

SUBJECT: GENERAL ANNOUNCEMENT

CAPITAL A BERHAD ("CAPITAL A" OR THE "COMPANY")

ISSUANCE BY TELEPORT EVERYWHERE PTE LTD ("TELEPORT"), A SUBSIDIARY OF CAPITAL A OF USD50 MILLION (EQUIVALENT TO RM205 MILLION) REDEEMABLE CONVERTIBLE PERPETUAL SECURITIES ("RCPS")

1. INTRODUCTION

The Board of Directors of Capital A Berhad ("Capital A" or the "Company") wishes to announce that Teleport Everywhere Pte. Ltd. ("Teleport" or "Issuer"), a 93.48%-owned subsidiary of the Company, has on **22 January 2026** entered into a Subscription Agreement ("**Agreement**") with funds managed by HPS Investment Partners ("Subscriber" or "HPS").

HPS has agreed to subscribe for, and Teleport has agreed to issue and allot to HPS, redeemable convertible perpetual securities ("RCPS") for a total consideration of USD50 million (equivalent to RM205 million), on and subject to the terms and conditions of the Agreement.

2. INFORMATION ON THE SUBSCRIBER

HPS is a leading global alternative investment firm, which as of September 2025 oversees USD179 billion in Assets under Management.

The address of HPS is 40 West 57th Street, 33rd Floor New York, NY10019, United States of America.

3. SALIENT TERMS OF THE AGREEMENT

The principal terms of the Agreement and the RCPS are as follows:

Term	Details
Issuer	Teleport Everywhere Pte Ltd
Total Subscription Amount	USD50 million (equivalent to RM205 million) at a valuation of USD500 million (equivalent to RM2.03 billion)
Instrument	Redeemable Convertible Perpetual Securities ("RCPS")

Note: Unless otherwise stated and wherever applicable, the exchange rate of the United States of America Dollar ("USD") 1: Ringgit Malaysia ("RM") 4.05, being the latest practicable rate prior to this announcement, is used throughout this announcement for the purpose of conversion of USD into RM

Maturity & Tenure	<p>The RCPS is a perpetual capital securities instrument and does not have a fixed maturity date per se. However, it grants the Subscriber an option to require the issuer to redeem commencing five (5) years from the completion of the issuance of the RCPS ("Closing Date").</p> <p>The Issuer may redeem the Instrument commencing from two (2) years and five (5) years from the Closing Date, subject to terms and conditions set out in the Agreement.</p>
Conversion Rights	<p>Convertible into ordinary shares of Teleport upon occurrence of events set out in the Agreement (for example, IPO or trade sale of Teleport).</p> <p><i>For information purposes, the shareholding of Capital A in the Issuer will not be materially diluted in the event that the Subscriber converts the RCPS into ordinary shares in the Issuer as the Issuer will continue to remain as a subsidiary of Capital A.</i></p>
Closing Date	<p>Estimated to be by the end of Q1 2026 or such later date as may be mutually agreed in writing between the Issuer and the Subscriber.</p>

4. RATIONALE FOR THE ISSUANCE OF RCPS

The primary purpose of this fundraising exercise is to raise sufficient growth capital for Teleport. The capital is required to support the expansion of third-party airline capacity (inclusive of future freighter aircraft), strengthen Teleport's network in key global markets, and ensure the Teleport is adequately capitalised for the scale-up phase ahead.

5. UTILISATION OF PROCEEDS

The proceeds of USD50 million (equivalent to RM205 million) are intended to be utilised as follows:

Purpose	Amount (USD million)	Estimated Timeframe for Utilisation (from Closing Date)
Working Capital	USD46.1M	Within 12 months
Transaction Fees	USD3.9M	Immediate
Total	USD50M	

Note: The use of proceeds is a non-exhaustive list and subject to change based on Teleport's business requirements. The quantum of use of proceeds are also estimated figures and growth capital amounts between Aircraft, Crew, Maintenance and Insurance (ACMI) and other modes of capacity acquisition could differ.

6. FINANCIAL EFFECTS

- 6.1 Issued Share Capital: The issuance of RCPS will not affect the issued share capital of Capital A as the issuance of RCPS by Teleport does not involve any issuance of new ordinary shares in Capital A prior to conversion
- 6.2 Earnings: The issuance of RCPS by Teleport is not expected to have a material impact on earnings of Capital A for the financial year ending 31 December 2025, save for the finance costs to be recognized post-drawdown.

7. APPROVALS REQUIRED

The execution of the Agreement is not subject to the approval of the shareholders of Capital A and/or any regulatory authorities. The completion of the issuance of RCPS by Teleport is subject to the satisfaction or compliance of the terms and conditions as set out in the Agreement.

8. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

None of the directors and major shareholders of the Company, or persons connected to them have any interest, direct or indirect, in the issuance of RCPS by Teleport.

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9. DIRECTORS' STATEMENT

The Board of the Company, having considered the terms of the Agreement and the rationale, is of the opinion that the issuance of RCPS by Teleport is in the best interest of the Company.

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to the satisfaction or compliance of the terms and conditions as set out in Agreement, the issuance of RCPS by Teleport is expected to be completed by the end of Quarter 1 of 2026.