institution, their respective agents and any third party involved in facilitating the payment of refunds to you as the case may be, of information pertaining to yourself and your account with the relevant financial institution and Bursa Depository, to the relevant authorities and any person as may be necessary or expedient to facilitate the making of refunds or for any other purpose in connection with such payments. You will be required to provide confirmation of your consent in the manner prescribed in Bursa Depository's terms and conditions for NRS.

- (b) You agree and undertake to subscribe for or purchase and to accept the number of ICPS applied for as stated on your ICPS Subscription File in respect of your application via NRS. Your application will signify, and shall be treated as, your acceptance of the number of ICPS that may be allotted to you.
- (c) You acknowledge that by completing and submitting the ICPS Subscription File to Bursa Depository, you, if successful, request and authorise our Company to credit the ICPS allotted to you into the respective CDS Account(s) as indicated in the ICPS Subscription File.
- (d) You acknowledge that your application via NRS is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, our Share Registrar, the relevant financial institution or Bursa Depository, and irrevocably agree that if:
 - (aa) our Company, our Share Registrar, the relevant financial institution or Bursa Depository does not receive your application via NRS; or
 - (bb) the data relating to your application via NRS is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, our Share Registrar, the relevant financial institution or Bursa Depository,you will be deemed not to have made your application and you may not make any claim whatsoever against our Company, Bursa Depository, our Share Registrar or the relevant financial institution for the ICPS applied for or for any compensation, loss or damage relating to the application for the ICPS.
- (e) By completing and submitting the ICPS Subscription File to Bursa Depository, you agree that:
 - (aa) In consideration of our Company agreeing to allow and accept your application for the ICPS via the NRS facility established by Bursa Depository, your application via NRS is irrevocable and cannot be subsequently withdrawn;
 - (bb) Our Company, the relevant financial institutions, Bursa Depository and our Share Registrar will not be liable for any delays, failures or inaccuracies in the processing of data relating to your application via NRS due to a breakdown or failure of transmission or communication facilities or to any cause beyond our control;
 - (cc) Notwithstanding the receipt of any payment by or on behalf of our Company, the electronic notification of allotment in respect of the ICPS issued is the only confirmation for the acceptance of this offer to subscribe for and purchase the said ICPS; and
 - (dd) You agree that in relation to any legal action, proceedings or dispute arising out of or in relation to with the contract between the parties and/or the application via NRS and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the courts of Malaysia.

Our Share Registrar and Bursa Depository, on the authority of our Company, reserve the right to reject applications which do not conform to these instructions.

9.6 Procedures for part acceptance by Entitled Shareholders

You are entitled to accept part of your Provisional Allotments provided always that the minimum number of ICPS that can be subscribed for or accepted is 1 ICPS. Fractional of a ICPS shall be disregarded and dealt with in a fair and equitable manner as our Board deems fit and expedient and in the best interest of our Company.

You must complete both Parts I(A) and II of the RSF by specifying the number of ICPS which you are accepting and deliver the completed and signed RSF together with the relevant payment to our Share Registrar in the manner set out in Section 9.5.1 of this Abridged Prospectus.

YOU ARE ADVISED TO READ AND ADHERE TO THE RSF AND THE NOTES AND INSTRUCTIONS CONTAINED THEREIN.

The portion of the Provisional Allotments that have not been accepted shall be allotted to any other persons allowed under the law, regulations or rules to accept the transfer of the Provisional Allotments.

9.7 Procedures for sale/transfer of the Provisional Allotments

As the Provisional Allotments are prescribed securities, you may dispose or transfer all or part of your entitlement to the Provisional Allotments to 1 or more person(s) through your stockbrokers without first having to request for a split of the Provisional Allotments standing to the credit of your CDS Account. To dispose or transfer all or part of your entitlement to the Provisional Allotments, you may sell such entitlement on the open market or transfer such entitlement to such persons as may be allowed pursuant to the Rules of Bursa Depository. If you have disposed or transferred only part of the Provisional Allotments, you may still accept the balance of the Provisional Allotments by completing Parts I(A) and II of the RSF. Please refer to Sections 9.5 and 9.6 of this Abridged Prospectus for the procedure for acceptance and payment.

In disposing or transferring all or part of your Provisional Allotments, you need not delivery any document including the RSF, to any stockbroker. However, you must ensure that there is sufficient Provisional Allotments standing to the credit of your CDS Account that are available for settlement of the sale or transfer.

Renouncee(s) or transferee(s) of the Provisional Allotments may obtain a copy of this Abridged Prospectus and the RSF from our Share Registrar or at our Registered Office. This Abridged Prospectus and the RSF are also available on Bursa Securities' website at <http://bursamalaysia.com>.

9.8 Procedures for acceptance by renouncee(s)/transferee(s)

Renouncee(s)/transferee(s) (if applicable) who wish to accept the Provisional Allotments must obtain a copy of the RSF from their stockbrokers or our Share Registrar, or at our Registered Office or from Bursa Securities' website at <http://www.bursamalaysia.com> and complete the RSF and submit the same together with the remittance to our Share Registrar at the address stated in Section 9.5.1 of this Abridged Prospectus in accordance with the notes and instructions printed therein.

The procedure for acceptance and payment applicable to our Entitled Shareholders as set out in Sections 9.5 and 9.6 of this Abridged Prospectus also applies to renouncee(s)/transferee(s) (if applicable) who wish to accept the Provisional Allotments.

RENOUNCEE(S)/TRANSFEREE(S) (IF APPLICABLE) ARE ADVISED TO READ, UNDERSTAND AND CONSIDER CAREFULLY THE CONTENTS OF THIS ABRIDGED PROSPECTUS AND ADHERE TO THE NOTES AND INSTRUCTIONS CONTAINED IN THIS ABRIDGED PROSPECTUS AND THE RSF.

9.9 Procedures for application of Excess ICPS

9.9.1 By way of RSF

You and/or your renouncee(s)/transferee(s) (if applicable) may apply for the Excess ICPS in addition to your entitlements by completing Part I(B) of the RSF (in addition to Parts I(A) and II) and forward it (together with a **separate remittance made in RM** for the full amount payable in respect of the Excess ICPS applied for) to our Share Registrar **not later than 5.00 p.m. on Wednesday, 23 February 2022**, being the last date and time for application and payment for the Excess ICPS.

PAYMENT FOR THE EXCESS ICPS APPLIED SHOULD BE MADE IN THE SAME MANNER AS DESCRIBED IN SECTION 9.5 OF THIS ABRIDGED PROSPECTUS, AND 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 CROSSED "A/C PAYEE ONLY" AND MADE PAYABLE TO "PGF EXCESS RIGHTS ICPS ACCOUNT" AND ENDORSED ON THE REVERSE SIDE WITH YOUR NAME IN BLOCK LETTERS AND CDS ACCOUNT NUMBER SO AS TO BE RECEIVED BY OUR SHARE REGISTRAR NOT LATER THAN THE LAST DATE AND TIME FOR EXCESS APPLICATION AND PAYMENT AS SET OUT IN THE COVER PAGE OF THIS ABRIDGED PROSPECTUS.

THE PAYMENT MUST BE MADE FOR THE FULL AND EXACT AMOUNT PAYABLE FOR THE EXCESS ICPS APPLIED FOR. ANY EXCESS OR INSUFFICIENT PAYMENT MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF OUR BOARD.

It is the intention of our Board to allot the Excess ICPS, if any, on a fair and equitable manner and in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to our Entitled Shareholders who have applied for Excess ICPS, on a pro-rata basis and in board lots, calculated based on their respective shareholdings in PGF as at the Entitlement Date;
- (iii) thirdly, for allocation to our Entitled Shareholders who have applied for Excess ICPS, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Application; and
- (iv) lastly, for allocation to renouncee(s)/transferee(s) (if applicable) who has/have applied for Excess ICPS, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Application.

In the event there is any remaining balance of the Excess ICPS applied for by our Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) who have applied for the Excess ICPS after carrying out steps (i) to (iv) as set out above, steps (ii) to (iv) will be repeated again in the same sequence to allocate the remaining balance of the Excess ICPS to our Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) who have applied for the Excess ICPS until such balance is fully allocated.

Nonetheless, our Board reserves the right to allot any Excess ICPS applied for under Part I(B) of the RSF in such manner as our Board deems fit and expedient and in the best interest of our Company, subject always to such allocation being made on a fair and equitable manner, and that the intention of our Board as set out in steps (i) to (iv) above are achieved. Our Board also reserves the rights at its absolute discretion to accept in full or in part any application for the Excess ICPS without assigning any reason thereof.

NO ACKNOWLEDGEMENT OF RECEIPT OF THE RSF OR EXCESS ICPS MONIES WILL BE ISSUED BY OUR COMPANY OR OUR SHARE REGISTRAR IN RESPECT OF THE EXCESS ICPS. HOWEVER, IF YOUR EXCESS ICPS IS SUCCESSFUL, THE ICPS WILL BE CREDITED INTO YOUR CDS ACCOUNT AND A NOTICE OF ALLOTMENT WILL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS AS SHOWN IN OUR RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 8 MARKET DAYS FROM THE CLOSING DATE OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED OR ALLOWED BY BURSA SECURITIES.

APPLICATIONS FOR THE EXCESS ICPS SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT. OUR BOARD RESERVES THE RIGHT NOT TO ACCEPT ANY SUCH APPLICATION OR TO ACCEPT ANY SUCH APPLICATION IN PART ONLY WITHOUT ASSIGNING ANY REASON THEREOF.

WHERE AN APPLICATION FOR THE EXCESS ICPS IS NOT ACCEPTED OR IS ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST. THE REFUND WILL BE CREDITED DIRECTLY INTO YOUR BANK ACCOUNT IF YOU HAVE PROVIDED SUCH BANK ACCOUNT INFORMATION TO BURSA DEPOSITORY FOR THE PURPOSES OF CASH DIVIDEND/DISTRIBUTION. IF YOU HAVE NOT PROVIDED SUCH BANK ACCOUNT INFORMATION TO BURSA DEPOSITORY, THE REFUND WILL BE BY ISSUANCE OF CHEQUE AND SHALL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS AT YOUR OWN RISK WITHIN 15 MARKET DAYS FROM THE CLOSING DATE.

9.9.2 By way of Electronic Application

You and/or your renouncee(s)/transferee(s) (if applicable) may apply for the Excess ICPS in excess of your entitlement via Electronic Application in addition to your Provisional Allotments. If you wish to do so, you may apply for the Excess ICPS by following the same steps as set out in Section 9.5.2 of this Abridged Prospectus.

The Electronic Application for Excess ICPS will be made on, subject to, the same terms and conditions appearing in Section 9.5.2 of this Abridged Prospectus.

Any ICPS which are not taken up or not validly taken up by you and/or renouncee(s)/transferee(s) (if applicable) shall be made available for Excess ICPS. It is the intention of our Board to allot the Excess ICPS, if any, on a fair and equitable manner and in the priority and basis as detailed in Section 9.9.1 above.

9.9.3 By way of Bursa Anywhere

You and/or your renouncee(s)/transferee(s) (if applicable) may apply for the Excess ICPS in excess of your entitlement via Bursa Anywhere in addition to your Provisional Allotments. If you wish to do so, you may apply for the Excess ICPS by following the same steps as set out in Section 9.5.3 of this Abridged Prospectus.

The application for Excess ICPS will be made on, subject to, the same terms and conditions appearing in Section 9.5.3 of this Abridged Prospectus.

Any ICPS which are not taken up or not validly taken up by you and/or renouncee(s)/transferee(s) (if applicable) shall be made available for Excess ICPS. It is the intention of our Board to allot the Excess ICPS, if any, on a fair and equitable manner and in the priority and basis as detailed in Section 9.9.1 above.

9.9.4 By way of NRS

You and/or your renouncee(s)/transferee(s) (if applicable) may apply for the Excess ICPS in excess of your entitlement via NRS in addition to your Provisional Allotments. If you wish to do so, you may apply for the Excess ICPS by following the same steps as set out in Section 9.5.4 of this Abridged Prospectus save and except for the amount payable to be directed to the following bank account for the Excess ICPS applied and also that you should complete the details for excess rights application at the designated fields for Excess Applications in the ICPS Subscription File:

Bank : **MALAYAN BANKING BERHAD**
Account Name : **PGF EXCESS RIGHTS ICPS ACCOUNT**
Bank Account No. : **514012452040**

The NRS for Excess ICPS will be made on, subject to, the same terms and conditions appearing in Section 9.5.4 of this Abridged Prospectus.

Any Provisional Allotments which are not taken up or not validly taken up by you and/or your renouncee(s)/transferee(s) (if applicable) shall be made available for Excess ICPS. It is the intention of our Board to allot the Excess ICPS, if any, on a fair and equitable manner and in the priority and basis as detailed in Section 9.9.1 above.

9.10 Form of issuance

Bursa Securities has already prescribed the ICPS to be listed on the Main Market of Bursa Securities and to be deposited with Bursa Depository. Accordingly, the ICPS are prescribed securities and as such, the SICDA and the Rules of Bursa Depository shall apply to all dealings in the ICPS.

Failure to comply with the specific instructions for applications or inaccuracy in the CDS Account number may result in the application being rejected. No physical certificate shall be issued to you under the Rights Issue. Instead, the ICPS will be credited directly into your CDS Account.

A notice of allotment will be despatched to you and/or your renouncee(s)/transferee(s) (if applicable) by ordinary post to the address shown in our Record of Depositors provided by Bursa Depository at your own risk within 8 Market Days from the Closing Date or such other period as may be prescribed or allowed by Bursa Securities.

If you are an Authorised Nominee who has subscribed for NRS with Bursa Depository, an electronic notification will be sent to you within 8 Market Days from the Closing Date or such other period as may be prescribed or allowed by Bursa Securities through Bursa Depository's existing network facility with the Authorised Nominees in the manner as set out in Bursa Depository's User Guide for NRS.

Where the ICPS is provisionally allotted to Entitled Shareholders in respect of their existing PGF Shares standing to the credit in their CDS Accounts as at the Entitlement Date, the acceptance by our Entitled Shareholders of the Provisional Allotments shall mean that they consent to receive such Provisional Allotments as prescribed or deposited securities which will be credited directly into their CDS Accounts.

Any person who has purchased the Provisional Allotments or to whom the Provisional Allotments have been transferred and intends to subscribe for the ICPS must state his/her CDS Account number in the space provided in the RSF. The ICPS will be credited directly as prescribed or deposited securities into his/her CDS Account upon allotment and issuance.

The Excess ICPS, if allotted to the successful applicant who applies for the Excess ICPS, will be credited directly as prescribed securities into his/her CDS Account. The allocation will be made on a fair and equitable basis in such manner as our Board in its absolute discretion deems fit and expedient and in the best interest of our Company, as disclosed in Section 9.9.1 of this Abridged Prospectus.

9.11 Laws of foreign jurisdictions

The Documents have not been (and will not be) made to comply with the laws of any foreign jurisdiction and have not been (and will not be) lodged, registered or approved pursuant to or under any legislation (or with or by any regulatory authorities or other relevant bodies) for subscription of any foreign jurisdiction. The Rights Issue will not be made or offered for subscription in any foreign jurisdiction.

Accordingly, the Documents will not be sent to the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) who do not have a registered address in Malaysia. However, such foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) may collect the Documents from our Share Registrar, in which event our Share Registrar shall be entitled to request for such evidence as it deems necessary to satisfy itself as to the identity and authority of the person collecting the aforesaid Documents.

The foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) may accept or renounce (as the case may be) all or any part of their entitlements and exercise any other rights in respect of the Rights Issue only to the extent that it would be lawful to do so.

Our Principal Adviser, our Share Registrar, our Company, our Directors and officers and other professional advisers (collectively, the “**Parties**”) would not, in connection with the Rights Issue, be in breach of the laws of any jurisdiction to which the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) are or may be subject. Foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) shall solely be responsible to seek advice as to the laws of the jurisdictions to which they are or may be subject. The Parties shall not accept any responsibility or liability in the event that any acceptance or renunciation made by any foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable), is or shall become unlawful, unenforceable, voidable or void in any such jurisdiction.

The foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) will be responsible for payment of any issue, transfer or any other taxes or other requisite payments due in such jurisdiction and we shall be entitled to be fully indemnified and held harmless by such foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) for any issue, transfer or other taxes or other requisite payments. The foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable), will have no claims whatsoever against the Parties in respect of their rights and entitlements under the Rights Issue. Such foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) should consult their professional advisers as to whether they require any governmental, exchange control or other consents or need to comply with any other applicable legal requirements to enable them to accept the Rights Issue.

By signing the RSF, the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) are deemed to have represented, acknowledged and declared in favour of (and which representations, acknowledgements and declarations will be relied upon by) the Parties that:

- (i) the Parties would not, by acting on the acceptance or renunciation in connection with the Rights Issue, be in breach of the laws of any jurisdiction to which the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) are or may be subject to;
- (ii) the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) have complied with the laws to which they are or may be subject to in connection with the acceptance or renunciation of the Provisional Allotments;
- (iii) the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) are not nominees or agents of any person in respect of whom we would, by acting on the acceptance or renunciation of the Provisional Allotments, be in breach of the laws of any jurisdiction to which that person is or may be subject to;
- (iv) the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) are aware that the Provisional Allotments can only be transferred, sold or otherwise disposed of, or charged, hypothecated or pledged in accordance with all applicable laws in Malaysia;
- (v) the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) have received a copy of this Abridged Prospectus, have access to such financial and other information and have been provided the opportunity to ask such questions to our representatives and receive answers thereto as they deem necessary in connection with their decision to subscribe for or purchase the ICPS; and
- (vi) the foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) have sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of subscribing or purchasing the ICPS, and are and will be able, and are prepared to bear the economic and financial risks of investing in and holding the ICPS.

Persons receiving the Documents (including without limitation, custodians, nominees and trustees) must not, in connection with the offer, distribute or send the Documents into any country or jurisdiction, where to do so would or might contravene local securities, exchange control or relevant laws or regulations. If the Documents are received by any persons in such jurisdiction, or by the agent or nominee of such a person, he must not seek to accept the offer unless he has complied with and observed the laws of the relevant jurisdiction in connection therewith.

Any person who forwards the Documents to any such foreign country or jurisdiction, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this section and our Company reserves the right to reject a purported acceptance of the ICPS from any such application by foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) in any jurisdiction other than Malaysia.

We reserve the right, in our absolute discretion, to treat any acceptance of the ICPS as invalid, if we believe that such acceptance may violate applicable legal or regulatory requirements.

10. TERMS AND CONDITIONS

The issuance of the ICPS pursuant to the Rights Issue is governed by the terms and conditions as set out in this Abridged Prospectus and the accompanying NPA and RSF.

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11. FURTHER INFORMATION

You are advised to refer to the attached appendices for further information.

Yours faithfully

For and on behalf of our Board

PGF CAPITAL BERHAD

(FORMERLY KNOWN AS POLY GLASS FIBRE (M) BERHAD)


FONG WERN SHENG
Executive Chairman

APPENDIX I – INFORMATION ON OUR GROUP**1. BOARD OF DIRECTORS**

The details of our Board as at the LPD are set out below:

Name / (Designation)	Age	Address	Nationality
Fong Wern Sheng (Executive Chairman)	41	41 Love Lane 10200 Georgetown Penang	Malaysian
Tan Ming Chong (Chief Operating Officer)	42	80, Halaman Bukit Gambir 9 Sunway Bukit Gambir Gelugor 11700 Pulau Pinang	Malaysian
Fong Wah Kai (Executive Director)	75	86, Jalan Bandar 50000 Kuala Lumpur	Malaysian
Sia Taik Hian (Senior Independent Non-Executive Director)	58	3, Gerbang Sungai Ara 4 11900 Bayan Lepas Penang	Malaysian
Omar Bin Mohamed Said (Independent Non-Executive Director)	40	10, Cangkat Datuk Sulaiman 1 TTDI Hills, Taman Tun Dr. Ismail 60000 Kuala Lumpur	Malaysian
Khoo Kah Hock (Independent Non-Executive Director)	54	11A-08-12A Tingkat Paya Terubong 2 Taman Terubong Jaya 11060 Penang	Malaysian

2. SHARE CAPITAL

As at the LPD, the issued share capital of our Company is RM202,761,930 comprising 159,974,948 PGF Shares in issue. As at the LPD, our Company does not hold any treasury shares.

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APPENDIX I – INFORMATION ON OUR GROUP (CONT'D)

3. DIRECTORS' SHAREHOLDINGS

Minimum Scenario

Name	As at the LPD			(I) After the Rights Issue		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%		No. of Shares	%	
Fong Wern Sheng	10,797,400	6.75	24,258,053	10,797,400	6.75	24,258,053
Tan Ming Chong	61,000	0.04	-	61,000	0.04	-
Fong Wah Kai	6,798,800	4.25	78,056,900	6,798,800	4.25	78,056,900
Sia Taik Hian	-	-	-	-	-	-
Omar Bin Mohamed Said	-	-	-	-	-	-
Khoo Kah Hock	-	-	-	-	-	-

Name	(II) After (I) and assuming full conversion of the ICPS ⁽ⁱⁱⁱ⁾		
	Direct		Indirect
	No. of Shares	%	
Fong Wern Sheng	11,397,255	6.75	27,831,489
Tan Ming Chong	61,000	0.04	-
Fong Wah Kai	7,176,511	4.25	82,393,394
Sia Taik Hian	-	-	-
Omar Bin Mohamed Said	-	-	-
Khoo Kah Hock	-	-	-

Notes:

- (i) Deemed interested by virtue of his interest in Green Cluster pursuant to Section 8 of the Act.
- (ii) Deemed interested by virtue of his interest in Equaplus pursuant to Section 8 of the Act.
- (iii) Assuming the ICPS are fully converted into new PGF Shares based on the Conversion Price of RM0.90 and the Conversion Ratio of surrendering 9 ICPS for 1 PGF Share pursuant to Mode 1.

APPENDIX I – INFORMATION ON OUR GROUP (CONT'D)

Maximum Scenario

Name	As at the LPD			(I) After the Rights Issue		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%		No. of Shares	%	
Fong Wern Sheng	10,797,400	6.75	24,258,053	10,797,400	6.75	24,258,053
Tan Ming Chong	61,000	0.04	-	61,000	0.04	-
Fong Wah Kai	6,798,800	4.25	78,056,900	6,798,800	4.25	78,056,900
Sia Taik Hian	-	-	-	-	-	-
Omar Bin Mohamed Said	-	-	-	-	-	-
Khoo Kah Hock	-	-	-	-	-	-

Name	(II) After (I) and assuming full conversion of the ICPS (iii)		
	Direct		Indirect
	No. of Shares	%	
Fong Wern Sheng	16,196,100	6.75	36,387,079
Tan Ming Chong	91,500	0.04	-
Fong Wah Kai	10,198,200	4.25	117,085,350
Sia Taik Hian	-	-	-
Omar Bin Mohamed Said	-	-	-
Khoo Kah Hock	-	-	-

Notes:

- (i) Deemed interested by virtue of his interest in Green Cluster pursuant to Section 8 of the Act.
- (ii) Deemed interested by virtue of his interest in Equaplus pursuant to Section 8 of the Act.
- (iii) Assuming the ICPS are fully converted into new PGF Shares based on the Conversion Price of RM0.90 and the Conversion Ratio of surrendering 1 ICPS and payment of RM0.80 in cash for 1 PGF Share pursuant to Mode 2.

APPENDIX I – INFORMATION ON OUR GROUP (CONT'D)**4. SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS**

Please refer to Section 7.4 of this Abridged Prospectus for the pro forma effects of the Rights Issue on the shareholdings of the substantial shareholders of our Company.

5. HISTORICAL FINANCIAL INFORMATION

The following tables set out our Group's financial information based on our consolidated statements of comprehensive income, statements of financial positions and statements of cash flows for the FYE 28 February 2019 to FYE 28 February 2021, FPE 30 November 2020 and FPE 30 November 2021:

Historical financial performance

	Audited			Unaudited	
	FYE 28 February 2019 RM'000	FYE 29 February 2020 RM'000	FYE 28 February 2021 RM'000	9-month FPE 30 November 2020 RM'000	9-month FPE 30 November 2021 RM'000
Revenue	72,335	60,592	65,111	47,633	40,755
Other operating income	164	2,607	882	375	757
Changes in manufactured and trading inventories	(2,867)	(209)	(342)	(350)	(1,715)
Raw materials consumed/ purchase of trading inventories	(27,539)	(25,851)	(24,830)	(18,847)	(16,301)
Property development costs	(467)	(238)	(497)	-	-
Staff costs	(11,370)	(10,663)	(8,654)	(6,395)	(6,935)
Depreciation and amortisation	(5,372)	(5,584)	(6,041)	(4,543)	(5,429)
Net loss on impairment of financial instruments	-	-	(77)	-	-
Other operating expenses	(15,448)	(14,751)	(14,557)	(10,119)	(9,572)
Results from operating activities	9,436	5,903	10,995	7,754	1,560
Share of profit/ (loss) after tax of equity accounted associate and joint venture	-*	177	263	330	334
Interest income	79	214	117	86	94
Interest expense	(1,815)	(1,174)	(838)	(662)	(488)
PBT	7,700	5,120	10,537	7,508	1,500
Tax expenses	(1,451)	(1,843)	(2,469)	(1,300)	(455)
Profit for the year/ period attributable to owners of our Company	6,249	3,277	8,068	6,208	1,045
Weighted average number of Shares in issue ('000)	159,975	159,975	159,975	159,975	159,975
Basic EPS (sen)	3.91	2.05	5.04	3.88	0.65
Gross profit margin (%)	13.04	9.74	16.87	16.28	3.83
PAT margin (%)	8.64	5.41	12.39	13.03	2.56

Note:

* Negligible as the share of loss is less than RM100.

APPENDIX I – INFORMATION ON OUR GROUP (CONT'D)**FYE 28 February 2021 vs FYE 29 February 2020**

For the FYE 28 February 2021, our Group recorded revenue of approximately RM65.11 million, an increase of approximately 7.46% or RM4.52 million as compared to the previous financial year. Such increase was mainly contributed by higher sale of glass mineral wool to the Oceania market amounting to approximately RM43.20 million as compared to approximately RM25.50 million in the previous financial year. The economic stimulus package implemented by the governments in the Oceania market has given positive support for our glass mineral wool orders.

Our Group has registered a PBT of approximately RM10.54 million for the FYE 28 February 2021 as compared to the preceding year's PBT of approximately RM5.12 million, an increase of approximately RM5.42 million. The higher PBT is mainly due to higher sales volume and selling price for glass mineral wool. Our average selling price for glass mineral wool has increased by approximately 2.83% in FYE 28 February 2021 as compared to the previous financial year.

The COVID-19 pandemic has disrupted our Group's business in the following ways:

- (i) supply chain where the lack of containers and port congestion caused shipment delays and increased freight cost. As a result of this, we are unable to fulfil some of the orders due to the ocean freight issues. For orders that we are able to fulfil, freight cost has increased substantially i.e. by approximately 37.50% as compared to pre-COVID-19 pandemic period i.e. FYE 29 February 2020;
- (ii) temporary cessation of operations at our manufacturing plant where our manufacturing plant temporarily ceased operations from 18 March 2020 to 16 April 2020 to be in compliance with the standard operating procedures imposed by the Government. This temporary cessation has resulted in loss of production time which in turn have caused revenue loss to the Company. Notwithstanding this, we resumed our operations on 17 April 2020 after obtaining the relevant approval from the Ministry of International Trade and Industry; and
- (iii) our Group's property development activities were also affected due to the slow down of construction activities across Malaysia. This segment only recorded revenue of approximately RM1.17 million for the FYE 28 February 2021 as compared to approximately RM1.05 million in the previous financial year.

As part of our Group's measures to counter the impact of COVID-19, we have put in place strict measures to prevent the spread of virus among our employees as well as embarking on cost saving projects and other cost cutting measures such as freezing headcount recruitment, pay cut ranging from 5% - 25%, scaling down of production operation which led to retrenchment, and cutting other sales and general expenses.

FPE 30 November 2021 vs FPE 30 November 2020

For the FPE 30 November 2021, our Group recorded revenue of approximately RM40.76 million, a decrease of approximately 14.44% or RM6.88 million as compared to the previous year quarter. Such decrease was mainly due to the: (i) full MCO implemented by the Government starting from 1 June 2021 and temporary cessation of our manufacturing plant as a result of COVID-19 related cases whereby we operated on reduced workforce and operating capacity; and (ii) shutdown of our manufacturing plant in September 2021 to cater for furnace rebuilding and upgrading works. These have resulted in lower production and subsequently lower sale of glass mineral wool. The furnace rebuilding and upgrading works have completed and we have resumed production in mid-October 2021.

In line with the lower revenue recorded for the current quarter, our Group has registered a PBT of approximately RM1.50 million for the FPE 30 November 2021 as compared to the previous year quarter's PBT of approximately RM7.51 million, a decrease of approximately RM6.01 million.

APPENDIX I – INFORMATION ON OUR GROUP (CONT'D)**Historical financial position**

	Audited			Unaudited	
	As at 28 February 2019	As at 29 February 2020	As at 28 February 2021	As at 30 November 2020	As at 30 November 2021
	RM'000	RM'000	RM'000	RM'000	RM'000
Non-current assets	201,813	199,446	198,761	198,958	200,486
Current assets	32,976	32,869	43,198	38,878	34,851
Total assets	234,789	232,315	241,959	237,836	235,337
Share capital	202,762	202,762	202,762	202,762	202,762
Reserves	(37,500)	(34,223)	(27,754)	(28,015)	(26,709)
Equity attributable to owners of the Company/NA	165,262	168,539	175,008	174,747	176,053
Non-current liabilities	56,273	44,762	42,137	46,187	43,893
Current liabilities	13,254	19,014	24,814	16,902	15,391
Total liabilities	69,527	63,776	66,951	63,089	59,284
Total equity and liabilities	234,789	232,315	241,959	237,836	235,337
NA per Share (RM)	1.03	1.05	1.09	1.09	1.10

Historical cash flows

	Audited			Unaudited	
	FYE 28 February 2019	FYE 29 February 2020	FYE 28 February 2021	9-month FPE 30 November 2020	9-month FPE 30 November 2021
	RM'000	RM'000	RM'000	RM'000	RM'000
Net cash generated from operating activities	18,065	9,972	15,006	10,562	1,421
Net cash used in investing activities	(2,673)	(3,771)	(4,661)	(3,282)	(6,852)
Net cash used in from financing activities	(8,641)	(7,214)	(722)	(323)	(2,169)
Net increase / (decrease) in cash and cash equivalents	6,751	(1,013)	9,623	6,957	(7,600)
Cash and cash equivalents at the beginning of financial year/ period	(777)	5,974	4,960	4,961	14,583
Cash and cash equivalents at the end of financial year/ period	5,974	4,961	14,583	11,918	6,983

APPENDIX I – INFORMATION ON OUR GROUP (CONT'D)**6. HISTORICAL SHARE PRICES**

The monthly highest and lowest market prices of PGF Shares as traded on the Main Market of Bursa Securities for the past 12 months are as follows:

	Low RM	High RM
2021		
February	0.55	0.67
March	0.53	0.62
April	0.61	0.88
May	0.63	0.77
June	0.65	0.79
July	0.73	0.92
August	0.78	0.95
September	0.70	0.86
October	0.71	0.81
November	0.65	0.76
December	0.67	0.75
2022		
January	0.62	0.71

Last transacted market price on 2 November 2021
(being the day prior to the announcement of the Corporate Exercises) 0.735

Last transacted market price on the LPD 0.70

Last transacted market price on 4 February 2022
(being the last market date prior to the ex-date) 0.67

(Source: Bloomberg Finance Singapore L.P.)

7. MATERIAL CONTRACTS

As at the LPD, neither our Company nor any of our subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business of our Group) within the 2 years immediately preceding the date of this Abridged Prospectus.

8. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board has confirmed that there are no other proceedings pending or threatened against PGF Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of PGF Group:

Shue Chuan Trading Sdn Bhd (“SCTSB”) v GASB

(Court of Appeal: B-04(IM)(NCC)-477-10/2021)

On 1 August 2019, Affin Bank Berhad brought a claim against SCTSB for alleged unpaid money due under facilities granted to SCTSB of RM182,301.82 together with interests of RM184,980.24 (as at 31 May 2019) (“**Main Claim**”).

APPENDIX I – INFORMATION ON OUR GROUP (CONT'D)

Following the Main Claim, SCTSB (a purchaser of the properties developed by GASB), via a third party notice dated 29 September 2020, brought a third party claim against GASB to claim for contribution, indemnity and other claims for late delivery by GASB of the properties under two sale and purchase agreements entered into between SCTSB and GASB ("**Third Party Claim**").

GASB has successfully set aside and struck out the Third Party Claim in the Sessions Court on the grounds that SCTSB's claim was time barred pursuant to the Limitation Act 1953. The High Court upheld the Sessions Court's decision on SCTSB's appeal.

On 29 September 2021, SCTSB filed a notice of appeal to the Court of Appeal. The next date for case management has been fixed on 23 February 2022.

The solicitors acting for GASB estimate that GASB's maximum exposure of liabilities would be between RM700,000.00 and RM800,000.00. The maximum exposure of liabilities is material to our Group's financial position. However, the solicitors are of the opinion that the probable outcome of the appeal is good given that GASB has succeeded in both the Sessions Court and High Court in its striking out application and are optimistic that the Court of Appeal will reach a similar decision.

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APPENDIX II – ADDITIONAL INFORMATION

1. CONSENTS

The Principal Adviser, Company Secretary, Solicitors for the Rights Issue and Share Registrar have each given and have not subsequently withdrawn their written consents to the inclusion in this Abridged Prospectus of their names and all references thereto in the form and context in which they appear in this Abridged Prospectus.

Bloomberg Finance Singapore L.P. has given and has not subsequently withdrawn its written consent to the inclusion in this Abridged Prospectus of its name and citation of the market data made available to its subscribers in the form and context in which such name and market data appear in this Abridged Prospectus.

2. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at our Registered Office at Suite 12-A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang during normal business hours from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (excluding public holidays) for a period of at least 6 months from the date of this Abridged Prospectus:

- (i) our Constitution;
- (ii) the letters of consent referred to in Section 1 of Appendix II of this Abridged Prospectus;
- (iii) the relevant cause papers in respect of the material litigation referred to in Section 8 of Appendix I of this Abridged Prospectus; and
- (iv) the Undertakings referred to in Section 2.5 of this Abridged Prospectus.

3. RESPONSIBILITY STATEMENT

Our Board has seen and approved this Abridged Prospectus together with its accompanying documents. They collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement herein false or misleading.

Affin Hwang IB being the Principal Adviser for the Rights Issue, acknowledges that, based on all available information, and to the best of its knowledge and belief, this Abridged Prospectus constitutes a full and true disclosure of all material facts concerning the Rights Issue.

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