**NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF CHEEDING HOLDINGS BERHAD ("CHEEDING" OR THE "COMPANY") DATED 12 SEPTEMBER 2025 ("ELECTRONIC PROSPECTUS")**

*(Unless otherwise indicated, specified or defined in this notice, the definitions in the Prospectus shall apply throughout this notice)*

**Website**

The Electronic Prospectus can be viewed or downloaded from Bursa Malaysia Securities Berhad's ("**Bursa Securities**") website at www.bursamalaysia.com ("**Website**").

**Availability and Location of Paper / Printed Prospectus**

Any applicant in doubt concerning the validity or integrity of the Electronic Prospectus should immediately request a paper / printed copy of the Prospectus directly from the Company, TA Securities Holdings Berhad ("**TA Securities**") or Malaysian Issuing House Sdn Bhd. Alternatively, the applicant may obtain a copy of the Prospectus, subject to availability, from participating organisations of Bursa Securities, members of the Association of Banks in Malaysia and members of the Malaysian Investment Banking Association.

Prospective applicants should note that the Application Forms are not available in electronic format.

**Jurisdictional Disclaimer**

The IPO and the distribution of the Electronic Prospectus are subject to the laws of Malaysia. The Electronic Prospectus will not be distributed outside Malaysia. Bursa Securities, TA Securities and Cheeding have not authorised and take no responsibility for the distribution of the Electronic Prospectus outside Malaysia. No action has been taken to permit any offering of the IPO Shares based on the Electronic Prospectus in any jurisdiction other than Malaysia. Accordingly, the Electronic Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase of, or invitation to subscribe for or purchase of the IPO Shares in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. Prospective investors who may be in possession of the Electronic Prospectus are required to take note, to inform themselves of and to observe such restrictions.

**Close of Application**

Applications will be accepted from **10.00 a.m.** on **12 September 2025** and will close at **5.00 p.m.** on **23 September 2025**. Any change to the timetable will be advertised by the Company in a widely circulated Bahasa Malaysia and English daily newspapers within Malaysia, and an announcement of such changes would be made to the Website accordingly.

The Electronic Prospectus made available on the Website after the closing of the application period is made available solely for informational and archiving purposes. No securities will be allotted or issued on the basis of the Electronic Prospectus after the closing of the application period.

**Persons Responsible for the Internet Site in which the Electronic Prospectus is Posted**

The Electronic Prospectus which is accessible at the Website is owned by Bursa Securities. Users' access to the Website and the use of the contents of the Website and/or any information in whatsoever form arising from the Website shall be conditional upon acceptance of the terms and conditions of use as contained in the Website.

The contents of the Electronic Prospectus are for informational and archiving purposes only and are not intended to provide investment advice of any form or kind, and shall not at any time be relied upon as such.

CHEEDING HOLDINGS

**CHEEDING HOLDINGS BERHAD**
(Registration No.: 202401038246 (1584093-K))
(Incorporated in Malaysia under the Companies Act 2016)

The assets or properties in the photos shown at the front and back of this Prospectus do not belong to the Group.

**CHEEDING HOLDINGS BERHAD**

CHEEDING HOLDINGS

PROSPECTUS

PROSPECTUS

CHEEDING HOLDINGS

# CHEEDING HOLDINGS BERHAD

(Registration No.: 202401038246 (1584093-K))
(Incorporated in Malaysia under the Companies Act 2016)

**INITIAL PUBLIC OFFERING ("IPO") IN CONJUNCTION WITH THE LISTING OF CHEEDING HOLDINGS BERHAD ("CHEEDING" OR "COMPANY") ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") COMPRISING:**

**(I) PUBLIC ISSUE OF 143,000,000 NEW ORDINARY SHARES IN CHEEDING ("SHARES") ("PUBLIC ISSUE SHARES") IN THE FOLLOWING MANNER:**

- **39,863,000 PUBLIC ISSUE SHARES FOR APPLICATION BY THE MALAYSIAN PUBLIC;**
- **8,168,000 PUBLIC ISSUE SHARES FOR APPLICATION BY THE ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF OUR GROUP;**
- **27,202,000 PUBLIC ISSUE SHARES FOR APPLICATION BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS; AND**
- **67,767,000 PUBLIC ISSUE SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY ("MITI"); AND**

**(II) OFFER FOR SALE OF 65,000,000 EXISTING SHARES ("OFFER SHARES") IN THE FOLLOWING MANNER:**

- **33,109,000 OFFER SHARES FOR APPLICATION BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS; AND**
- **31,891,000 OFFER SHARES TO SELECTED BUMIPUTERA INVESTORS APPROVED BY MITI,**

**AT AN IPO PRICE OF RM0.36 PER PUBLIC ISSUE SHARE/ OFFER SHARE, PAYABLE IN FULL UPON APPLICATION.**

**Principal Adviser, Sponsor, Underwriter and Placement Agent**

TA SECURITIES
AN UNWAVERING COMMITMENT

**TA SECURITIES HOLDINGS BERHAD**
(Registration No.: 197301001467 (14948-M))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

**NO SECURITIES WILL BE ALLOTTED OR ISSUED BASED ON THIS PROSPECTUS AFTER 6 MONTHS FROM THE DATE OF THIS PROSPECTUS.**

**INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.**

**FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 202.**

BURSA SECURITIES HAS APPROVED OUR IPO AND THIS PROSPECTUS HAS BEEN REGISTERED BY BURSA SECURITIES. THE REGISTRATION OF THIS PROSPECTUS SHOULD NOT BE TAKEN TO INDICATE THAT BURSA SECURITIES RECOMMENDS THE OFFERING OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. BURSA SECURITIES HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE SECURITIES BEING OFFERED FOR INVESTMENT.

BURSA SECURITIES IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS 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 PROSPECTUS.

**THE ACE MARKET OF BURSA SECURITIES ("ACE MARKET") IS AN ALTERNATIVE MARKET DESIGNED PRIMARILY FOR EMERGING CORPORATIONS THAT MAY CARRY HIGHER INVESTMENT RISK WHEN COMPARED WITH LARGER OR MORE ESTABLISHED CORPORATIONS LISTED ON THE MAIN MARKET OF BURSA SECURITIES. THERE IS ALSO NO ASSURANCE THAT THERE WILL BE A LIQUID MARKET IN THE SHARES OR UNITS OF SHARES TRADED ON THE ACE MARKET. YOU SHOULD BE AWARE OF THE RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION.**

**THE ISSUE, OFFER OR INVITATION FOR THE OFFERING IS A PROPOSAL NOT REQUIRING APPROVAL, AUTHORISATION OR RECOGNITION OF THE SECURITIES COMMISSION MALAYSIA UNDER SECTION 212(8) OF THE CAPITAL MARKETS AND SERVICES ACT 2007.**

**THIS PROSPECTUS IS DATED 12 SEPTEMBER 2025**

All defined terms used in this Prospectus are defined under the "Definitions", "Glossary of Technical Terms" and "Our Group's Projects" section commencing on pages v, xii and xiv of this Prospectus respectively.

**RESPONSIBILITY STATEMENTS**

Our Directors, Promoters and Offerors have seen and approved this Prospectus. They collectively and individually accept 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 is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

TA Securities, being our Principal Adviser, Sponsor, Underwriter and Placement Agent, acknowledges that, based on all available information and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our IPO.

**STATEMENTS OF DISCLAIMER**

Approval has been granted by Bursa Securities for the listing and quotation of our Shares. Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of our IPO, our Company or our Shares.

Bursa Securities is not liable for any non-disclosure on the part of our Company and takes no responsibility for the contents of this 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 Prospectus. The valuation utilised for the purpose of the Listing should not be construed as an endorsement by Bursa Securities, on the value of the subject assets.

This Prospectus, together with the Application Form, has also been lodged with the Registrar of Companies, who takes no responsibility for its contents.

**OTHER STATEMENTS**

Investors 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 this Prospectus that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to the Prospectus or the conduct of any other person in relation to our Company.

Our Shares are offered to the public on the premise of full and accurate disclosure of all material information concerning the offering, for which any person set out in Section 236 of the CMSA, is responsible.

Our Shares are classified as Shariah compliant by the Shariah Advisory Council of the SC (as defined herein). This classification remains valid from the date of issue of the Prospectus until the next Shariah compliance review undertaken by the Shariah Advisory Council of the SC. The new status is released in the updated list of Shariah compliant securities, on the last Friday of May and November.

This Prospectus is prepared and published solely in connection with our IPO under the laws of Malaysia. Our Shares are offered in Malaysia on the basis of the information contained and representations made in this Prospectus. Our Company, Directors, Promoters, Offerors and our Principal Adviser, Sponsor, Underwriter and Placement Agent have not authorised anyone to provide any information or to make any representation not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Directors, Promoters, Offerors, Principal Adviser, Sponsor, Underwriter and Placement Agent, any of their respective directors, or any other persons involved in our IPO.

Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase of our Shares in any jurisdiction or in any circumstances in which such an offer is not authorised or is unlawful or to any person to whom it is unlawful to make such offer or invitation.

This Prospectus has not been and will not be made to comply with the laws of any jurisdiction other than Malaysia and has not been and will not be lodged, registered or approved pursuant to or under any applicable securities or equivalent legislation or with/ by any regulatory authority or other relevant body of any jurisdiction other than Malaysia.

We will not, prior to acting on any acceptance in respect of our IPO, make or be bound to make any enquiry as to whether you have a registered address in Malaysia and will not accept or be deemed to accept any liability in relation thereto, whether or not any enquiry or investigation is made in connection therewith. It shall be your sole responsibility, if you are or may be subjected to the laws of any countries or jurisdictions other than Malaysia, to consult your legal and/ or other professional advisers as to whether your application for our IPO would result in the contravention of any laws of such countries or jurisdictions.

Further, it shall also be your sole responsibility to ensure that your application for our IPO would be in compliance with the terms of our IPO as stated in this Prospectus and the Application Form and would not be in contravention of any laws of countries or jurisdictions other than Malaysia to which you may be subjected to. We will further assume that you have accepted our IPO in Malaysia and will be subject only to the laws of Malaysia in connection therewith. However, we reserve the right, in our absolute discretion, to treat any acceptance as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

No action has been or will be taken to ensure that this Prospectus complies with the laws of any country or jurisdiction other than the laws of Malaysia. It shall be your sole responsibility to consult your legal and/or other professional adviser on the laws to which our IPO or you are or might be subjected to. Neither us nor our Principal Adviser nor any other advisers in relation to our IPO shall accept any responsibility or liability in the event that any application made by you shall become illegal, unenforceable, avoidable or void in any country or jurisdiction.

**ELECTRONIC PROSPECTUS**

This Prospectus can be viewed or downloaded from Bursa Securities' website at www.bursamalaysia.com. The contents of the Electronic Prospectus and the copy of this Prospectus registered with Bursa Securities are the same.

You are advised that the internet is not a fully secured medium and that your Internet Share Application may be subject to risks of problems occurring during data transmission, computer security threats such as viruses, hackers and crackers, faults with computer software and other events beyond the control of the Internet Participating Financial Institutions or Participating Securities Firms. These risks cannot be borne by the Internet Participating Financial Institutions or Participating Securities Firms.

If you are in doubt of the validity or integrity of an Electronic Prospectus, you should immediately request from us, our Principal Adviser or the Issuing House, a paper printed copy of this Prospectus. In the event of any discrepancies arising between the contents of the Electronic Prospectus and the contents of the paper printed copy of this Prospectus for any reason whatsoever, the contents of the paper printed copy of this Prospectus, which are identical to the copy of the Prospectus registered with Bursa Securities, shall prevail.

In relation to any reference in this Prospectus to third party internet sites (referred to as "**Third-Party Internet Sites**"), whether by way of hyperlinks or by way of description of the Third-Party Internet Sites, you acknowledge and agree that:

(i) we and our Principal Adviser do not endorse and are not affiliated in any way with the Third-Party Internet Sites and are not responsible for the availability of, or the contents or any data, information, files or other material provided on the Third-Party Internet Sites. You shall bear all risks associated with the access to or use of the Third-Party Internet Sites;

(ii) we and our Principal Adviser are not responsible for the quality of products or services in the Third-Party Internet Sites, particularly in fulfilling any of the terms of any of your agreements with the Third-Party Internet Sites. We and our Principal Adviser are also not responsible for any loss, damage or costs that you may suffer or incur in connection with or as a result of dealing with the Third-Party Internet Sites or the use of or reliance on any data, information, files or other material provided by such parties; and

(iii) any data, information, files or other materials downloaded from the Third-Party Internet Sites is done at your own discretion and risk. We and our Principal Adviser are not responsible, liable or under obligation for any damage to your computer systems or loss of data resulting from the downloading of any such data, information, files or other materials.

Where an Electronic Prospectus is hosted on the website of the Internet Participating Financial Institutions or Participating Securities Firms, you are advised that:

(i) the Internet Participating Financial Institutions or Participating Securities Firms are only liable in respect of the integrity of the contents of an Electronic Prospectus, to the extent of the contents of the Electronic Prospectus situated on the web server of the Internet Participating Financial Institutions or Participating Securities Firms which may be viewed via web browser or other relevant software. The Internet Participating Financial Institutions or Participating Securities Firms are not responsible for the integrity of the contents of the Electronic Prospectus which has been downloaded or otherwise obtained from the web server of the Internet Participating Financial Institutions or Participating Securities Firms and subsequently communicated or disseminated in any manner to you or other parties; and

(ii) while all reasonable measures have been taken to ensure the accuracy and reliability of the information provided in an Electronic Prospectus, the accuracy and reliability of the Electronic Prospectus cannot be guaranteed as the internet is not a fully secured medium.

The Internet Participating Financial Institutions or Participating Securities Firms are not liable (whether in tort or contract or otherwise) for any loss, damage or cost, you or any other person may suffer or incur due to, as a consequence of or in connection with any inaccuracies, changes, alterations, deletions or omissions in respect of the information provided in the Electronic Prospectus which may arise in connection with or as a result of any fault or faults with web browsers or other relevant software, any fault or faults on your or any third party's personal computer, operating system or other software, viruses or other security threats, unauthorised access to information or systems in relation to the website of the Internet Participating Financial Institutions or Participating Securities Firms, and/or problems occurring during data transmission, which may result in inaccurate or incomplete copies of information being downloaded or displayed on your personal computer.

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## INDICATIVE TIMETABLE

The indicative timing of events leading to our Listing are as set out below:

| Events | Tentative Dates |
|---|---|
| Issuance of this Prospectus/ Opening date of Application | 10.00 a.m., 12 September 2025 |
| Closing date of Application | 5.00 p.m., 23 September 2025 |
| Balloting of Application | 25 September 2025 |
| Allotment/ Transfer of the IPO Shares to successful applicants | 3 October 2025 |
| Date of Listing | 7 October 2025 |

In the event there is any change to the indicative timetable above, we will advertise the notice of the changes in a widely circulated English and Bahasa Malaysia daily newspapers in Malaysia, and will make an announcement on Bursa Securities' website.

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## DEFINITIONS

Unless the context otherwise requires, the following abbreviations shall apply throughout this Prospectus:

**COMPANIES WITHIN OUR GROUP:**

| | | |
|---|---|---|
| BC Services | : | BC Services Sdn Bhd (Registration No. 200601020767 (740520-P)) |
| Cheeding or Company | : | Cheeding Holdings Berhad (Registration No. 202401038246 (1584093-K)) |
| Cheeding Group or Group | : | Cheeding, Pembinaan Bukit Cheeding and BC Services, collectively |
| Pembinaan Bukit Cheeding | : | Pembinaan Bukit Cheeding Sdn Bhd (Registration No. 199301029534 (284273-D)) |

**GENERAL:**

| | | |
|---|---|---|
| ACE Market | : | ACE Market of Bursa Securities |
| Acquisition of BC Services | : | Acquisition by Cheeding of the entire equity interest of BC Services for a purchase consideration of RM1,129,000 which was fully satisfied in cash and completed on 5 August 2025 |
| Acquisition of Pembinaan Bukit Cheeding | : | Acquisition by Cheeding of the entire equity interest of Pembinaan Bukit Cheeding for a purchase consideration of RM42,526,704.94 which was fully satisfied via the issuance and allotment of 654,256,999 new Shares at an issue price of RM0.065 per Share, which was completed on 5 August 2025 |
| Act | : | Companies Act 2016 |
| ADA | : | Authorised Depository Agent |
| AGM | : | Annual General Meeting |
| Agriculture Land | : | A piece of freehold vacant land held under individual title GM 2805, Lot 2304, Mukim Tanjong Dua Belas, Daerah Kuala Langat, Negeri Selangor Darul Ehsan |
| APAD | : | Malaysian Land Public Transport Agency |
| Application | : | Application for the Public Issue Shares by way of Application Form, the Electronic Share Application or the Internet Share Application |
| Application Form | : | Printed application form for the application of the Public Issue Shares |
| ATM | : | Automated teller machine |
| Authorised Financial Institution | : | Authorised financial institution participating in the Internet Share Application, with respect to payments for our Public Issue Shares |
| Balloting Shares | : | 39,863,000 Public Issue Shares made available for application by the Malaysian Public via balloting |

## DEFINITIONS

| | | |
|---|---|---|
| Board | : | Board of Directors of Cheeding |
| Bursa Depository or Depository | : | Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W)) |
| Bursa Securities | : | Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W)) |
| CAGR | : | Compound annual growth rate |
| CCM | : | Companies Commission of Malaysia |
| CDS | : | Central Depository System |
| CDS Account | : | Account(s) established by Bursa Depository for the recording of deposits or withdrawals of securities and dealings in such securities by the Depositor |
| Central Depositories Act or SICDA | : | Securities Industry (Central Depositories) Act 1991 |
| CFO | : | Chief Financial Officer |
| CIDB | : | Construction Industry Development Board Malaysia (Lembaga Pembangunan Industri Pembinaan Malaysia) |
| COO | : | Chief Operating Officer |
| CMSA | : | Capital Markets and Services Act 2007 |
| COVID-19 | : | Coronavirus disease 2019 |
| Depositor | : | A holder of a CDS Account |
| Director | : | A director within the meaning of Section 2 of the CMSA |
| DLP | : | Defect liability period. A period of time after a development project has been completed, during which the developer is obliged to return to the site to remedy defects, if any |
| DOSH | : | Department of Occupational Safety and Health Malaysia |
| EBIT | : | Earnings before interest and taxation |
| EBITDA | : | Earnings before interest, taxation, depreciation and amortisation |
| Electronic Prospectus | : | Copy of this Prospectus that is issued, circulated or disseminated via the internet, and/ or an electronic storage medium, including but not limited to CD-ROMs (compact disc read-only memory) |
| Electronic Share Application | : | Application for the Public Issue Shares through a Participating Financial Institution's ATM |
| Eligible Parties | : | Eligible Directors and employees of our Group and other persons who have contributed to the success of our Group |
| EPCC | : | Engineering, procurement, construction and commissioning |

**DEFINITIONS**

| | | |
|---|---|---|
| EPS | : | Earnings per Share |
| Financial Periods Under Review | : | FYE 2022, FYE 2023, FYE 2024 and FYE 2025, collectively |
| FYE | : | Financial year ended/ending 31 March |
| Government | : | Government of Malaysia |
| GL | : | Gross loss |
| GP | : | Gross profit |
| IMR Report | : | Independent Market Research Report dated 26 August 2025 prepared by the IMR |
| Internet Participating Financial Institutions or Participating Securities Firms | : | Participating Financial Institutions or Participating Securities Firms for the Internet Share Application, as listed in **Section 16** of this Prospectus |
| Internet Share Application | : | Application for the Public Issue Shares through an online share application service provided by the Internet Participating Financial Institutions or Participating Securities Firms |
| IPO | : | Our initial public offering comprising the Public Issue and the Offer for Sale, collectively |
| IPO Price | : | RM0.36 per IPO Share, being the price payable by investors under the Public Issue and/or the Offer for Sale |
| IPO Shares | : | The Public Issue Shares and the Offer Shares, collectively |
| ISO | : | International Organisation for Standardization |
| Issuing House | : | Malaysian Issuing House Sdn Bhd (Registration No. 199301003608 (258345-X)) |
| LAD | : | Liquidated ascertained damaged |
| LAT | : | Loss after tax |
| LBT | : | Loss before tax |
| Listing | : | The admission of Cheeding to the Official List and the listing and quotation of our entire enlarged share capital of RM94,006,706 comprising 797,257,000 Shares on the ACE Market |
| Listing Requirements | : | ACE Market Listing Requirements of Bursa Securities |
| LOA | : | Letter of award / acceptance |
| LPD | : | 15 August 2025, being the latest practicable date prior to the issuance of this Prospectus |
| LPS | : | Loss per Share |
| LPIP Act | : | Lembaga Pembangunan Industri Pembinaan Malaysia Act 1994 |

**DEFINITIONS**

| | | |
|---|---|---|
| Malaysian Public | : | Malaysian citizens, companies, co-operatives, societies and institutions incorporated or organised under the laws of Malaysia |
| Market Day | : | Any day on which the stock market of Bursa Securities is open for trading in securities |
| MCCG | : | Malaysian Code on Corporate Governance issued by the SC |
| MFRS | : | Malaysian Financial Reporting Standards |
| MITI | : | Ministry of Investment, Trade and Industry, Malaysia |
| MOF | : | Ministry of Finance, Malaysia |
| MyIPO | : | Intellectual Property Corporation of Malaysia |
| NA | : | Net assets |
| N/A | : | Not applicable |
| NBV | : | Net book value |
| Offer for Sale | : | Offer for sale by the Offerors of the Offer Shares at our IPO Price |
| Offer Shares | : | Existing 65,000,000 Shares to be offered by the Offerors pursuant to the Offer for Sale |
| Offeror | : | Ng Kian Chai and/or Tan Sook Hoi being the offerors of the Offer for Sale |
| Official List | : | A list specifying all securities which have been admitted for listing on Bursa Securities and not removed |
| OSHA | : | Occupational Safety and Health Act 1994 |
| Participating Financial Institutions | : | Participating Financial Institutions for the Electronic Share Application, as listed in **Section 16** of this Prospectus |
| PAT | : | Profit after tax |
| PBT | : | Profit before tax |
| Cheeding Shares or Shares | : | Ordinary shares in the share capital of Cheeding |
| PE Multiple | : | Price-to-earnings multiple |

**DEFINITIONS**

| | | |
|---|---|---|
| Person Connected | : | In relation to any person (referred to as "**said Person**") means such person who falls under any one of the following categories:<br><br>(i) a family member of the said Person;<br>(ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;<br>(iii) a partner of the said Person;<br>(iv) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;<br>(v) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;<br>(vi) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to the voting shares in the body corporate; or<br>(vii) a body corporate which is related corporation of the said Person |
| Pink Form Allocations | : | Allocation of 8,168,000 Pink Form Shares to our Eligible Parties |
| Pink Form Shares | : | 8,168,000 Public Issue Shares made available for application by the Eligible Parties |
| Placement Shares | : | Collectively, 65,000,000 Offer Shares and 94,969,000 Public Issue Shares available for application by way of private placement to selected investors and selected bumiputera investors approved by MITI |
| Promoter | : | Ng Kian Chai and/or Ng Chai Hsia |
| Prospectus | : | This Prospectus dated 12 September 2025 in relation to our IPO |
| Providence or IMR | : | Providence Strategic Partners Sdn Bhd (Registration No. 201701024744 (1238910-A)), our Independent Market Researcher |
| Public Issue | : | Public issue of the Public Issue Shares at our IPO Price |
| Public Issue Shares | : | 143,000,000 new Shares to be issued pursuant to the Public Issue |
| Record of Depositors | : | A record of depositors provided by Bursa Depository to our Company under the Rules |
| Register | : | The register of members to be kept pursuant to the Act, and unless otherwise expressed to the contrary, includes the Record of Depositors |

## DEFINITIONS

| | | |
|---|---|---|
| Rules | : | Rules of Bursa Depository |
| SC | : | Securities Commission Malaysia |
| Specified Shareholders | : | The specified shareholders of Cheeding, namely Ng Kian Chai and Tan Sook Hoi, collectively |
| sq. ft. | : | Square feet |
| SST | : | Sales and Service Tax |
| TA Securities or Principal Adviser or Sponsor or Underwriter or Placement Agent | : | TA Securities Holdings Berhad (Registration No. 197301001467 (14948-M)) |
| TNB | : | Tenaga Nasional Berhad (Registration No. 199001009294 (200866-W)) |
| Underwriting Agreement | : | The underwriting agreement dated 25 August 2025 entered into between our Company and our Underwriter pursuant to our IPO |
| % | : | Per centum |

**CURRENCY:**

| | | |
|---|---|---|
| RM and sen | : | Ringgit Malaysia and sen, the lawful currency of Malaysia |

**MAJOR CUSTOMERS AND SUPPLIERS OF OUR GROUP:**

The following are details of our major customer(s) and supplier(s) whose names have been redacted for confidentiality throughout this Prospectus:

| | | |
|---|---|---|
| Customer A | : | A private limited company involved in property development located in Kuala Lumpur, Malaysia. It is a subsidiary of a public listed company on the Main Market of Bursa Securities. Customer A is one of our major customers for the FYE 2022 and FYE 2023, with an approximate length of 7 years of relationship with us as at the LPD. Customer A contributed RM1.34 million (14.08%) and RM0.01 million (0.03%) to our total revenue for FYE 2022 and FYE 2023 respectively in respect of Bandar Sri Damansara Project.<br><br>We are unable to disclose the identity of the Customer A as it has not agreed to our request for consent for disclosure in this Prospectus. |
| Supplier A | : | A private limited company based in Johor, Malaysia that is principally involved as dealers in wire welded mesh and fencing materials. Supplier A is one of our major suppliers for the FYE 2022, with an approximate length of 4 years of relationship with us as at the LPD. Supplier A contributed RM0.23 million (10.08%) to our total material purchases and subcontractors' fee for FYE 2022.<br><br>We are unable to disclose the identity of the Supplier A as it has not agreed to our request for consent for disclosure in this Prospectus. |

| | | |
|---|---|---|
| Supplier B | : | A private limited company based in Selangor, Malaysia that is principally involved in the production and sale of ready-mix concrete and concrete products as well as investment holding, and as transport agent. Supplier B is one of our major suppliers for the FYE 2022, with an approximate length of 6 years of relationship with us as at the LPD. Supplier B contributed RM0.07 million (3.07%) to our total material purchases and subcontractors' fee for FYE 2022.<br><br>We are unable to disclose the identity of the Supplier B as it has not agreed to our request for consent for disclosure in this Prospectus. |
| Supplier C | : | A private limited company based in Selangor, Malaysia that is principally involved in manufacturing of piles and fabrication works for the construction industry. Supplier C is one of our major suppliers for the FYE 2022, with an approximate length of 18 years of relationship with us as at the LPD. Supplier C contributed RM0.09 million (3.99%) to our total material purchases and subcontractors' fee for FYE 2022.<br><br>We are unable to disclose the identity of the Supplier C as it has not agreed to our request for consent for disclosure in this Prospectus. |

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## GLOSSARY OF TECHNICAL TERMS

This glossary contains explanation of certain terms used throughout this Prospectus in connection with our Group and business operations. The terminologies and their meanings may not correspond to the standard industry meanings or usage of these terms.

| | | |
|---|---|---|
| Anti-climbing device | : | A device that provides added protection to the security perimeter |
| Backhoes | : | A type of excavator consisting of a digging bucket at the end of an articulated arm |
| Busbars | : | A metallic strip or bar, typically housed inside switchgears, panel boards and busway enclosures for local high current power distribution |
| Cross arm | : | Cross arm is a horizontal structure attached to the pylon tower's vertical body that supports and separates the electrical conductors (wires) at a safe distance from each other |
| Circuit breaker | : | A switching device designed to shut off power to individual circuits in the event of a circuit overload |
| Current transformer | : | An electrical device which is used to transfer power from one circuit to another through electromagnetic induction. Current transformers raise or lower voltage levels as and when needed |
| Danger plate | : | A signage used for restricted movement in the high voltage electrical areas |
| DC | : | Direct current. An electric current that flows in one direction only |
| Derricks | : | A kind of crane with a movable pivoted arm for moving heavy weights |
| Formwork | : | Mold used to form concrete into structural shapes such as beams, columns and slabs for building |
| HDD | : | Horizontal directional drilling. A method of installing underground pipelines, cables and service conduit through trenchless methods. It involves the use of a directional drilling machine, and associated attachments, to accurately drill along the chosen bore path and back ream the required pipe |
| Isolator | : | A mechanical switch which isolates part of the circuit from the system, when required |
| Insulator | : | A material which does not easily allow heat and/or electricity to pass through it |
| kV | : | Kilovolts |
| Lattice pylon tower | : | A 4-legged pylon tower used to support overhead power line to transmit electrical energy across long distances |
| Link box | : | A device that is used to reduce electrical losses in an electrical cable |
| Monopole pylon tower | : | A pylon tower that consists of one main stem (or pole) which is anchored to the ground |

## GLOSSARY OF TECHNICAL TERMS

| | | |
|---|---|---|
| Open trench excavation method | : | A construction technique which consists of digging down to and exposing, removing or installing an existing or a new pipe, or a section thereof, followed with backfilling the trench |
| National Grid | : | The high-voltage electric power transmission network in Peninsular Malaysia |
| Pylon tower | : | A tall structure made of steel that is used to support an overhead power line |
| Post insulators | : | A high voltage insulator that supports transmission and distribution cables on pylon towers and isolates the cables from the pylon towers themselves |
| Reamer | : | A tool for widening or finishing drilled holes |
| Rebar | : | A tension device added to concrete to form reinforced concrete and reinforced masonry structures to strengthen and aid the concrete under tension |
| Relay protection device | : | A device used for fault detection in transformers |
| Shafts | : | A pole or rod that forms the handle of a tool or weapon |
| Surge arrestor | : | A device that protects electrical installations and equipment from electrical surges or transient voltage in cables |
| Transformer | : | An electrical device which is used to transfer power from one circuit to another through electromagnetic induction. The power transfer is accompanied with changing voltage level but without frequency change. Transformers help improve safety and efficiency of power systems by raising and lowering voltage levels as and when needed |
| TOC | : | Taking Over Certificate |
| Total station | : | A surveying instrument that integrates an electronic theodolite with an electronic distance meter |
| Tower stubs | : | The anchoring arrangement of transmission tower legs consisting of an inclined angle embedded in the concrete foundation |
| Winches | : | A mechanical device that is used to pull in (wind up) or let out (wind out) or otherwise adjust the tension of a rope or wire rope |

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**OUR GROUP'S PROJECTS**

| | | |
|---|---|---|
| Ayer Tawar Project | : | EPCC of 275kV overhead transmission line project from Ayer Tawar substation to Seri Iskandar West substation in Perak with a total contract value of RM61.00 million |
| Bandar Sri Damansara Project | : | Relocation works for existing 132kV overhead transmission line at Bandar Sri Damansara in Kuala Lumpur, Wilayah Persekutuan with a total contract value of RM8.50 million |
| Bedong Project | : | Upgrading works for double circuit 275kV overhead transmission lines project from Bedong substation to Gurun East substation in Kedah with a total contract value of RM32.70 million |
| Cyberjaya Project | : | EPCC of 275kV single circuit overhead line project from Cyberjaya South substation to a data centre substation in Cyberjaya, Selangor with a total contract value of RM30.98 million. The scope of works involves EPCC of underground infrastructure for utilities, EPCC of overhead infrastructure for utilities and substation engineering services |
| Gurun East Project | : | EPCC of 500kV overhead transmission lines project from Gurun West substation to Gurun East substation in Kedah with a total contract value of RM54.82 million |
| Iskandar Puteri Project | : | EPCC of 275kV double circuit overhead line project from Gelang Patah / Perling substation to a data centre substation in Iskandar Puteri, Johor with a total contract value of RM25.42 million. The scope of works involves EPCC of underground infrastructure for utilities, EPCC of overhead infrastructure for utilities and substation engineering services |
| Johor Project | : | Design and build for 132kV overhead transmission line from Ulu Tiram to Kota Tinggi in Johor with a total contract value of RM0.48 million |
| Johor 2 Project | : | Reconfiguration works for double circuit of existing 132kV overhead transmission line from Kangkar Tebrau substation to Seelong substation and Bukit Batu substation into 132/33kV Senai Hi-Tech East substation in Johor with a total contract value of RM19.48 million |
| Kampung Gajah Project | : | EPCC of 275kV overhead transmission line project from Seri Iskandar West substation to Kampung Gajah substation in Perak with a total contract value of RM55.50 million |
| Kedah Project | : | EPCC of 132kV overhead transmission line project from Tanjung Pauh substation to Kedah Rubber City substation for mainhead 2 in Kedah with a total contract value of RM40.15 million |
| Kedah 2 Project | : | EPCC of 132kV overhead transmission line project from Tanjung Pauh substation to Kedah Rubber City substation for mainhead 3 in Kedah with a total contract value of RM33.54 million |
| Kluang Project | : | Upgrading works for 132kV overhead transmission line project in Kluang, Johor with a total contract value of RM27.78 million |
| Kota Damansara Project | : | Installation, testing and commissioning of 33kV underground cables and accessories in Kota Damansara, Selangor with a total contract value of RM1.18 million |

**OUR GROUP'S PROJECTS**

| | | |
|---|---|---|
| Kota Setar Project | : | Upgrading works for 132kV overhead transmission line from Kota Setar substation to Alor Setar substation and reconfiguration works into Mergong substation in Kedah with a total contract value of RM11.88 million |
| Kuantan Project | : | Reconfiguration works for 275kV overhead transmission line from Alliance Steel Switching Station to Teluk Kalong into Malaysia-China Kuantan Industrial Park substation in Kuantan, Pahang with a total contract value of RM7.13 million |
| Kulim Project | : | EPCC of 132kV overhead transmission line project to a lithium battery manufacturing facility in Kulim, Kedah with a total contract value of RM42.95 million, primarily involving the EPCC of underground infrastructure for utilities. A part of the works to be undertaken for this project also involves the EPCC of overhead infrastructure for utilities and substation engineering services |
| Mergong Project | : | Reinforcement works for 132kV overhead transmission line from Tanjung Pauh to Mergong into Alor Setar substation in Kedah with a total contract value of RM0.66 million |
| Negeri Sembilan Project | : | 132kV underground cabling works from Chembong substation to Keretapi Tanah Melayu Berhad (KTMB) Rembau Feeder Station in Negeri Sembilan with a total contract value of RM3.99 million |
| Pahang Project | : | Design and build for 132kV overhead transmission line from Tanjong Gelang substation to a cement manufacturing facility and Tanjung Gelang substation to Semambu substation as well as 275kV overhead transmission line from Kuantan North substation to Gebeng Industri substation in Pahang with a contract value of RM6.32 million |
| Pahang 2 Project | : | Reconfiguration works for 275kV overhead transmission line from Yong Peng East substation in Johor to Kampung Awah substation into Bahau South substation in Pahang with a contract value of RM65.98 million |
| Penang Project | : | Reconfiguration and termination works for single circuit of 132kV overhead transmission line into Simpang Ampat Switching Station in Penang with a total contract value of RM2.43 million |
| Salak South Project | : | Reconfiguration works for double circuit of 275kV/132kV overhead transmission line from Pudu Ulu substation to Salak Selatan substation in Kuala Lumpur and 275kV overhead transmission line from Bandar Mahkota Cheras substation to Serdang substation in Selangor with a total contract value of RM13.56 million |
| Sedenak Project | : | EPCC of 132kV double circuit underground cable project from Sedenak substation to a data centre substation in Johor with a total contract value of RM14.12 million |
| Selangor Project | : | Design and build for 132kV overhead transmission tower in Shah Alam, Selangor with a total contract value of RM0.59 million |
| Shah Alam Project | : | Reconfiguration works for 275kV and 132kV overhead transmission line into Elmina West substation in Shah Alam, Selangor with a total contract value of RM4.65 million |

## OUR GROUP'S PROJECTS

| | | |
|---|---|---|
| Tapah Project | : | Tower replacement works for 132kV overhead transmission lines project from Sultan Idris Power Station to Sultan Yusof Power Station in Tapah, Perak with a total contract value of RM36.18 million |
| Terengganu Project | : | Dismantle, design, supply, install, commission and other related works for 132kV overhead transmission lines in Kerteh, Terengganu with a total contract value of RM5.00 million |

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## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Any reference to words such as “we”, “us”, “our” and “ourselves” in this Prospectus shall be a reference to our Company, our Group or any member company of our Group as the context requires, unless otherwise stated. All references to “Cheeding” and “our Company” in this Prospectus are to Cheeding Holdings Berhad, references to “our Group” are to our Company and our subsidiaries taken as a whole. Unless the context otherwise requires, references to “Management” are to our Directors and key senior management as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

The word “approximately” used in this Prospectus is to indicate that a number is not an exact one, but that number is usually rounded off to the nearest thousand or million or 2 decimal places (for percentages) or one sen (for currency). Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding.

Certain abbreviations, acronyms and technical terms used are defined in the “Definitions”, “Glossary of Technical Terms” and “Our Group’s Projects” appearing before this section. Words denoting singular shall include plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include companies and corporations.

Any reference in this Prospectus to any legislation, statute or statutory provision shall be a reference to the statute or legislation of Malaysia and includes any statutory modification, amendment or reenactment thereof, unless otherwise indicated.

This Prospectus includes statistical data provided by our Management and various third parties and cites third party projections regarding growth and performance of the industry in which our Group operates. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus. Where no source is stated, it can be assumed that the information originates from us. In particular, certain information in this Prospectus is extracted or derived from report(s) prepared by the IMR. We believe that the statistical data and projections cited in this Prospectus are useful in helping you to understand the major trends in the industry in which we operate. However, third party projections, including the projections from the IMR, cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. Hence, you should not place undue reliance on the third-party projections cited in this Prospectus.

Any references to dates and times in this Prospectus are references to dates and times in Malaysia, unless otherwise stated.

The information on our website, or any website directly or indirectly linked to such website does not form part of this Prospectus and you should not rely on such information for the purposes of your decision whether or not to invest in our Shares.

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## FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements other than those of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, prospects, plans and objectives of our Group for future operations are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties, contingencies and other factors beyond our control that could cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we operate in the future. Such forward-looking statements reflect our management's current view with respect to future events and are not a guarantee of future performance.

Forward-looking statements can be identified by the use of forward-looking terminology such as "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast", "project" or similar expressions and include all statements that are not historical facts.

Such forward looking statement include, without limitations, statements relating to:

(i) demand for our services;
(ii) our business strategies;
(iii) our future plans;
(iv) our future financial position, earnings, cash flows and liquidity; and
(v) our ability to pay future dividends.

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, without limitation:

(i) the economic, political and investment environment in Malaysia; and
(ii) government policies, legislations or regulations.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in "Risk factors" section, "Management's discussion and analysis of financial condition and results of operations" section and "Order book" section of this Prospectus. We cannot give any assurance that the forward-looking statements in this Prospectus will be realised. Such forward-looking statements are based on information available to us as at the LPD.

The delivery of this Prospectus or any issue made in connection with this Prospectus shall not, under any circumstances, constitute a representation or create any implication that there has been no change in our affairs since the date of this Prospectus. Nevertheless, should we become aware of any subsequent material change or development affecting matters disclosed in the Prospectus arising from the date of registration of this Prospectus with Bursa Securities but before the date of allotment of our Public Issue Shares and/or transfer of our Offer Shares, we will issue a supplementary or replacement prospectus, as the case may be, in accordance with the provisions of Rule 3.12D of the Listing Requirements, provisions of Section 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6) of the Prospectus Guidelines (Supplementary and Replacement Prospectus).

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## 1. CORPORATE DIRECTORY

### BOARD OF DIRECTORS

| Name (Gender) | Designation | Address | Nationality |
|---|---|---|---|
| Saw Wai Chuan (F) | Independent Non-Executive Chairperson | 58, Jalan BU10/6<br>Bandar Utama Damansara<br>47800 Petaling Jaya<br>Selangor Darul Ehsan | Malaysian |
| Ng Kian Chai (M) | Managing Director | No. 25, Jalan PJS 9/1A<br>Bandar Sunway<br>46150 Petaling Jaya<br>Selangor Darul Ehsan | Malaysian |
| Ng Chai Hsia (F) | Executive Director | 119, Jalan 14/58<br>46100 Petaling Jaya<br>Selangor Darul Ehsan | Malaysian |
| Wendy Kam (F) | Independent Non-Executive Director | 19, Jalan Suarasa 4/2<br>Avenue 4, Bandar Tun Hussein Onn<br>43200 Cheras<br>Selangor Darul Ehsan | Malaysian |
| Chang Poh Sheng (M) | Independent Non-Executive Director | No. 55, Jalan PJU 3/51<br>Sunway Rymba Hills<br>Sunway Damansara<br>47810 Petaling Jaya<br>Selangor Darul Ehsan | Malaysian |
| Poh Zuan Yin (F) | Independent Non-Executive Director | Unit 2, No. 93, Jalan Pudina<br>Bangsar<br>59000 Kuala Lumpur<br>W.P. Kuala Lumpur | Malaysian |

Notes:
(M) refers to male

(F) refers to female

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## 1. CORPORATE DIRECTORY

### AUDIT AND RISK MANAGEMENT COMMITTEE

| Name | Designation | Directorship |
|---|---|---|
| Chang Poh Sheng | Chairperson | Independent Non-Executive Director |
| Wendy Kam | Member | Independent Non-Executive Director |
| Poh Zuan Yin | Member | Independent Non-Executive Director |

### REMUNERATION COMMITTEE

| Name | Designation | Directorship |
|---|---|---|
| Poh Zuan Yin | Chairperson | Independent Non-Executive Director |
| Wendy Kam | Member | Independent Non-Executive Director |
| Chang Poh Sheng | Member | Independent Non-Executive Director |

### NOMINATION COMMITTEE

| Name | Designation | Directorship |
|---|---|---|
| Wendy Kam | Chairperson | Independent Non-Executive Director |
| Chang Poh Sheng | Member | Independent Non-Executive Director |
| Poh Zuan Yin | Member | Independent Non-Executive Director |

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## 1. CORPORATE DIRECTORY

| | | |
|---|---|---|
| **COMPANY SECRETARIES** | : | **Cospec Management Services Sdn Bhd**<br>(Registration No. 199301023725 (278463-H))<br><br>Third Floor, No. 73, 75, 77, 79 & 81<br>Jalan SS21/60<br>Damansara Utama<br>47400 Petaling Jaya<br>Selangor Darul Ehsan<br><br>Tel No. : +603-7725 1777<br><br>**Tea Sor Hua**<br>(CCM Practising Certificate No. 201908001272)<br>Professional Qualification : Malaysian Association of Company Secretaries ("**MACS**")<br>Membership No.: MACS 01324<br><br>**Loo Hui Yan**<br>(CCM Practising Certificate No. 202308000290)<br>Professional Qualification : Malaysian Institute of Chartered Secretaries and Administrators ("**MAICSA**")<br>Membership No.: MAICSA 7069314 |
| **REGISTERED OFFICE** | : | Third Floor, No. 77, 79 & 81<br>Jalan SS21/60<br>Damansara Utama<br>47400 Petaling Jaya<br>Selangor Darul Ehsan<br><br>Tel No. : +603-7725 1777<br>Email : info@cospec.com.my |
| **HEAD OFFICE** | : | Suite 923, Block B1, Level 9, Leisure Commerce Square<br>No. 9, Jalan PJS 8/9<br>46150 Petaling Jaya<br>Selangor Darul Ehsan<br><br>Tel No. : +603-7877 7682<br>Fax No. : +603-7877 1206<br>Email : chb@cheeding.com<br>Website : www.cheeding.com |
| **PRINCIPAL ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT** | : | **TA Securities Holdings Berhad**<br>(Registration No. 197301001467 (14948-M))<br><br>29th Floor, Menara TA One<br>22, Jalan P. Ramlee<br>50250 Kuala Lumpur<br>Wilayah Persekutuan<br><br>Tel No. : +603-2072 1277 |

## 1. CORPORATE DIRECTORY

| | | |
|---|---|---|
| **AUDITORS AND REPORTING ACCOUNTANTS** | : | **TGS TW PLT**<br>(Registration No. 202106000004)<br>(LLP0026851-LCA) & AF002345<br><br>Unit E-16-2B, Level 16<br>Icon Tower (East)<br>No.1, Jalan 1/68F<br>Jalan Tun Razak<br>50400 Kuala Lumpur<br>Wilayah Persekutuan<br><br>Tel No. : +603-9771 4326<br><br>Partner-in-charge : Ooi Poh Lim<br>Approval No. : 03087/10/2025 J<br>Professional Qualification : Chartered Accountant, Malaysian Institute of Accountants ("**MIA**") (Membership No. 32145) |
| **SOLICITORS FOR THE IPO** | : | **David Lai & Tan**<br>Level 9, Wisma Miramas<br>No. 1, Jalan 2/109E<br>Taman Desa, Jalan Klang Lama<br>58100 Kuala Lumpur<br>Wilayah Persekutuan<br><br>Tel No. : +603-7972 7968 |
| **ISSUING HOUSE** | : | **Malaysian Issuing House Sdn Bhd**<br>(Registration No. 199301003608 (258345-X))<br><br>11th Floor, Menara Symphony<br>No. 5, Jalan Prof. Khoo Kay Kim<br>Seksyen 13<br>46200 Petaling Jaya<br>Selangor Darul Ehsan<br><br>Tel No. : +603-7890 4700 |
| **SHARE REGISTRAR** | : | **Boardroom Share Registrars Sdn Bhd**<br>(Registration No. 199601006647 (378993-D))<br><br>11th Floor, Menara Symphony<br>No. 5, Jalan Prof. Khoo Kay Kim<br>Seksyen 13<br>46200 Petaling Jaya<br>Selangor Darul Ehsan<br><br>Tel No. : +603-7890 4700 |

## 1. CORPORATE DIRECTORY

| | | |
|---|---|---|
| **INDEPENDENT MARKET RESEARCHER** | : | **Providence Strategic Partners Sdn Bhd**<br>(Registration No. 201701024744 (1238910-A)) |
| | | 67-1, Block D, The Suites, Jaya One<br>No. 72A, Jalan Prof. Diraja Ungku Aziz<br>46200 Petaling Jaya<br>Selangor Darul Ehsan |
| | | Tel No. : +603-7625 1769 |
| | | Person-in-charge : Elizabeth Dhoss<br>Qualification : Bachelor of Business Administration from the University of Malaya |
| **LISTING SOUGHT** | : | ACE Market |

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## 2. APPROVALS AND CONDITIONS

### 2.1 APPROVALS AND CONDITIONS

#### 2.1.1 Bursa Securities

Bursa Securities had, vide its letter dated 7 May 2025, approved our admission to the Official List and the listing of and quotation for our entire enlarged share capital comprising 797,257,000 Shares on the ACE Market under the Rule 3.02(1) of the Listing Requirements.

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

| No. | Details of conditions imposed | Status of Compliance |
|---|---|---|
| (1) | Submission of the following information with respect to the moratorium on the shareholdings of the specified shareholders to Bursa Depository:<br><br>(a) name of shareholders;<br>(b) number of shares; and<br>(c) date of expiry of the moratorium for each block of shares. | To be complied |
| (2) | Approvals from other relevant authorities have been obtained for the implementation of the Listing; | Complied |
| (3) | The Bumiputera equity requirements for public listed companies as approved / exempted by the SC including any conditions imposed thereon; | Complied |
| (4) | Make the relevant announcements pursuant to Paragraphs 8.1 and 8.2 of Guidance Note 15 of the Listing Requirements; | To be complied |
| (5) | Furnish to Bursa Securities a copy of the schedule of distribution showing compliance with the public shareholding spread requirements based on the entire enlarged issued share capital of the Company on the first day of Listing; | To be complied |
| (6) | In relation to the public offering to be undertaken by the Company, to announce at least 2 Market Days prior to the Listing Date, the result of the offering including the following:<br><br>(a) level of subscription of public balloting and placement;<br>(b) basis of allotment / allocation;<br>(c) a table showing the distribution for placement tranche as per the format prescribed by Bursa Securities; and<br>(d) disclosure of placees who become substantial shareholders of the Company arising from the public offering, if any.<br><br>TA Securities must ensure that the overall distribution of the Company's securities is properly carried out to mitigate any disorderly trading in the secondary market; and | To be complied |
| (7) | Cheeding / TA Securities to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval upon the admission of the Company to the Official List of the ACE Market. | To be complied |

## 2. APPROVALS AND CONDITIONS

### 2.1.2 SC

Our Listing is an exempt transaction under Section 212(8) of the CMSA and is therefore not subject to the approval of the SC.

The SC had, vide its letter dated 8 May 2025, approved our application under the Bumiputera equity requirement for public listed companies pursuant to our Listing, subject to:

| No. | Details of conditions imposed | Status of Compliance |
|---|---|---|
| (1) | Cheeding allocating shares equivalent to 12.50% of its enlarged number of issued Shares upon Listing to Bumiputera investors to be approved by MITI; and | To be complied |
| (2) | Cheeding is to make available at least 50% of the shares offered to the Malaysian public investors via balloting to Bumiputera public investors. | To be complied |

### 2.1.3 MITI

MITI had, vide its letter dated 5 February 2025, has agreed to our Listing.

## 2.2 MORATORIUM ON OUR SHARES

In compliance with Rule 3.19(1) of the Listing Requirements, a moratorium will be imposed on the sale, transfer or assignment of the Shares held by our Specified Shareholders as follows:

(i) the moratorium applies to the entire shareholdings held by our Specified Shareholders for a period of 6 months from the date of our admission to the Official List ("**First 6-month Moratorium**");

(ii) upon the expiry of the First 6-month Moratorium, we must ensure that our Specified Shareholders' aggregate shareholdings amounting to at least 45.00% of our enlarged total number of issued Shares remain under moratorium for another period of 6 months ("**Second 6-month Moratorium**"); and

(iii) thereafter, upon the expiry of the Second 6-month Moratorium, our Specified Shareholders may only sell, transfer or assign up to a maximum of 1/3rd per annum (on a straight-line basis) of the Shares held under moratorium ("**Subsequent Moratorium Period**").

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## 2. APPROVALS AND CONDITIONS

The details of our Shares held by our Specified Shareholders which will be subject to moratorium are as follows:

| Specified Shareholders | Year 1 after Listing | | | | Year 2 after Listing | | Year 3 after Listing | |
|---|---|---|---|---|---|---|---|---|
| | Moratorium shares during the First 6-month Moratorium | | Moratorium shares during the Second 6-month Moratorium | | Moratorium shares during the Subsequent Moratorium Period | | Moratorium shares during the Subsequent Moratorium Period | |
| | No. of Shares | (1)% | No. of Shares | (1)% | No. of Shares | (1)% | No. of Shares | (1)% |
| Ng Kian Chai | 542,736,700 | 68.08 | 358,765,650 | 45.00 | 239,177,100 | 30.00 | 119,588,550 | 15.00 |
| Tan Sook Hoi | 46,520,300 | 5.84 | - | - | - | - | - | - |
| **Total** | **589,257,000** | **73.91** | **358,765,650** | **45.00** | **239,177,100** | **30.00** | **119,588,550** | **15.00** |

Note:
(1) Based on our enlarged total number of 797,257,000 Shares after our IPO.

The moratorium has been fully accepted by the Specified Shareholders. Ng Kian Chai has provided written undertakings that he will not sell, transfer or assign his shareholdings in Cheeding under moratorium during the First 6-month Moratorium, Second 6-month Moratorium and Subsequent Moratorium Period. Tan Sook Hoi has provided written undertakings that she will not sell, transfer or assign her shareholdings in Cheeding under moratorium during the First 6-month Moratorium.

The moratorium restrictions are specifically endorsed on the share certificates representing the Shares under moratorium held by our Specified Shareholders to ensure that our Share Registrar will not register any transfer and sale that are not in compliance with the aforesaid restriction imposed.

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## 3. PROSPECTUS SUMMARY

**THIS PROSPECTUS SUMMARY ONLY HIGHLIGHTS THE KEY INFORMATION FROM OTHER PARTS OF THIS PROSPECTUS. IT DOES NOT CONTAIN ALL THE INFORMATION THAT MAY BE IMPORTANT TO YOU. YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE WHOLE PROSPECTUS PRIOR TO DECIDING ON WHETHER TO INVEST IN OUR SHARES.**

### 3.1 PRINCIPAL DETAILS OF OUR IPO

Our IPO is subject to the terms and conditions of this Prospectus. The allocation of the IPO Shares and principal details of our IPO are as follows:

| | Public Issue | | Offer for Sale | | Total | |
|---|---|---|---|---|---|---|
| | No. of Shares | (1)% | No. of Shares | (1)% | No. of Shares | (1)% |
| **Malaysian public (via balloting)** | | | | | | |
| - Bumiputera | 19,931,500 | 2.50 | - | - | 19,931,500 | 2.50 |
| - Non-Bumiputera | 19,931,500 | 2.50 | - | - | 19,931,500 | 2.50 |
| **Sub-total** | **39,863,000** | **5.00** | **-** | **-** | **39,863,000** | **5.00** |
| **Eligible Parties** | **8,168,000** | **1.02** | **-** | **-** | **8,168,000** | **1.02** |
| **Private placement** | | | | | | |
| - Selected Bumiputera investors approved by MITI | 67,767,000 | 8.50 | 31,891,000 | 4.00 | 99,658,000 | 12.50 |
| - Selected investors | 27,202,000 | 3.41 | 33,109,000 | 4.15 | 60,311,000 | 7.56 |
| **Sub-total** | **94,969,000** | **11.91** | **65,000,000** | **8.15** | **159,969,000** | **20.06** |
| **Total** | **143,000,000** | **17.93** | **65,000,000** | **8.15** | **208,000,000** | **26.08** |

| | |
|---|---|
| **Enlarged total number of Shares upon Listing** | **797,257,000** |
| **IPO Price** | **RM0.36** |
| **Market capitalisation** (calculated based on our IPO Price and enlarged total number of Shares upon Listing) | **RM287,012,520** |

Note:
(1) Based on our enlarged total number of 797,257,000 Shares after our IPO.

Further details of our IPO are set out in **Section 4.3** of this Prospectus.

In compliance with Rule 3.19(1) of the Listing Requirements, a moratorium will be imposed on the sale, transfer or assignment of the Shares held by our Specified Shareholders. Further details of the moratoriums are set out in **Section 2.2** of this Prospectus.

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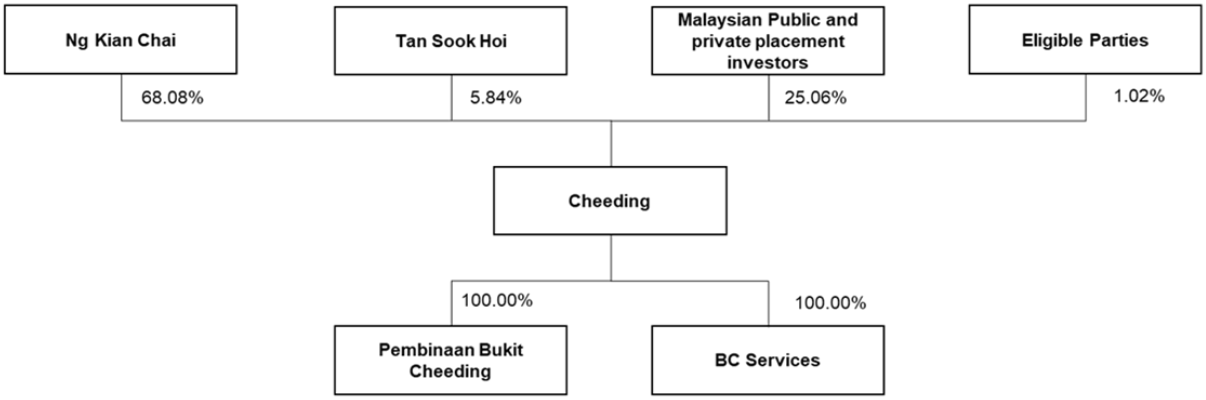
## 3. PROSPECTUS SUMMARY

### 3.2 OUR GROUP STRUCTURE AND BUSINESS MODEL

Our Company was incorporated in Malaysia under the Act on 11 September 2024 as a private limited company under the name of Cheeding Holdings Sdn Bhd. Subsequently on 6 November 2024, our Company was converted to a public limited company and assumed its present name of Cheeding Holdings Berhad to embark on the Listing. Our Group's corporate structure after the IPO is as follows:




Further details of our Group are set out in **Section 6** of this Prospectus.

Our Company is an investment holding company. Through our subsidiary, Pembinaan Bukit Cheeding, we are predominantly involved in the provision of infrastructure utilities engineering solutions where our main activities involve the EPCC and maintenance of overhead infrastructure for utilities. Pembinaan Bukit Cheeding is also involved in the EPCC of underground infrastructure for utilities and substation engineering services. Our subsidiary, BC Services, is involved in the supply of electrical and civil engineering related services in relation to design works for projects undertaken by Pembinaan Bukit Cheeding.

Our business model is illustrated as follows:

| Principal business activities | Provision of utilities engineering solutions | | |
|---|---|---|---|
| Segments | EPCC and maintenance of overhead infrastructure for utilities | EPCC of underground infrastructure for utilities | Substation engineering services |
| Roles | • Main contractor<br>• Subcontractor | Main contractor | Main contractor |
| Revenue contribution(1) | FYE 2024: 99.88%<br>FYE 2025: 70.58% | FYE 2024: Nil<br>FYE 2025: 22.63% | FYE 2024: 0.12%<br>FYE 2025: 6.79% |
| Principal market | Peninsular Malaysia | | |

Note:

(1) Our Group's revenue during the Financial Periods Under Review were entirely contributed by Pembinaan Bukit Cheeding. The financial information of BC Services was not included in the combined financial statements of our Group, for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, as BC Services is not regarded as an entity under common control of Ng Kian Chai, being the shareholder of Cheeding. In conjunction with our Listing, we had on 5 November 2024 entered into a conditional share sale agreement to undertake the Acquisition of BC Services. The Acquisition of BC Services is intended to eliminate potential conflict of interest as BC Services is owned by our Promoters' immediate family members i.e. Ng Lam Tiong and Lee Bee Wei, and to eliminate future related party transactions. Please refer to **Sections 6.2.2 and 6.5.2** of this Prospectus, for further details.

## 3. PROSPECTUS SUMMARY

Our Group's business activities are summarised as follows:

| Type of services | Description |
|---|---|
| EPCC and maintenance of overhead infrastructure for utilities | • Our Group procures, supplies, delivers, installs, constructs, tests and commissions as well as inspects, repairs and maintains overhead infrastructure for utilities. Our Group engages consultants and professional engineers to develop and endorse design drawings.<br>• As part of our overhead utilities engineering solutions, our Group is involved in project planning and management for the projects it undertakes. This comprises developing and implementing project plan which outlines the scope of works, technical specifications, permit requirements, project schedule, cost analysis and risk analysis.<br>• Our Group also performs maintenance services of overhead infrastructure for utilities. Our Group's scope of works for maintenance services of overhead infrastructure for utilities mainly comprise replacement and refurbishment activities.<br>• During the Financial Periods Under Review, approximately 67.88%, 88.59%, 99.48% and 68.92% of our Group's revenue is derived from EPCC of overhead infrastructure for utilities. |
| EPCC of underground infrastructure for utilities | • Our Group undertakes planning, procurement, construction and commissioning of underground infrastructure for utilities. Our Group engages consultants and professional engineers to develop and endorse design drawings.<br>• As part of our underground utilities engineering solutions, our Group is involved in project planning and management for the contracts it undertakes. This comprises developing and implementing the project plan which outlines the scope of works, technical specifications, permit requirements, project schedule, cost analysis and risk analysis.<br>• For the FYE 2022, FYE 2023 and FYE 2024, the Group did not derive any revenue from this segment. For the FYE 2025, approximately 22.63% of our Group's revenue was derived from this segment. |
| Substation engineering services | • Our Group undertakes substation engineering works involving technical design and build of primary equipment in the primary bay of a new or existing substation. We are also involved in the design, modification, upgrading, replacement and retrofitting of electrical systems components in secondary bay in existing substations due to, among others, capacity expansions or for creating linkages to other transmission substations and/or transmission lines.<br>• Our Group performs foundation, erection and stringing works for the purposes of interconnecting the electrical substations to the utility grid system.<br>• During the Financial Periods Under Review approximately nil, 2.19%, 0.12% and 6.79% of our Group's revenue is derived from this segment. |

Further details of our Group's business activities are set out in **Sections 7.2, 7.2.1, 7.2.2** and **7.2.3** of this Prospectus.

### 3.3 COMPETITIVE STRENGTHS

Our Group's competitive strengths are summarised as follows:

**(a)** **We have project track record in supporting the power infrastructure utilities industry.** Our Group has approximately 18 years of experience in the power infrastructure utilities industry. As at the LPD, our Group is an approved contractor for TNB and we have 16 years of relationship with them. Over the years, we have strengthened our technical skills and capabilities in the areas of project planning, project management, project delivery, quality of works performed and site safety matters to undertake larger projects. Furthermore, our Group has a proven track record as evidenced by the increase in our revenue from RM9.48 million in FYE 2022 to RM36.95 million in FYE 2023, RM88.16 million in FYE 2024 and to RM117.68 million in FYE 2025. Our Directors believe that our Group's experience and proven track record in infrastructure utilities engineering solutions projects will provide our Group with the platform to continue to harness opportunities and grow our business for new and potential customers.

**(b)** **We have a technically competent project team to support our project delivery capabilities.** Our COO and Project Director lead 206 employees under our Engineering Department as well as Project, Safety and Environment Department as at the LPD. These employees comprise staff with engineering academic qualifications, staff who have accumulated on-the-job experience as well as staff who are involved in project administration, quality control, site safety and procurement functions. The experience of our project team facilitates the formulation of competitive tenders, which are essential to us in securing new projects, and the efficient implementation and management of our projects.

**(c)** **We hold relevant registrations and certifications vital for the industry we are operating in**. As at the LPD, we are:

(i) registered with CIDB as a Grade G7 contractor for the Building (B), Civil Engineering (CE) and Mechanical and Electrical (ME) categories;
(ii) registered with the MOF as a supplier or service provider;
(iii) registered with TNB as a supplier and service contractor; and
(iv) registered with the Energy Commission of Malaysia ("**Energy Commission**") as a Class A Electrical Contractor.

As such, we are able to tender for various types of engineering works and of various sizes in the private and public sector of Peninsular Malaysia's power infrastructure utilities market.

**(d)** **We have an experienced key senior management team.** We have a qualified and experienced management team headed by our Promoter, substantial shareholder and Managing Director, Ng Kian Chai. He brings with him approximately 42 years of experience in construction related works. He is supported by our Executive Director and key senior management who have relevant experience in their respective fields. Our Managing Director, Executive Director and key senior management take an active, hands-on role in spearheading their respective departments to support the growth of our Group. As a result, there is a transfer of skills and knowledge to employees at all levels in our organisational structure. Their hands-on involvement in our Group demonstrates their strong commitment to our growth as we continue to expand.

Further information on our Group's competitive advantages and key strengths are set out in **Section 7.4** of this Prospectus.

## 3.4 BUSINESS STRATEGIES AND FUTURE PLANS

Our Group has, amongst others, the following business strategies and future plans to grow our business:

**(a)** **We intend to secure more utilities engineering services projects.** Our Group has established our track record as a provider of overhead utilities engineering solutions. We believe that we need to leverage on our current capabilities to expand our revenue stream by securing more underground utilities engineering services projects and substation engineering services projects.

By participating in more substation engineering services projects, we are able to establish our presence and demonstrate our capabilities, and thereby expand our offering in the substation engineering services projects. We presently undertake substation engineering works involving technical design and build of primary equipment inside the primary bay of new or existing substations. In the future, we intend to expand our offerings to include EPCC for substation engineering services.

**(b)** **We intend to set up a Design Department to capture growth opportunities.** Presently, BC Services is involved in the supply of electrical and civil engineering related activities for projects undertaken by our Group. We intend to expand the business of BC Services by setting up a Design Department. The Design Department will be responsible for all engineering survey and design of the utilities engineering works undertaken by our Group. With the setting up of a Design Department, we will be able to have better control of the design process and offer a more comprehensive solution to our customers.

(c) **We intend to strengthen our internal capabilities to position us more favourably in securing new projects**. In order to progressively secure contracts from our customers, our Group will need to continue demonstrating project track record, financial strength, availability of technical personnel and machineries. Over the years, we have strengthened our technical skills and capabilities in the areas of project planning, project management, project delivery, quality of works performed and site safety matters. We intend to leverage on our track record as well as the licences and certificates (including registrations with CIDB, TNB and MOF) as set out in **Section 7.11** of this Prospectus to undertake larger scaled projects in the future, which would allow us to grow our business further and improve our profitability.

Further information of our Group's business strategies and future plans are set out in **Section 7.23** of this Prospectus.

## 3.5 RISK FACTORS

**YOU SHOULD CAREFULLY CONSIDER, IN ADDITION TO THE OTHER INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS, THE FOLLOWING RISK FACTORS THAT MAY HAVE A SIGNIFICANT IMPACT ON THE FUTURE PERFORMANCE OF OUR GROUP BEFORE INVESTING IN OUR SHARES.**

The following is a summary of the key risks relating to the business and operations of our Group:

(a) **We are dependent on TNB as we derive a significant portion of our revenue from them.** During the Financial Periods Under Review, our largest customer was TNB, which had contributed to the majority of our revenue. The revenue from TNB accounted for 53.80%, 90.48%, 99.60% and 98.34% of our total revenue for FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. As the National Grid is operated and owned by TNB, the demand for our services from TNB is dependent on the level of capital expenditure for recurring power transmission initiatives in Peninsular Malaysia, being our principal market. A decline in such capital expenditure may possibly result in a decline in the number of contracts that we are able to secure from TNB.

This will then have an adverse effect on our future financial performance. Further, there is no alternative customer in Peninsular Malaysia which could provide the same level of demand for our services as TNB. Our revenue from TNB is derived from contracts awarded by them, and these contracts are secured through tenders. Despite our ability to secure contracts from TNB in the past, there is no assurance that TNB will continue to award new contracts to us in the future, nor can we assure that new contracts secured in the future would be as commercially favourable to us in terms of overall project profitability.

(b) **We are subject to regulatory requirements for our business operations.** Our business is subject to various laws, rules and regulations. We have obtained the required certificates of registrations and licences as set out in **Section 7.11** and are in compliance with the relevant governing laws and regulations as set out in **Section 7.21**, to carry out our operations.

Our licences and approvals are subject to the compliance with relevant conditions, laws and regulations under which they were issued. If we do not comply with any of these conditions and/or laws and regulations, our licences and approvals may be revoked or may not be renewed upon expiry, in the event of which we may not be able to undertake our business activities. Additionally, any breach of these conditions, laws and regulations can result in penalties, fines, potential prosecution against us and/or our Directors, restrictions on operations and/or remedial liabilities. These could result in a material adverse impact to our business operations.

(c) **Our revenue is project-based and our historical financial performance may not be indicative of our future performance.** We provide utilities engineering solutions to our customers on a project basis. In our industry, it is common for projects to be awarded based on competitive bidding/ pricing, and as such, we have to bid/ price competitively. Our customers are under no obligation to continue to award projects to us and there is no assurance that we are able to continuously and consistently secure new projects, nor will there be any assurance that we can continue to secure projects based on similar commercial terms. The financial performance of our Group depends on our ability to secure new projects to sustain our order book. Any significant decline in our order book will materially and adversely impact our sustainability, growth potential, and future financial performance.

(d) **We depend on our Managing Director, Executive Director and other key senior management for our continued success.** The loss of our Managing Director, Executive Director and key senior management simultaneously or within a short time without timely replacement or discontinuity in knowledge transfer may potentially create an unfavourable impact on our Group's business operations, performance and prospects if there is a lack of succession planning, or inability to retain qualified personnel.

(e) **We are dependent on skilled foreign workers for our overhead utilities engineering projects.** As foreign workers come from various countries, any unfavourable changes of labour policies and visa restrictions in these countries may cause disruptions to our project site works and business operations due to the shortage of foreign labour. In the event of a shortage, delays in project delivery may occur. This exposes us to LAD claims which may have a material adverse effect on our business and financial performance.

(f) **Our operations depend on the availability of an adequate supply of materials at competitive prices.** Our materials are price sensitive, and we face the risk of inability to obtain sufficient quantities of materials at competitive prices. Some of our materials such as pylon towers and cables which are made from steel and copper are subjected to the fluctuation in global market commodity prices. Any price fluctuations in the materials caused by demand and supply and price volatility, which are beyond our control, could result in increased costs and delays in the delivery of our projects. Thus, exposing us to LAD claims which may have a material adverse effect on our business and financial performance.

(g) **We are dependent on a major supplier.** Our Group is also dependent on our major supplier, Rohas-Euco, for the supply of pylon towers, being a major cost component. Rohas-Euco contributed to approximately 39.31%, 30.01%, 37.57% and 28.31% of our Group's material purchases and subcontractors' fee for FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. As such, our Group is exposed to the risks that the supplier may, amongst others, cease to supply to our Group at competitive prices or on terms less favourable to our Group. In such circumstances, our Group's financial performance may be materially and adversely affected.

(h) **Any unanticipated cost overruns may affect our profitability and our financial performance.** Our projects are generally awarded through a tendering process. Our contracts with customers normally have a fixed and pre-determined value throughout the contract period in accordance with the scope of works that we tendered for. Incorrect estimations of our project costs may result in cost overruns and hence will affect our profitability and financial performance. If the actual costs to complete the projects significantly deviate from the estimated costs when the tenders or quotations were submitted, we may be bound by the contract to undertake the project at a substantial loss and hence our business operations as well as financial performance and profitability may be adversely affected.

(i) **We are subject to the risk of defect liability claims from our customers.** We are subject to a defect liability period ranging from 12 to 36 months from the date of the TOC. During the defect liability period, we are liable for any repair work, reconstruction or rectification of any defects which may surface or be identified during this period at our own cost.

Further information of our Group's risk factors is set out in **Section 9** of this Prospectus.

## 3.6 DIRECTORS AND KEY SENIOR MANAGEMENT

Our Directors and key senior management, whose profiles are set out in **Section 5** of this Prospectus, are as follows:

| Name | Designation |
|---|---|
| **Directors** | |
| Saw Wai Chuan | Independent Non-Executive Chairperson |
| Ng Kian Chai | Managing Director |
| Ng Chai Hsia | Executive Director |
| Wendy Kam | Independent Non-Executive Director |
| Chang Poh Sheng | Independent Non-Executive Director |
| Poh Zuan Yin | Independent Non-Executive Director |
| **Key Senior Management** | |
| Ng Kian Chai | Managing Director |
| Ng Chai Hsia | Executive Director |
| Ng Lam Shein | COO |
| Ng Lam Tiong | Project Director |
| Yap Hoong Yun | CFO |

Further details of our Directors and key senior management are set out in **Section 5** of this Prospectus.

## 3.7 USE OF PROCEEDS

The Public Issue is expected to raise gross proceeds of approximately RM51.48 million for our Group, which shall be used in the following manner:

| No. | Purpose | Estimated time frame for utilisation from the date of Listing | Amount RM'000 | % |
|---|---|---|---|---|
| (i) | Repayment of bank borrowings | Within 6 months | 2,300 | 4.47 |
| (ii) | Capital expenditure | Within 24 months | 3,200 | 6.22 |
| (iii) | Performance bond for future projects | Within 24 months | 16,150 | 31.37 |
| (iv) | Working capital | Within 24 months | 24,630 | 47.84 |
| (v) | Estimated listing expenses | Within 3 months | 5,200 | 10.10 |
| **Total** | | | **51,480** | **100.00** |

Further details of the use of proceeds are set out in **Section 4.8** of this Prospectus.

## 3.8 DIVIDEND POLICY

It is our Board's policy to recommend dividends to allow our shareholders to participate in the profits of our Group. However, our ability to pay dividends or make other distributions to our shareholders in the future years is subject to various factors such as having profits and excess funds, which are not required to be retained to fund our business.

Our Board will consider various factors (which may not be exhaustive) when recommending dividends for approval by our shareholders or when declaring any interim dividends. The factors are the level of cash and level of indebtedness, required and expected interest expense, cash flows, profits, return on equity and retained earnings, our expected results of operations and future level of operations and our projected levels of capital expenditure and other investment plans.

The payment and amount of any dividends or distributions to our shareholders will be at the discretion of our Board and will depend on the factors stated above (which may not be exhaustive). There is no assurance as to whether the dividend distribution will occur as intended, the amount of dividend payment or timing of such payment.

## 3. PROSPECTUS SUMMARY

Subject to the above and factors set out in **Section 12.14** of this Prospectus, we have a policy for our Board to recommend and distribute dividends of at least 25% of our consolidated PAT attributable to the owners of our Group upon completion of our Listing. However, it is not a legally binding obligation/ guaranteed commitment to shareholders.

Dividends declared and paid by our subsidiaries, during Financial Periods Under Review and up to the LPD were as follows:

| | FYE 2022 RM'000 | FYE 2023 RM'000 | FYE 2024 RM'000 | FYE 2025 RM'000 |
|---|---|---|---|---|
| Dividends declared and paid | 4,500 | - | 5,000 | 18,500 |

Kindly refer to **Section 9.3** of this Prospectus for risks relating to investments in our Shares and **Section 12.14** of this Prospectus for detailed information of our dividend policy.

### 3.9 FINANCIAL HIGHLIGHTS AND OPERATIONAL HIGHLIGHTS

The table below sets out a summary of our Group's key financial highlights for the Financial Periods Under Review:

| | Audited | | | |
|---|---|---|---|---|
| | FYE 2022 RM'000 | FYE 2023 RM'000 | FYE 2024 RM'000 | FYE 2025 RM'000 |
| Revenue | 9,481 | 36,951 | 88,162 | 117,683 |
| Cost of sales | (4,634) | (19,049) | (48,938) | (72,607) |
| GP | **4,847** | **17,902** | **39,224** | **45,076** |
| Other income | 509 | 317 | 531 | 845 |
| Administrative expenses | (5,571) | (6,944) | (12,094) | (10,736) |
| **(Loss) / Profit from operations** | **(215)** | **11,275** | **27,661** | **35,185** |
| Finance costs | (8) | (51) | (250) | (217) |
| **(LBT) / PBT** | **(223)** | **11,224** | **27,411** | **34,968** |
| Taxation | (53) | (2,996) | (6,956) | (8,621) |
| **(LAT) / PAT / Total comprehensive (loss) / income attributable to owners of the Company[3]** | **(276)** | **8,228** | **20,455** | **26,347** |
| EBITDA | 964 | 12,655 | 29,567 | 36,533 |
| GP margin (%) | 51.12 | 48.45 | 44.49 | 38.30 |
| (LBT) / PBT margin (%) | (2.35) | 30.38 | 31.09 | 29.71 |
| (LAT) / PAT margin (%) | (2.91) | 22.27 | 23.20 | 22.39 |
| Number of Shares assumed in issue[1] ('000) | 797,257 | 797,257 | 797,257 | 797,257 |
| Basic / diluted (LPS) / EPS[2] (sen) | (0.03) | 1.03 | 2.57 | 3.30 |
| Non-current assets | 13,324 | 16,383 | 17,727 | 19,265 |
| Current assets | 8,429 | 23,376 | 45,871 | 74,800 |
| **Total assets** | **21,753** | **39,759** | **63,598** | **94,065** |
| Non-current liabilities | 324 | 3,096 | 3,155 | 1,938 |
| Current liabilities | 2,585 | 9,592 | 17,916 | 41,753 |
| **Total liabilities** | **2,909** | **12,688** | **21,071** | **43,691** |
| Invested equity | 9,500 | 9,500 | 9,500 | 9,500 |
| Retained earnings | 9,344 | 17,571 | 33,027 | 40,874 |
| **Total equity / NA** | **18,844** | **27,071** | **42,527** | **50,374** |
| Net cash from operating activities | 680 | 1,141 | 16,664 | 43,593 |
| Net cash used in investing activities | (2,032) | (744) | (2,542) | (3,136) |
| Net cash from / (used in) financing activities | 1,386 | (1,930) | (11,624) | (8,319) |
| **Net increase / (decrease) in cash and cash equivalents** | **34** | **(1,533)** | **2,498** | **32,138** |
| **Cash and cash equivalents at beginning of the financial year** | **2,034** | **2,068** | **535** | **3,033** |
| **Cash and cash equivalents at end of the financial year** | **2,068** | **535** | **3,033** | **35,171** |

The financial information of BC Services was not included in the combined financial statements of our Group, for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, as BC Services is not regarded as an entity under common control of Ng Kian Chai, being the shareholder of Cheeding.

Notes:

(1) Based on our enlarged total number of 797,257,000 Shares in issue after the IPO.

(2) Computed based on our (LAT) / PAT attributable to owners of the Company over the enlarged total number of 797,257,000 Shares after our IPO. The diluted (LPS) / EPS is equivalent to the basic (LPS) / EPS as our Company does not have any outstanding convertible securities during the Financial Periods Under Review.

(3) For the year 2021, our Group did not undertake new EPCC for overhead infrastructure projects as main contractor, as there were no new tenders being announced by TNB that relates to activities of Group during the period from September 2020 to July 2021, following the COVID-19 pandemic.

In FYE 2022, we recorded a LBT of RM0.22 million. This was mainly attributable to a lower revenue in FYE 2022 as our Group has only undertaken projects which were carried over from previous financial years. Accordingly, this has resulted in a GP of RM4.85 million recorded for FYE 2022. In addition, the administrative expenses which mainly comprise staff costs, directors' remuneration and depreciation expenses did not reduce proportionately with the GP, thereby resulting our Group recording a LBT.

We recorded PBT of RM11.22 million and PBT margin of 30.38%, respectively in FYE 2023 (FYE 2022: LBT of RM0.22 million, LBT margin of 2.35%). The improved PBT position for FYE 2023 was mainly due to higher revenue and GP recorded during FYE 2023. Correspondingly, we recorded PAT of RM8.23 million and PAT margin of 22.27%, respectively in FYE 2023 (FYE 2022: LAT of RM0.28 million, LAT margin of 2.91%).

We recorded an increase in PBT by RM16.19 million or 144.30% from RM11.22 million in FYE 2023 to RM27.41 million in FYE 2024 and our PBT margin increased from 30.38% in FYE 2023 to 31.09% in FYE 2024, which was in line with higher GP in FYE 2024 as compared to FYE 2023 as well as increase in other income. This was partially offset by an increase in administrative expenses by RM5.15 million. The higher PBT margin in FYE 2024 compared to FYE 2023, was attributable to a lower proportionate increase in administrative expenses (by 74.21%) as compared to the increase in revenue (by 138.59%) during the year.

We recorded an increase in PBT by RM7.56 million or 27.58% from RM27.41 million in FYE 2024 to RM34.97 million in FYE 2025 which was in line with higher GP in FYE 2025. Despite the increased PBT in FYE 2025, the PBT margin decreased from 31.09% in FYE 2024 to 29.71% in FYE 2025 mainly due to lower GP margin in FYE 2025.

Resulting from the foregoing, the PAT increased by RM5.89 million or 28.79% from RM20.46 million in FYE 2024 to RM26.35 million in FYE 2025. Meanwhile, PAT margin decreased from 23.20% in FYE 2024 to 22.39% in FYE 2025 attributable to lower PBT margin in FYE 2025.

Our Group's total revenue and total GP for the Financial Periods Under Review was mainly contributed by the EPCC segment. Further details of our financial information and performances are set out in **Section 12** of this Prospectus.

## 3. PROSPECTUS SUMMARY

### 3.10 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

The details of our Promoters' and substantial shareholders' shareholdings in our Company (who are Malaysians) before and after the IPO are as follows:

| | Before our IPO | | | | After our IPO | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| **Name** | **No. of Shares** | **(1)%** | **No. of Shares** | **(1)%** | **No. of Shares** | **(2)%** | **No. of Shares** | **(2)%** |
| **Promoter and substantial shareholder** | | | | | | | | |
| Ng Kian Chai | 602,605,100 | 92.11 | (3)51,651,900 | 7.89 | 542,736,700 | 68.08 | (4)49,222,600 | 6.17 |
| **Promoter** | | | | | | | | |
| Ng Chai Hsia | - | - | - | - | 700,000 | 0.09 | - | - |
| **Substantial shareholder** | | | | | | | | |
| Tan Sook Hoi | 51,651,900 | 7.89 | (3)602,605,100 | 92.11 | 46,520,300 | 5.84 | (3)542,736,700 | 68.08 |

Notes:

(1) Based on our enlarged total number of 654,257,000 Shares after the Acquisition of Pembinaan Bukit Cheeding and Acquisition of BC Services, but before our IPO.

(2) Based on our enlarged total number of 797,257,000 Shares after our IPO.

(3) Deemed interested by virtue of the Shares held by his/her spouse.

(4) Deemed interested by virtue of the Shares held by his spouse, Tan Sook Hoi and children, Ng Lam Shein, Ng Lam Tiong and Ng Lam Yong pursuant to Section 59(11)(c) of the Act, and assuming his children will fully subscribe for their Pink Form Shares.

Further details of our Promoters and substantial shareholders are set out in **Section 5** of this Prospectus.

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## 4. DETAILS OF OUR IPO

### 4.1 OPENING AND CLOSING OF APPLICATION

The application for the IPO Shares will open at 10.00 a.m. on 12 September 2025 and will remain open until 5.00 p.m. on 23 September 2025. **LATE APPLICATIONS WILL NOT BE ACCEPTED**.

### 4.2 INDICATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for our entire enlarged share capital on the ACE Market are as set out below:

| Events | Tentative Dates |
|---|---|
| Issuance of this Prospectus/ Opening date of Application | 10.00 a.m., 12 September 2025 |
| Closing date of Application | 5.00 p.m., 23 September 2025 |
| Balloting of Application | 25 September 2025 |
| Allotment/ Transfer of the IPO Shares to successful applicants | 3 October 2025 |
| Date of Listing | 7 October 2025 |

In the event there is any change to the indicative timetable above, we will advertise the notice of the changes in a widely circulated English and Bahasa Malaysia daily newspapers in Malaysia, and will make an announcement on Bursa Securities' website.

### 4.3 PARTICULARS OF THE IPO

#### 4.3.1 Public Issue

A total of 143,000,000 Public Issue Shares, representing approximately 17.93% of our enlarged total number of Shares are offered at the IPO Price. The Public Issue Shares will be offered in the following manner:

**(a) Malaysian Public via balloting**

39,863,000 Public Issue Shares, representing approximately 5.00% of our enlarged total number of Shares, will be made available for application by the Malaysian Public through balloting process as follows:

(i) 19,931,500 Public Issue Shares, representing 2.50% of our enlarged total number of Shares, made available to public investors; and

(ii) 19,931,500 Public Issue Shares, representing 2.50% of our enlarged total number of Shares, made available to Bumiputera public investors.

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## 4. DETAILS OF OUR IPO

### (b) Eligible Parties

8,168,000 Pink Form Shares, representing approximately 1.02% of our enlarged total number of Shares, will be made available for application by the Eligible Parties.

A summary of the allocation of the Pink Form Shares to our Eligible Parties is set out below:

| | Number of persons | Aggregate number of Shares allocated |
|---|---|---|
| Eligible Directors | 5 | 1,120,000 |
| Eligible employees of our Group | 43 | 5,407,700 |
| Persons who have contributed to the success of our Group | 12 | 1,640,300 |
| **Total** | **60** | **8,168,000** |

The above allocation is subject to the Eligible Parties subscribing to their respective allocations.

Entitlements which are not accepted by certain Eligible Parties will be reallocated to the other Eligible Parties at the discretion of our Board.

#### (i) Allocation to eligible Directors of our Group

The criteria for allocation to our eligible Directors are based on, amongst others, their anticipated contribution to our Group (having considered in particular, their knowledge and past industry experience).

Ng Kian Chai (our Managing Director) has opted not to participate in the Pink Form Allocations as he is also our substantial shareholder and Offeror.

The number of Pink Form Shares to be allocated to our Independent Non-Executive Directors and Executive Director, after considering the maximum amount they are willing to subscribe, are as follows:

| Name | Designation | Number of Pink Form Shares allocated |
|---|---|---|
| Saw Wai Chuan | Independent Non-Executive Chairperson | 120,000 |
| Wendy Kam | Independent Non-Executive Director | 100,000 |
| Chang Poh Sheng | Independent Non-Executive Director | 100,000 |
| Poh Zuan Yin | Independent Non-Executive Director | 100,000 |
| Ng Chai Hsia | Executive Director | 700,000 |
| **Total** | | **1,120,000** |

**(ii) Allocation to eligible employees of our Group**

The criteria of allocation to our eligible employees (as approved by our Board) are based on, amongst others, the following:

- the employees must be a full-time employee of at least 18 years of age and on the payroll of our Group; and
- the number of Pink Form Shares allocated to our eligible employees is based on their seniority, length of service, past performance, and other factors deemed relevant by our Board.

The number of Pink Form Shares to be allocated to our other key senior management are as follows:

| Name | Designation | Number of Pink Form Shares allocated |
|---|---|---|
| Ng Lam Shein | COO | 1,123,300 |
| Ng Lam Tiong | Project Director | 579,000 |
| Yap Hoong Yun | CFO | 500,000 |
| **Total** | | **2,202,300** |

**(iii) Allocation to persons who have contributed to the success of our Group**

The criteria for allocation to persons who have contributed to the success of our Group (as approved by our Board) are based on, amongst others, their contribution to the success and support to the growth of our Group as well as length of relationship with us. The persons who have contributed to the success of our Group include our suppliers and business associates.

**(c) Selected investors by way of private placement**

94,969,000 Public Issue Shares, representing approximately 11.91% of our enlarged total number of Shares, are reserved for private placement in the following manner:

(i) 27,202,000 Public Issue Shares, representing approximately 3.41% of our enlarged total number of Shares, to selected investors; and

(ii) 67,767,000 Public Issue Shares, representing approximately 8.50% of our enlarged total number of Shares, to selected Bumiputera investors approved by MITI.

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### 4.3.2 Offer for Sale

A total of 65,000,000 Offer Shares, representing 8.15% of our enlarged total number of Shares, are offered by our Offerors at the IPO Price, and is subject to the terms and conditions stated in this Prospectus. The Offer Shares are reserved for private placement in the following manner:

(i) 33,109,000 Offer Shares, representing approximately 4.15% of our enlarged total number of Shares, to selected investors; and

(ii) 31,891,000 Offer Shares, representing approximately 4.00% of our enlarged total number of Shares, to selected Bumiputera investors approved by MITI.

Details of the Offerors and their relationship with our Group are set out below:

| | | Before our IPO and as at the LPD | | Offer for Sale | | | After our IPO | |
|---|---|---|---|---|---|---|---|---|
| **Name / address** | **Relationship with our Group** | **No. of Shares** | **(1)%** | **No. of Shares** | **(1)%** | **(2)%** | **No. of Shares** | **(2)%** |
| Ng Kian Chai /<br><br>No. 25, Jalan PJS 9/1A,<br>Bandar Sunway,<br>46150 Petaling Jaya,<br>Selangor Darul Ehsan | Managing Director, Promoter and substantial shareholder | 602,605,100 | 92.11 | 59,868,400 | 9.15 | 7.51 | 542,736,700 | 68.08 |
| Tan Sook Hoi /<br><br>No. 25, Jalan PJS 9/1A,<br>Bandar Sunway,<br>46150 Petaling Jaya,<br>Selangor Darul Ehsan | Substantial shareholder | 51,651,900 | 7.89 | 5,131,600 | 0.78 | 0.64 | 46,520,300 | 5.84 |

Notes:

(1) Based on our enlarged total number of 654,257,000 Shares after the Acquisition of Pembinaan Bukit Cheeding and Acquisition of BC Services, but before our IPO.

(2) Based on our enlarged total number of 797,257,000 Shares after our IPO.

Further details on the Offerors, who are also our Promoters and/or substantial shareholders, are disclosed in **Section 5** of this Prospectus.

### 4.3.3 Placement, underwriting arrangement and allocation of the IPO Shares

In summary, the IPO Shares will be allocated and allotted in the following manner:

| | No. of Shares | (1)% |
|---|---|---|
| **Public Issue** | | |
| • Malaysian Public | 39,863,000 | 5.00 |
| • Eligible Parties | 8,168,000 | 1.02 |
| • Selected investors (via private placement) | 27,202,000 | 3.41 |
| • Selected Bumiputera investors approved by MITI (via private placement) | 67,767,000 | 8.50 |
| **Total Public Issue Shares** | **143,000,000** | **17.93** |
| **Offer for Sale** | | |
| • Selected investors (via private placement) | 33,109,000 | 4.15 |
| • Selected Bumiputera investors approved by MITI (via private placement) | 31,891,000 | 4.00 |
| **Total Offer Shares** | **65,000,000** | **8.15** |

Note:
(1) Based on our enlarged total number of 797,257,000 Shares after our IPO.

**(a) Malaysian Public**

All 39,863,000 Public Issue Shares made available for application by the Malaysian Public have been fully underwritten.

Any of the Public Issue Shares which are not fully subscribed for by the Malaysian Public will be made available for subscription as follows:

(i) firstly, by our selected investors as described in **Sections 4.3.1(c)** and **4.3.2** of this Prospectus; and

(ii) lastly, by our Underwriter based on the terms of the Underwriting Agreement.

**(b) Eligible Parties**

The 8,168,000 Pink Form Shares under **Section 4.3.1(b)** of this Prospectus have been fully underwritten.

Any unsubscribed Pink Form Shares reserved under the Pink Form Allocations which are not taken up will be made available for subscription as follows:

(i) firstly, by other Eligible Parties; and

Any unsubscribed Pink Form Shares ("**Excess Issue Shares**") will be re-offered to other Eligible Parties who have applied for excess on top of their pre-determined allocation and allocated on a fair and equitable basis in the following priority:

(aa) firstly, allocation on a pro-rata basis to the eligible employees of our Group who have applied for the Excess Issue Shares based on the number of Excess Issue Shares applied for; and

(bb) lastly, to minimise odd lots.

Our Board reserves the right to allot the Excess Issue Shares applied in such manner as it may deem fit and expedient in the best interest of our Company, always subject to such allocation to be made on a fair and equitable basis, and that the intention of our Board as set out in items (aa) to (bb) above is achieved. Our Board also reserves the right to accept or reject any Excess Issue Shares application in full or in part, without assigning any reason.

Once completed, the steps involving items (aa) to (bb) above will not be repeated, as any balance of unsubscribed Pink Form Shares will be made available for subscription as per item (ii) to (iv) below.

(ii) secondly, to the Malaysian Public as part of the balloting process under **Section 4.3.1(a)** of this Prospectus;

(iii) thirdly, to selected investors as described in **Sections 4.3.1(c)** and **4.3.2** of this Prospectus; and

(iv) lastly, by our Underwriter based on the terms of the Underwriting Agreement.

As at the LPD, save for the allocation made for Application as disclosed in **Section 4.3.1(b)** of this Prospectus, to the extent known to our Company:

(i) there are no substantial shareholders, Directors or members of the key senior management who have indicated to our Company that they intend to acquire/subscribe for the IPO Shares; and

(ii) there are no persons who have indicated to our Company that they intend to acquire/subscribe for more than 5.00% of the IPO Shares.

**(c) Selected investors by way of private placement**

The total of 60,311,000 IPO Shares (comprising 27,202,000 Public Issue Shares and 33,109,000 Offer Shares) reserved under private placement to selected investors (under **Sections 4.3.1(c)(i)** and **4.3.2(i)** of this Prospectus) are not underwritten, as written irrevocable undertakings to subscribe for these Placement Shares will be obtained from the respective selected investors.

The total of 99,658,000 IPO Shares (comprising 67,767,000 Public Issue Shares and 31,891,000 Offer Shares) reserved under private placement to selected Bumiputera investors approved by MITI (under **Sections 4.3.1(c)(ii)** and **4.3.2(ii)** of this Prospectus) are not underwritten, as written irrevocable undertakings to subscribe for these Placement Shares will be obtained from the respective selected Bumiputera investors approved by MITI.

Any of the IPO Shares which are not fully subscribed for by the selected Bumiputera investors approved by MITI will be made available for subscription as follows:

(i) firstly, to Bumiputera public investors as part of the balloting process under **Section 4.3.1(a)(ii)** of this Prospectus;

(ii) secondly, to Malaysian institutional investors under the private placement to selected investors as described in **Section 4.3.1(c)(i)** of this Prospectus; and

(iii) lastly, to the Malaysian Public as part of the balloting process under **Section 4.3.1(a)(i)** of this Prospectus, in the event of an oversubscription and/or to selected investors as described in **Sections 4.3.1(c)(i)** and **4.3.2(i)** of this Prospectus, the proportion of which will be determined by our Board.

The basis of allocation of the IPO Shares shall take into account the distribution of the IPO Shares to a reasonable number of applicants with a view to broaden our Company's shareholding base to meet the public spread requirements under the Listing Requirements and to establish a liquid market for our Shares. Applicants will be selected in a fair and equitable manner to be determined by our Directors.

### 4.3.4 Minimum subscription

There is no minimum subscription to be raised from the Public Issue. However, in order to comply with the public spread requirements under the Listing Requirements, the minimum subscription level will be the number of Shares required to be held by public shareholders. Pursuant to the Listing Requirements, at least 25.00% of our enlarged total number of Shares for which listing is sought must be in the hands of a minimum number of 200 public shareholders, each holding not less than 100 Shares at the point of our Listing.

If we do not meet the public shareholding requirement, we may not be allowed to proceed with our Listing. In such an event, all monies paid in respect of all Applications will be returned in full without interest. If any such monies are not repaid within 14 days after we become liable to repay it, the provision of sub-section 243(2) of the CMSA shall apply accordingly.

The number of IPO Shares offered under the Public Issue and Offer for Sale will not be increased via any over-allotment or "greenshoe" option.

### 4.3.5 Price stabilisation mechanism

We will not be employing any price stabilisation mechanism that may be employed in accordance with the Capital Markets and Services (Price Stabilisation Mechanism) Regulations 2008 for our IPO.

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## 4. DETAILS OF OUR IPO

### 4.4 SHARE CAPITAL

| | No. of Shares | Share Capital (RM) |
|---|---|---|
| Issued share capital as at the date of this Prospectus | 654,257,000 | 42,526,706 |
| New Shares to be issued pursuant to the Public Issue | 143,000,000 | 51,480,000 |
| **Enlarged issued share capital upon Listing** | **797,257,000** | **94,006,706** |
| **Existing Shares to be offered pursuant to the Offer for Sale**(1) | **65,000,000** | **23,400,000** |
| **IPO Price (RM)** | | **0.36** |
| **Expected market capitalisation upon Listing** (based on the IPO Price and the enlarged number of Shares upon our IPO) | | **287,012,520** |

Note:
(1) The Offer for Sale would not have an effect on our issued share capital as the Offer Shares are already in existence prior to our IPO.

As at the date of this Prospectus, we have only 1 class of shares, being ordinary shares, all of which shall rank equally amongst one another. The Public Issue Shares will, upon issuance and allotment, rank equally in all respects with our existing issued Shares, including voting rights and rights to all dividends and distributions that may be declared subsequent to the date of issuance and allotment of our Public Issue Shares.

The Offer Shares rank equally in all respects with our existing issued Shares, including voting rights and rights to all dividends and distributions that may be declared subsequent to the date of transfer of the Offer Shares.

Subject to any special rights attaching to any Shares which may be issued by our Company in the future, our shareholders shall, in proportion to the amount paid on the Shares held by them, be entitled to share in the whole of the profits paid out by our Company as dividends and other distributions. Similarly, if our Company is liquidated, our shareholders shall be entitled to the surplus (if any), in accordance with our Constitution after satisfaction of any preferential payments in accordance with the Act and our liabilities.

At any general meeting of our Company, each of our shareholders shall be entitled to vote in person, by proxy or by attorney, or by other duly authorised representative. On a show of hands, each present shareholder either in person or by proxy or attorney or duly authorised representative shall have 1 vote. On a poll, each present shareholder either in person or by proxy or attorney or duly authorised representative shall have 1 vote for each Share held. A proxy may, but need not be, a member of our Company.

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## 4.5 PURPOSE OF THE IPO

The purposes of the IPO are as follows:

(i) to gain recognition and enhance the stature of our Group as a provider of utilities engineering solutions with the listing status which will enhance our Group's reputation in tendering for new projects, and to retain and attract new and skilled employees in the industry our Group is operating in;

(ii) to enable our Group to raise funds for the purposes specified under **Section 4.8** of this Prospectus;

(iii) to establish liquidity for our Shares by the listing and quotation of our enlarged total number of 797,257,000 Shares on the ACE Market;

(iv) to provide an opportunity for investors and institutions, including our Eligible Parties to participate in our equity and future growth of our Group; and

(v) to enable us to tap into the equity capital market for future fund raising to pursue future growth opportunities as and when the need arises, through other forms of capital raising avenue, such as rights issue and private placement.

## 4.6 BASIS OF ARRIVING AT THE IPO PRICE

The IPO Price was determined and agreed upon by us and TA Securities, as our Principal Adviser, Sponsor, Placement Agent and Underwriter, after taking into consideration the following factors:

(i) our historical audited combined financial performance (as summarised below) and operating history as described in **Sections 7.1** and **12.1.1** of this Prospectus:

| | **Audited** | | |
|---|---|---|---|
| | **FYE 2023 RM'000** | **FYE 2024 RM'000** | **FYE 2025 RM'000** |
| Revenue | 36,951 | 88,162 | 117,683 |
| GP | 17,902 | 39,224 | 45,076 |
| PAT attributable to the owners of the Company | 8,228 | 20,455 | 26,347 |

(ii) our pro forma combined NA per Share of approximately RM0.12, computed based on our Group's pro forma combined NA of approximately RM96.65 million as at 31 March 2025 after taking into consideration the Public Issue, utilisation of proceeds and our enlarged total number of 797,257,000 Shares upon Listing;

(iii) PE Multiple of approximately 10.91 times based on our Group's audited EPS of approximately 3.30 sen for FYE 2025, computed based on our Group's audited PAT attributable to the owners of the Company of approximately RM26.35 million for the FYE 2025 and our enlarged total number of 797,257,000 Shares upon Listing;

(iv) our competitive strengths as set out in **Section 7.4** of this Prospectus;

(v) our Group's business strategies and future plans as set out in **Section 7.23** of this Prospectus; and

(vi) outlook and prospects of the power infrastructure utilities market in Malaysia in which our Group operates as described in **Section 8** of this Prospectus.

**However, you should note that the market price of our Shares upon Listing is subject to the uncertainties of market forces and other factors, which may affect the price of our Shares being traded. You are reminded to carefully consider the risk factors as set out in Section 9 before deciding to invest in our Shares.**

## 4.7 DILUTION

Dilution is the amount by which our IPO Price exceeds our pro forma combined NA per Share immediately after our IPO. The table below sets out the dilution effect on a per Share basis:

| | | RM |
|---|---|---|
| IPO Price | A | 0.36 |
| Pro forma combined NA per Share as at 31 March 2025 (after Acquisition of Pembinaan Bukit Cheeding and Acquisition of BC Services, but before our IPO) | B | 0.08 |
| Pro forma combined NA per Share (after our IPO and utilisation of proceeds) | C | 0.12 |
| Increase in pro forma combined NA per Share attributable to our existing shareholders | C – B | 0.04 |
| Dilution in pro forma combined NA per Share to our new investors | A – C = D | 0.24 |
| Dilution in pro forma combined NA per Share to our new investors as a percentage of the IPO Price | D / A | 66.67% |

Further details of our pro forma combined NA per Share as at 31 March 2025 is set out in **Section 14** of this Prospectus.

Save as disclosed below, there is no substantial disparity between our IPO Price and effective cost of our Shares acquired by our Promoters, Directors, substantial shareholders, key senior management, and/or persons connected with them, or any transaction entered into by them which grants them the right to acquire any of our Shares since the incorporation of our Company up to the date of this Prospectus:

| Shareholders | No. of Shares received[1] | Total consideration | Average effective cost per Share |
|---|---|---|---|
| | | RM | RM |
| Ng Kian Chai | 602,605,100 | 39,169,335 | 0.065 |
| Tan Sook Hoi | 51,651,900 | 3,357,371 | 0.065 |

Note:
(1) Based on the number of Shares held by our existing shareholders after the Acquisition of Pembinaan Bukit Cheeding and Acquisition of BC Services, but before our IPO.

## 4. DETAILS OF OUR IPO

### 4.8 USE OF PROCEEDS

#### 4.8.1 Proceeds from the IPO

The Public Issue is expected to raise gross proceeds of approximately RM51.48 million for our Group, which shall be used in the following manner:

| No. | Purpose | Estimated time frame for utilisation from the date of Listing | Amount RM'000 | % |
|---|---|---|---|---|
| (i) | Repayment of bank borrowings | Within 6 months | 2,300 | 4.47 |
| (ii) | Capital expenditure | Within 24 months | 3,200 | 6.22 |
| (iii) | Performance bond for future projects | Within 24 months | 16,150 | 31.37 |
| (iv) | Working capital | Within 24 months | 24,630 | 47.84 |
| (v) | Estimated listing expenses | Within 3 months | 5,200 | 10.10 |
| **Total** | | | **51,480** | **100.00** |

Pending the use of proceeds from the Public Issue for the abovementioned purposes, we intend to place the proceeds in short-term deposits with licensed financial institutions or short-term money market instruments.

Pursuant to Rule 8.24 of the Listing Requirements, we must issue a circular to our shareholders and seek for approval if we propose to make a change of 25% or more to the use of proceeds raised from our Public Issue.

**(i) Repayment of bank borrowings**

As at the LPD, all of our Group's total outstanding borrowings amounted to RM2.54 million. We have allocated to settle RM2.30 million of the proceeds to repay these borrowings, the details of which are set out as follows:

| Financial institution | Facility | Amount outstanding as at the LPD (RM'000) | Amount allocated to be paid via proceeds from Public Issue (RM'000) |
|---|---|---|---|
| Public Bank Berhad[(a)] | Term loan | 607 | 606 |
| Public Bank Berhad[(b)] | Hire purchase | 1,168 | 1,030 |
| Pac Lease Berhad[(c)] | Hire purchase | 89 | 77 |
| Mitsubishi HC Capital Malaysia Sdn Bhd[(d)] | Hire purchase | 672 | 587 |
| **Total** | | **2,536** | **2,300** |

Notes:

(a) Comprises a term loan facility for part financing of the purchase of 2 office units. The interest rate and maturity date of the said term loan are 4.10% per annum and June 2043 respectively.

(b) Comprise several hire purchase facilities for the purchase of motor vehicles and equipment for our Group's operations with interest rate ranging from 2.33% to 4.36% per annum and maturity date ranging from April 2026 to August 2027.

(c) Comprise a hire purchase facility for the purchase of machinery for our Group's operations. The interest rate and maturity date of the said hire purchase are 2.00% per annum and October 2026 respectively.

(d) Comprise several hire purchase facilities for the purchase of machineries for our Group's operations with interest rate ranging from 2.08% to 3.25% per annum and maturity date ranging from April 2026 to June 2027.

The amount allocated for each facilities is arrived at after taking into consideration, the outstanding amount of the respective facilities and the expected repayment for these facilities up to our Listing. Please refer to **Section 10.2.3** of this Prospectus for the full list of outstanding loans and/or financial assistance (including the list of borrowings stated above) received by our Group from any related parties during the Financial Periods Under Review and up to the LPD.

In the event the actual amount outstanding of these facilities is lower than the proceeds which have been earmarked for repayments, the surplus will be used for working capital.

The repayment of the borrowings set out above is expected to result in an estimated interest savings of between approximately RM0.28 million and RM0.31 million for our Group, based on the prevailing interest rates of these facilities. There are no covenants attached to the facilities above which may have a material impact on the repayments and these repayments are not expected to result in any early repayment penalties.

Based on the pro forma combined statement of financial position as at 31 March 2025, the repayment of bank borrowings is expected to reduce the gearing level of our Group from 0.03 times (pro forma after Public Issue) to 0.01 times.

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**(ii) Capital expenditure**

We use various machinery and equipment in undertaking our business activities, which include concrete mixer trucks, excavators and a crane, among others. Further details of the material machinery and equipment owned by our Group are set out in **Section 7.13** of this Prospectus.

As part of our future plans to secure more utilities engineering services projects, we have allocated RM3.20 million of the proceeds to be raised from our Public Issue to acquire machineries, as follows:

| Machineries | Estimated average cost per unit (RM'000) | Unit | Amount (RM'000) |
|---|---|---|---|
| Cranes(1) | 550 | 2 | 1,100 |
| Excavators(2) | 420 | 5 | 2,100 |
| **Total** | | | **3,200** |

Notes:

(1) Cranes are used for lifting, lowering and moving heavy materials in project sites. As our on-going projects comprise mainly the EPCC of overhead infrastructure for utilities, we primarily use cranes for pylon tower erection works.

(2) Excavators are used for digging, excavating and moving large amounts of materials. We primarily use excavators for excavation works for our on-going EPCC projects, including foundation and soil excavation works.

The new machineries above will increase our ability to cater for future demands in undertaking our business activities and allow us to tender for more and larger size (in terms of scope of works) utilities engineering projects. Furthermore, the increase in machineries will allow our Group to deploy machineries concurrently at different project sites thereby allowing us to undertake our projects efficiently. These are, in turn, expected to contribute positively towards our Group's future financial performance.

The estimated costs for these new machineries were derived based on suppliers' quotations. As we have not procured or entered into any binding arrangements for the purchase of these machineries, the actual cost for these machineries may differ from the estimates in the event the quotations are revised.

If the actual cost for the purchase of these new machineries exceed the estimated amount, the shortfall will be funded via our internally generated funds and/or bank borrowings. Conversely, any surplus will be used for our Group's working capital.

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**(iii) Performance bond for future projects of the Group**

We have allocated RM16.15 million of the proceeds to be raised from our Public Issue as security to financial institutions in obtaining performance bonds for our future projects.

The projects we are involved in will typically require us to provide performance bonds in the form of bank guarantee to the awarding party. The performance bonds act as security for proper and due performance of works as set out in the relevant contracts. In order for a licensed bank to issue a bank guarantee for performance bonds in favour of our customers, we are required to maintain a security deposit with licensed banks, which may be in the form of fixed deposits.

The quantum of the performance bonds may differ between contracts and is typically 5% of the total contract sum. The validity of a performance bond is generally up to the end of the defect liability period of our projects. This results in the lock-up of a portion of our working capital during the duration of the projects as we are unable to utilise this sum for our working capital requirements.

As at the LPD, our Group's order book stood at RM202.67 million. Our Group will continue to participate in tenders and secure more projects.

For illustration, based on the requirement of 5% of total contract sum as performance bond, the allocation of RM16.15 million herein will provide us with the necessary funding to secure performance bonds for contracts with up to a total contract sum of RM323.00 million (including future contracts to be secured by the Group).

Therefore, the allocation of the IPO proceeds for performance bonds is expected to free up our internally generated funds, thus providing greater flexibility for our Group to pursue more contracts with the excess cash being made available for working capital.

**(iv) Working capital**

We have allocated RM24.63 million of the proceeds from Public Issue to supplement our working capital requirements, as follows:

| Working capital | Percentage allocation (%) | Amount (RM'000) |
|---|---|---|
| Material purchases and subcontractors' fees[(1)] | 80.00 | 19,704 |
| Other operating and administrative expenses[(2)] | 20.00 | 4,926 |
| **Total** | | **24,630** |

Notes:

(1) The proceeds are intended to be used on our Group's ongoing and/or future projects depending on the working capital requirements of our projects at the relevant time. The allocation of the proceeds are as follows:

| Descriptions | Amount (RM'000) |
|---|---|
| Material purchases (such as pylon towers, cables, wire and insulators) | 18,000 |
| Subcontractors' fees (such as payment for excavation works, installation works, infrastructure works and roadway restoration works) | 1,704 |
| **Total** | **19,704** |

For FYE 2022, FYE 2023, FYE 2024 and FYE 2025, material purchases and subcontractors' fees represented approximately 49.25%, 70.88%, 80.57% and 86.11% of our cost of sales.

(2) Comprise general operating and administrative expenses such as upkeep of offices, utilities, professional fees (such as audit fee, tax agent fee and secretarial fees) and staff costs, the breakdown of which cannot be determined at this juncture as it will depend on the actual requirements of our Group at the relevant time.

**(v) Estimated listing expenses**

Our listing expenses are estimated to be RM5.20 million, the details of which are as follows:

| Estimated listing expenses | Amount RM'000 |
|---|---|
| Professional fees (include advisory fees for, among others, our Principal Adviser and Sponsor, Solicitors, Reporting Accountants and IMR) | 3,200 |
| Fee to Authorities | 80 |
| Underwriting, placement and brokerage fees | 1,800 |
| Printing, advertisement and other incidental charges relating to our Listing | 120 |
| **Total** | **5,200** |

We will bear all expenses and fees incidental to our Listing as indicated above. In the event of any excess or deficit in the allocated amount for the estimated listing expenses for our IPO and our Listing, such variance will be adjusted to/ from the proceeds allocated for our working capital.

**4.8.2 Proceeds from the Offer for Sale**

The Offer for Sale is expected to raise gross proceeds of approximately RM23.40 million which will accrue entirely to the Offerors and we will not receive any of the proceeds.

The Offerors shall bear all of the expenses relating to the Offer Shares, the aggregate of which is estimated to be up to approximately RM0.59 million.

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## 4.9 BROKERAGE, UNDERWRITING COMMISSION AND PLACEMENT FEE

### 4.9.1 Brokerage fee

We will bear the brokerage fees to be incurred on the issue of the 48,031,000 Public Issue Shares pursuant to our IPO under **Sections 4.3.1(a)** and **4.3.1(b)** of this Prospectus at the rate of 1.00% of the IPO Price in respect of successful Applications which bear the stamp of TA Securities, participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and/or the Issuing House. The brokerage fee is subject to SST.

Our Placement Agent is entitled to charge brokerage commission of up to 1.00% to the selected private placement investors as set out in **Sections 4.3.1(c)** and **4.3.2** of this Prospectus. For the avoidance of doubt, such brokerage commission will be paid by such selected private placement investors and will not be borne by us nor the Offerors.

### 4.9.2 Underwriting commission

The Underwriter has entered into the Underwriting Agreement on 25 August 2025 with our Company, and has agreed to underwrite 48,031,000 Public Issue Shares as set out in **Sections 4.3.1(a)** and **4.3.1(b)** of this Prospectus. We will pay our Underwriter an underwriting commission at the rate of 2.50% of the total value of the Shares underwritten at the IPO Price. The underwriting commission is subject to SST.

### 4.9.3 Placement fee

TA Securities, as our Placement Agent, has agreed to place out 94,969,000 Public Issue Shares made available by way of private placement to selected investors as well as Bumiputera investors approved by MITI as set out in **Section 4.3.1(c)** of this Prospectus respectively. We will pay our Placement Agent a placement fee at the rate of up to 2.50% of the total value of the Public Issue Shares placed out by the Placement Agent at the IPO Price. The placement fee is subject to SST.

TA Securities has also agreed to place out the 65,000,000 Offer Shares made available by way of private placement to selected investors as well as Bumiputera investors approved by MITI as set out in **Section 4.3.2** of this Prospectus at the same placement fee rate. The placement fee to be incurred on the sale of the Offer Shares will be fully borne by our Offerors.

## 4.10 UNDERWRITING ARRANGEMENT

We have entered into the Underwriting Agreement with the Underwriter where the Underwriter has agreed to underwrite 48,031,000 Public Issue Shares ("**Underwritten Shares**"). Details of the underwriting commission are further set out in **Section 4.9.2** of this Prospectus.

The summary of the salient terms of the Underwriting Agreement which may allow the Underwriter to withdraw from their obligations under the Underwriting Agreement after the commencement of the IPO are as follows. The capitalised terms and numbering references used in this section shall have the respective meanings and numbering references as ascribed thereto in the Underwriting Agreement.

### 4.10.1 Conditions precedent for Underwriting

(i) Unless waived by the Underwriter (in which case any condition precedent or any part thereof so waived shall be deemed to have been satisfied), the obligations of the Underwriter under the Underwriting Agreement shall be conditional upon the fulfilment and/or satisfaction of the following:

(a) the approval for Listing from Bursa Securities remaining valid and has not been revoked or amended and all the conditions imposed therein which have to be complied by the Company prior to Listing, have been complied by the Company;

(b) all other necessary approvals and consents required in relation to the Public Issue and the Public Issue Shares including but not limited to governmental approvals having been obtained and are in full force and effect;

(c) the issue of the Public Issue Shares having been approved by the shareholders of the Company;

(d) the issue and subscription of the Public Issue Shares in accordance with the provisions of the Underwriting Agreement is not being prohibited by any statute, order, rule, regulation, directive or guideline (whether or not having the force of law) promulgated or issued by any legislative, executive or regulatory body or authority of Malaysia (including Bursa Securities);

(e) the Prospectus having been registered with Bursa Securities and lodged with the Registrar of Companies of the CCM together with all the required documents in accordance with the Listing Requirements, CMSA, the Act and the relevant laws and regulations;

(f) there having been, on or prior to the last date and time for the receipt of applications and payment for the Public Issue Shares in accordance with the Prospectus or any such date as may be extended from time to time which the Company and the Underwriter may mutually agree upon ("**Closing Date**") or the extended closing date for the receipt of the applications and payment for the Issue Shares pursuant to the Public Issue which will be notified in a widely circulated Bahasa Malaysia and English daily newspaper in Malaysia ("**Extended Closing Date**"), as the case may be, no material breach of any representation, warranty, covenant, undertaking or obligation of the Company in the Underwriting Agreement or which is contained in any certificate, statement, or notice provided under or in connection with the Underwriting Agreement or which proves to be incorrect in any material respect;

(g) there having been, on or prior to the Closing Date or the Extended Closing Date, as the case may be, no material adverse change, or any development involving a prospective material adverse change, in the financial condition or business or operations of the Group or in the prospects or future financial condition or business or operations of the Group (which will be material in the context of the Public Issue and the sale of any Underwritten Shares) from that set forth in the Prospectus, nor the occurrence of any event nor the discovery of any fact rendering materially inaccurate, untrue or incorrect to such extent which is or will be material in any of the representations, warranties, covenants and undertakings and obligations of the Company contained in the Underwriting Agreement;

(h) the Underwriter receiving a copy certified by a director or secretary of the Company to be a true resolution of the Board approving the Listing, the Prospectus (including a confirmation that the Board, collectively and individually, accept full responsibility for the accuracy of all information stated in the Prospectus) and the Underwriting Agreement, the issue and offer of the Public Issue Shares and authorizing a person or persons to sign the Underwriting Agreement on behalf of the Company; and

(i) the Underwriter having been satisfied that arrangements have been made by the Company to ensure payment of the cost and expenses referred to in Clause 16 (Cost and Expenses) of the Underwriting Agreement.

**4.10.2 Termination**

(i) Notwithstanding anything contained in the Underwriting Agreement, the Underwriter may by notice in writing to the Company given at any time before the Closing Date or the Extended Closing Date, as the case may be, terminate, cancel and withdraw its commitment to underwrite the Underwritten Shares if:

(a) the approval of Bursa Securities for the Listing is revoked, withdrawn or procured but subject to the conditions not acceptable to the Underwriter;

(b) there is any material breach by the Company of any of the representations, warranties or undertakings contained in Clauses 4 (Representations and Warranties by the Company) and 5 (Covenants and Undertakings by the Company) of the Underwriting Agreement, which is not capable of remedy or, if capable of remedy, is not remedied within such number of days as stipulated in the notice given to the Company;

(c) there is a material failure on the part of the Company to perform any of its obligations contained in the Underwriting Agreement;

(d) there is withholding of information of a material nature from the Underwriter which is required to be disclosed pursuant to the Underwriting Agreement which, in the reasonable opinion of the Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of the Group, the success of the Public Issue or Listing, or the distribution or sale of the Public Issue Shares;

(e) there shall have occurred, or happened any material and adverse change in the business or financial condition of the Group;

(f) the Listing does not take place within 3 months from the date of the Underwriting Agreement or such other extended date as may be agreed by the Underwriter;

(g) the imposition of any moratorium, suspension or material restriction on trading in securities generally on ACE Market of Bursa Securities due to exceptional financial circumstances or otherwise which, in the reasonable opinion of the Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of the Group, the success of the Public Issue, or the distribution or sale of the Public Issue Shares;

(h) a material adverse change in the stock market condition occurs, and for the purposes of this clause, a material adverse change in the stock market condition shall be deemed to have occurred if the FTSE Bursa Malaysia KLCI Index ("**Index**") is, at the close of normal trading on Bursa Securities, on any Market Day:

i. on or after the date of the Underwriting Agreement; and

ii. prior to the close of the offering of the Public Issue,

lower than 90% of the level of Index at the last close of normal trading on Bursa Securities on the Market Day immediately prior to the date of the Underwriting Agreement and remains at or below that level for at least 3 consecutive Market Days or any other adverse change in the market conditions which the parties mutually agree to be sufficiently material and adverse to render it to be a terminating event; or

(i) there shall have occurred, or happened any of the following circumstances:

i. any material change, or any development involving a prospective change, in national or international monetary, financial, economic or political conditions (including but not limited to conditions on the stock market, in Malaysia or overseas, foreign exchange market or money market or with regard to inter-bank offer or interest rates both in Malaysia and overseas) or foreign exchange controls or the occurrence of any combination of any of the foregoing; or

ii. any change in law, regulation, directive, policy or ruling in any jurisdiction or any event or series of events beyond the reasonable control of the Underwriter (including without limitation, acts of God, acts of terrorism, strikes, lock-outs, fire, explosion, flooding, civil commotion, sabotage, acts of war or accidents);

which, would have or can reasonably be expected to have, a material adverse effect on, and/or materially prejudice the business or the operations of the Group as a whole or the success of the Public Issue or Listing which has or is likely to have the effect of making any material part of this Agreement incapable of performance in accordance with its terms.

(ii) In the event that the Underwriting Agreement is terminated by the Underwriter pursuant to Clause 4.10.2(i) above, the Underwriter and the Company may confer with a view to deferring the Public Issue by amending the terms of the Underwriting Agreement and entering into a new underwriting agreement accordingly, but neither the Underwriter nor the Company shall be under any obligation to enter into a fresh agreement.

(iii) Upon any such notice(s) being given pursuant to Clause 4.10.2(i) above, the Underwriter shall be released and discharged from their obligations under the Underwriting Agreement whereupon the following shall take place within 3 Market Days of the receipt of such notice:

(a) the Company shall make payment of underwriting commission to the Underwriter in accordance with Clause 11.2 (Underwriter's Commission Payable on Termination) of the Underwriting Agreement;

(b) the Company shall pay or reimburse to the Underwriter the costs and expenses referred to in Clause 16 (Costs and Expenses) of the Underwriting Agreement; and

(c) each party shall return all other monies (in the case of the Underwriter, after deducting the underwriting commission due and owing to the Underwriter under the Underwriting Agreement) including but not limited to the subscription monies paid to the other party under the Underwriting Agreement (except for monies paid by the Company for the payment of the expenses as provided under the Underwriting Agreement),

and thereafter, the Underwriting Agreement shall be terminated and of no further force and effect and none of the Parties shall have a claim against the other save and except in respect of any antecedent breaches.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

#### 5.1.1 Promoters and substantial shareholder's shareholdings

The Promoters and substantial shareholders' shareholdings in our Company before and after our IPO are as follows:

| Name | Before our IPO | | | | After our IPO | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| | No. of Shares | (1)% | No. of Shares | (1)% | No. of Shares | (2)% | No. of Shares | (2)% |
| **Promoter and substantial shareholder** | | | | | | | | |
| Ng Kian Chai | 602,605,100 | 92.11 | (3)51,651,900 | 7.89 | 542,736,700 | 68.08 | (4)49,222,600 | 6.17 |
| **Promoter** | | | | | | | | |
| Ng Chai Hsia | - | - | - | - | 700,000 | 0.09 | - | - |
| **Substantial shareholder** | | | | | | | | |
| Tan Sook Hoi | 51,651,900 | 7.89 | (3)602,605,100 | 92.11 | 46,520,300 | 5.84 | (3)542,736,700 | 68.08 |

Notes:
(1) Based on our enlarged total number of 654,257,000 Shares after the Acquisition of Pembinaan Bukit Cheeding and Acquisition of BC Services, but before our IPO.
(2) Based on our enlarged total number of 797,257,000 Shares after our IPO.
(3) Deemed interested by virtue of the Shares held by his/her spouse.
(4) Deemed interested by virtue of the Shares held by his spouse, Tan Sook Hoi, and children, Ng Lam Shein, Ng Lam Tiong and Ng Lam Yong pursuant to Section 59(11)(c) of the Act, and assuming his children will fully subscribe for their Pink Form Shares.

Our Promoters and substantial shareholders do not have different voting rights from other shareholders of our Company.

Save as disclosed above, there are no other persons who are able to directly or indirectly, jointly or severally, exercise control over our Company.

As at the LPD, there is no arrangement between our Company, our Promoters and our substantial shareholders, with any other third party of which may, at a subsequent date, result in a change in control of our Company, at a date subsequent to our IPO and our Listing.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.1.2 Profiles of Promoters and substantial shareholders

The profiles of our Promoters and substantial shareholders are as follows:

**Ng Kian Chai**
Malaysian, aged 72
Promoter, substantial shareholder and Managing Director

Ng Kian Chai, a Malaysian, age 72, is our Managing Director. He was appointed to our Board on 11 September 2024. He is responsible for developing the overall strategy of our Group, implementing business strategies to grow our Group and business as well as cultivating relationships with existing and potential customers.

He attended Sekolah Menengah Kebangsaan Sultan Abdul Samad, Selangor and left after Form 3 in 1969. From 1970 to 1975, he supported his family by working as a vegetable farmer in his family's farm. From 1976 to 1981, he provided handyman and carpentry services for schools, hospitals and residential customers. From 1982 to 1989, he provided general labour services for transmission tower foundation works.

In 1990, he founded Ng Brothers Engineering Construction, a sole proprietorship that was primarily involved in the provision of subcontracting services for transmission tower foundation works. He was responsible for overseeing the daily operations of the business and securing new projects. Since 2015, Ng Brothers Engineering Construction has been dormant and has not carried out any business activities.

In 1996, he was appointed as Director of Pembinaan Bukit Cheeding and subsequently became a shareholder in 1997. As the Director, he spearheaded the change in Pembinaan Bukit Cheeding's business direction in 1996, to venture into civil engineering works where he undertook subcontracting works for various construction projects. Over the years, under his leadership, our Group's business has evolved into the provision of utilities engineering solutions encompassing EPCC and maintenance of overhead infrastructure for utilities, EPCC of underground infrastructure for utilities as well as substation engineering services.

He is the spouse of Tan Sook Hoi, our substantial shareholder, and the father of Ng Chai Hsia, who is our Executive Director, Ng Lam Shein, who is our COO, and Ng Lam Tiong, who is our Project Director.

Kindly refer to **Section 5.2.3** of this Prospectus for his involvement in other business activities outside our Group.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

**Tan Sook Hoi**
Malaysian, aged 68
Substantial shareholder

Tan Sook Hoi, a Malaysian, age 68, is our substantial shareholder.

She completed her primary education at Sekolah Jenis Kebangsaan (C) Yu Hsien, Melaka in 1969.

In 1976, she began working at an electrical equipment manufacturing company based in Selangor where she was responsible for quality control of electronic components. She left the company in 1978 and worked briefly at a supermarket in Pahang in 1979 as a sales promoter before working at a rubber processing factory based in Selangor, where she was involved in rubber processing operations.

After her marriage in 1980, she decided to focus on raising her family.

In 2006, she was appointed as a Director of Pembinaan Bukit Cheeding, assisting Ng Kian Chai in overseeing the daily administrative operation of the company. In 2024, she ceased to be a Director of Pembinaan Bukit Cheeding.

She is the spouse of Ng Kian Chai, our Promoter, substantial shareholder and Managing Director, the mother of Ng Chai Hsia, who is our Executive Director, Ng Lam Shein, who is our COO, and Ng Lam Tiong, who is our Project Director.

**Ng Chai Hsia**
Malaysian, aged 43
Promoter and Executive Director

Ng Chai Hsia, a Malaysian, age 43, is our Executive Director. She was appointed to our Board on 11 September 2024. She is responsible for overseeing our human resources and administrative functions, managing our Group's assets and assisting the Managing Director in implementing business decisions.

In 2006, she graduated with a Bachelor of Business from University of Technology, Australia.

Upon graduation, she joined our Group in 2006 as an Executive where she was involved in the preparation of tenders. In 2010, her responsibilities expanded to include overseeing the accounts and finance department including tax matters. Prior to the appointment of our CFO in 2024, she was in charge of our Group's financial matters. Over the years, her responsibilities were further expanded where she was tasked with overseeing our Group's human resource and administrative affairs as well as managing the recruitment process of foreign workers including liaising with the relevant authorities.

In 2023, she was appointed as a Director of Pembinaan Bukit Cheeding.

In 2024, she was appointed as the Executive Director of Cheeding, a position she continues to hold until to-date.

Kindly refer to **Section 5.2.3** for her involvement in other business activities outside our Group.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.1.3 Changes in shareholdings of our Promoters and substantial shareholders since incorporation up to the date of this Prospectus

The changes in the shareholdings of our Promoters and substantial shareholders since our incorporation on 11 September 2024 up to the LPD are as follows:

| Name | As at incorporation date | | | | Before our IPO | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| | No. of Shares | (1)% | No. of Shares | (1)% | No. of Shares | (2)% | No. of Shares | (2)% |
| **Promoter and substantial shareholder** | | | | | | | | |
| Ng Kian Chai | 1 | 100.00 | - | - | 602,605,100 | 92.11 | (4)51,651,900 | 7.89 |
| **Promoter** | | | | | | | | |
| Ng Chai Hsia | - | - | - | - | - | - | - | - |
| **Substantial shareholder** | | | | | | | | |
| Tan Sook Hoi | - | - | (4)1 | 100.00 | 51,651,900 | 7.89 | (4)602,605,100 | 92.11 |

| Name | After our IPO | | | |
|---|---|---|---|---|
| | Direct | | Indirect | |
| | No. of Shares | (3)% | No. of Shares | (3)% |
| **Promoter and substantial shareholder** | | | | |
| Ng Kian Chai | 542,736,700 | 68.08 | (5)49,222,600 | 6.17 |
| **Promoter** | | | | |
| Ng Chai Hsia | (6)700,000 | 0.09 | - | - |
| **Substantial shareholder** | | | | |
| Tan Sook Hoi | 46,520,300 | 5.84 | (4)542,736,700 | 68.08 |

Notes:

(1) As at the date of incorporation of 11 September 2024, our Company has 1 Share.

(2) Based on our enlarged total number of 654,257,000 Shares after the Acquisition of Pembinaan Bukit Cheeding and Acquisition of BC Services, but before our IPO.

(3) Based on our enlarged total number of 797,257,000 Shares after our IPO.

(4) Deemed interested by virtue of the Shares held by his/her spouse.

(5) Deemed interested by virtue of the Shares held by his spouse, Tan Sook Hoi, and children, Ng Lam Shein, Ng Lam Tiong and Ng Lam Yong pursuant to Section 59(11)(c) of the Act, and assuming his children will fully subscribe for their Pink Form Shares.

(6) Assuming she will fully subscribe for her Pink Form Shares.

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### 5.1.4 Amounts/ benefits paid or intended to be paid or given to any Promoters or substantial shareholders

Save as disclosed below, there are no other amounts or benefits that have been paid or intended to be paid to our Promoters and/or substantial shareholders within 2 years preceding the date of this Prospectus:

(i) issuance and allotment of 654,256,999 Shares by our Company as consideration for the Acquisition of Pembinaan Bukit Cheeding, as disclosed in **Section 6.2.1** of this Prospectus;

(ii) aggregate remuneration and benefits paid to our Promoters and substantial shareholders for services rendered in all their capacities within our Group for the FYE 2024, FYE 2025 and proposed to be paid in FYE 2026 as set out in **Section 5.2.4** of this Prospectus; and

(iii) declaration and payment of cash dividends paid to our Promoters and/or substantial shareholders as follows:

| Promoters and/or substantial shareholders | FYE 2024 RM | FYE 2025 RM |
|---|---|---|
| Ng Kian Chai | 4,605,263 | 17,039,474 |
| Tan Sook Hoi | 394,737 | 1,460,526 |
| **Total** | **5,000,000** | **18,500,000** |

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.2 BOARD OF DIRECTORS

Our Board comprises the following members:

| Director | Nationality | Designation | Age | Date of appointment |
|---|---|---|---|---|
| Saw Wai Chuan (F) | Malaysian | Independent Non-Executive Chairperson | 67 | 14 November 2024 |
| Ng Kian Chai (M) | Malaysian | Managing Director | 72 | 11 September 2024 |
| Ng Chai Hsia (F) | Malaysian | Executive Director | 43 | 11 September 2024 |
| Wendy Kam (F) | Malaysian | Independent Non-Executive Director | 55 | 14 November 2024 |
| Chang Poh Sheng (M) | Malaysian | Independent Non-Executive Director | 53 | 14 November 2024 |
| Poh Zuan Yin (F) | Malaysian | Independent Non-Executive Director | 35 | 14 November 2024 |

Notes:
(M) refer to male.

(F) refer to female.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.2.1 Directors' shareholdings

The Directors' shareholdings in our Company before and after our IPO are as follows:

| | Before our IPO | | | | After our IPO [3] | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| Name | No. of Shares | [1]% | No. of Shares | [1]% | No. of Shares | [2]% | No. of Shares | [2]% |
| Saw Wai Chuan | - | - | - | - | [3]120,000 | 0.02 | - | - |
| Ng Kian Chai | 602,605,100 | 92.11 | [4]51,651,900 | 7.89 | 542,736,700 | 68.08 | [5]49,222,600 | 6.17 |
| Ng Chai Hsia | - | - | - | - | [3]700,000 | 0.09 | - | - |
| Wendy Kam | - | - | - | - | [3]100,000 | 0.01 | - | - |
| Chang Poh Sheng | - | - | - | - | [3]100,000 | 0.01 | - | - |
| Poh Zuan Yin | - | - | - | - | [3]100,000 | 0.01 | - | - |

Notes:

(1) Based on our enlarged total number of 654,257,000 Shares after the Acquisition of Pembinaan Bukit Cheeding and Acquisition of BC Services, but before our IPO.

(2) Based on our enlarged total number of 797,257,000 Shares after our IPO.

(3) Assuming all the Directors (except for Ng Kian Chai) will fully subscribe for the Pink Form Shares allocated to them.

(4) Deemed interested by virtue of the Shares held by his spouse.

(5) Deemed interested by virtue of the Shares held by his spouse, Tan Sook Hoi, and children, Ng Lam Shein, Ng Lam Tiong and Ng Lam Yong pursuant to Section 59(11)(c) of the Act, and assuming his children will fully subscribe for their Pink Form Shares.

### 5.2.2 Profiles of Directors

Save for the profiles of Ng Kian Chai (our Managing Director) and Ng Chai Hsia (our Executive Director), which has been set out in **Section 5.1.2** of this Prospectus, the profiles of our other Directors are as follows:

**Saw Wai Chuan**
Malaysian, aged 67
Independent Non-Executive Chairperson

Saw Wai Chuan, a Malaysian, age 67, is our Independent Non-Executive Chairperson. She was appointed to our Board on 14 November 2024.

She obtained her Licentiate with the Institute of Chartered Secretaries and Administrators in 1983, upon which she became an Associate member in 1984 and Fellow member in 2010. Apart from her membership with the Institute of Chartered Secretaries and Administrators, she is also a member by the category of Affiliate (Adult) of the Institute of Corporate Directors Malaysia since 2024.

Upon obtaining her qualification with the Institute of Chartered Secretaries and Administrators, she began her career with Barbinder & Co Sdn Bhd in 1984 as a Registration Assistant where she was involved in the provision of corporate secretarial support services to clients of the firm.

In 1989, she left Barbinder & Co Sdn Bhd and joined PFA Registration Services Sdn Bhd as a Registration Manager and subsequently promoted to General Manager, where she headed the share registration services and overseeing the day-to-day operations of the company.

In 2003, she left PFA Registration Services Sdn Bhd and founded Epsilon Registration Services Sdn Bhd where she was appointed as an Executive Director. She was primarily responsible for setting up the share registration services, overseeing business development activities as well as the day-to-day operations of the company.

In 2009, she left Epsilon Registration Services Sdn Bhd and joined Tricor Investors Services Sdn Bhd as an Executive Director, where she headed the share registration services, oversaw the day-to-day operations as well as developed marketing strategies for the company. In 2016, she was transferred to Tricor Investors & Issuing House Services Sdn Bhd as an Executive Director – Head of Investor Services where her responsibilities involved overseeing the daily operations as well as developing marketing strategies for the company. In 2020, she was promoted to the position of Senior Executive Director. In July 2023, she was appointed as Senior Advisor where she provided strategic insights and recommendations to improve the company's operations and performance as well as provided guidance to the management team.

In August 2023, she retired from Tricor Investors & Issuing House Services Sdn Bhd. She has not been in employment subsequent to her retirement.

Presently, she is an Independent Non-Executive Director of Inspace Creation Berhad, an investment holding company and through its subsidiaries, is principally involved in the provision of interior fitting-out services, which include project planning and management, design conceptualisation and build as well as servicing and maintenance works.

Kindly refer to **Section 5.2.3** for her involvement in other business activities outside our Group.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

**Wendy Kam**
Malaysian, aged 55
Independent Non-Executive Director

Wendy Kam, a Malaysian, age 55, is our Independent Non-Executive Director. She was appointed to our Board on 14 November 2024.

She holds a professional qualification from the Association of Chartered Certified Accountants ("**ACCA**") since 1997 and has been a Fellow of the ACCA since 2002. She further obtained a Master's degree in Business Administration ("**MBA**") majoring in Accountancy from Universiti Malaya in 2003. She has been a member of the Malaysian Institute of Accountants since 1999.

After obtaining her Sijil Tinggi Persekolahan Malaysia (STPM) and while pursuing her ACCA qualification on a part-time basis, she began her career in 1993 when she joined Diong T.P. & Tan, an audit firm as an Audit Assistant.

She then left the firm and joined NEC Sales (Malaysia) Sdn Bhd in 1994 as an Assistant Accounts Officer where she was responsible for assisting in the preparation of the financial statements of the company.

She left in 1995 to join WTK Holdings Berhad, which is listed on the Main Market of Bursa Securities, as an Accountant where she was responsible for overseeing the company's treasury and management accounting functions.

She left WTK Holdings Berhad in 2001 to focus on her MBA. She subsequently joined Kolej Tunku Abdul Rahman (Penang) as a lecturer of business accounting courses while she continued to pursue her MBA on a part time basis.

She left Kolej Tunku Abdul Rahman (Penang) in 2003 and in the same year joined Syed Mokhsain Holdings Sdn Bhd as an Accountant where she was responsible for overseeing the company's overall financial and accounting activities.

In 2006, she left Syed Mokhsain Holdings Sdn Bhd to join Volt Asia Enterprises (M) Sdn Bhd as a Senior Accountant where she was responsible for the company's accounting matters. She was subsequently promoted to Operations Manager in 2008 where her role expanded to include operations. She left in early 2009 to attend to personal matters.

She returned to employment in 2010 when she joined Masterskill (M) Sdn Bhd, a subsidiary of Masterskill Education Group Berhad (now known as Cyberjaya Education Group Berhad) which is listed on the Main Market of Bursa Securities, as a Finance Manager where she was responsible for the company's accounting and finance matters. She was subsequently promoted to Head of Internal Audit in Masterskill Education Group Berhad (now known as Cyberjaya Education Group Berhad) in April 2011 and was responsible for overseeing the group's internal audit matters.

She left in 2012 to join Stamford College (PJ) Sdn Bhd as a Financial Controller, where she was responsible for overseeing the finance and accounting functions as well as corporate finance matters of the company and its subsidiary.

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She left Stamford College (PJ) Sdn Bhd at the end of 2013 to join Sin Chee Heng Sdn Bhd, a wholly-owned subsidiary of SCH Group Berhad (now known as Hextar Industries Berhad) which is listed on the Main Market of Bursa Securities as a Financial Controller where she was responsible for overseeing the group's financial accounting and taxation matters.

She left the company in 2018 and subsequently joined Atlantic Blue Sdn Bhd, a wholly-owned subsidiary of Solarvest Holdings Berhad which is listed on the Main Market of Bursa Securities at the end of 2018 as a Financial Controller where she was responsible for overseeing and monitoring financial accounting and taxation matters as well as the planning and coordination of financial reporting activities. She left the company in 2021.

At the end of 2021, she joined KGW Logistics (M) Sdn Bhd, a wholly-owned subsidiary of KGW Group Berhad which is listed on the ACE Market as the CFO, a position she continues to hold until-to-date. She is primarily responsible for overseeing and monitoring the group's overall accounting, finance and taxation matters.

Presently, she is an Independent Non-Executive Director of JS Solar Holding Berhad, an investment holding company and through its subsidiary, is principally involved in the provision of EPCC services and contracting services for solar photovoltaic (PV) systems.

Kindly refer to **Section 5.2.3** for her involvement in other business activities outside our Group.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

**Chang Poh Sheng**
Malaysian, aged 53
Independent Non-Executive Director

Chang Poh Sheng, a Malaysian age 53, is our Independent Non-Executive Director. He was appointed to our Board on 14 November 2024.

He obtained his professional qualification from The Chartered Institute of Management Accountants, United Kingdom (CIMA) and has been a member of CIMA since 2001. He is a Chartered Member of the Institute of Internal Auditors Malaysia and a member of the Malaysian Institute of Accountants since 2002.

He began his career as an Auditor with Wong Yeng Mun & Co., Chartered Accountants in 1995 with his last position as an Audit Senior. In 1997, he left Wong Yeng Mun & Co., Chartered Accountants to join UMS Corporation Sdn Bhd, a wholly-owned subsidiary of UMS Holdings Berhad, a company listed on the Main Market of Bursa Securities, as an Internal Audit Executive. UMS Corporation Sdn Bhd is principally involved in the sale and distribution of mechanical power transmission and material handling products and systems and industrial spare parts. His last position was Internal Audit Manager before he left UMS Corporation Sdn Bhd in 2002. In the same year, he joined Rubberflex Sdn Bhd, a company principally involved in manufacturing natural rubber latex threads, as an Accountant. He was subsequently promoted to be a Finance Manager in 2004.

In 2005, he left Rubberflex Sdn Bhd to join IRIS Technologies (M) Sdn Bhd. Subsequently, he was transferred to IRIS Corporation Berhad, a company listed on the ACE Market and principally involved in technology consulting, and the implementation of trusted identification, payment and transportation and sustainable development, as a Finance Manager. He was later promoted to be the Director of Finance in 2013.

In 2018, he left IRIS Corporation Berhad to join AGX Logistics (M) Sdn Bhd, a wholly-owned subsidiary of AGX Group Berhad, a company listed on the ACE Market and principally involved in providing logistics services as the CFO. He continues to hold this position until to-date.

Kindly refer to **Section 5.2.3** for his involvement in other business activities outside our Group.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

**Poh Zuan Yin**
Malaysian, aged 35
Independent Non-Executive Director

Poh Zuan Yin, a Malaysian, age 35, is our Independent Non-Executive Director. She was appointed to our Board on 14 November 2024.

She graduated with a Bachelor of Laws degree from the University of Leeds, United Kingdom in 2012 and obtained the Certificate in Legal Practice in 2013. She was admitted as an Advocate & Solicitor of the High Court of Malaya in 2014.

She began her pupillage at Rahmat Lim & Partners, an associated law firm of Allen & Gledhill LLP in Singapore, in 2013 and thereafter commenced practice in the said firm as a Legal Associate specialising in corporate, commercial law and real estate in 2014.

She subsequently left Rahmat Lim & Partners in 2016 and joined Trowers & Hamlins International Limited (Kuala Lumpur regional office) as a lawyer in 2016. During her tenure, she was involved in mergers and acquisitions, general commercial contracts and corporate advisory work.

She left Trowers & Hamlins International Limited (Kuala Lumpur regional office) in 2018 to join Gan, Lee & Tan as a Partner in the Corporate and Commercial department where she provided legal advisory services on corporate and commercial matters.

She left Gan, Lee & Tan in 2020 to set up Lee & Poh Partnership with another partner in the same year. Currently, she serves as the Managing Partner in Lee & Poh Partnership, specialising in corporate and commercial law.

In 2023, she was appointed as an Independent Non-Executive Director of LYC Healthcare Berhad which is listed on the ACE Market. In the same year, she was also appointed an Independent Non-Executive Director of Go Hub Capital Berhad which is listed on the ACE Market.

In 2025, she was appointed as an Independent Non-Executive Director of OGX Group Berhad, an investment holding company and through its subsidiaries, is principally involved in the provision of information technology ("**IT**") infrastructure solutions, focusing on the provision of network solutions, cybersecurity solutions and enterprise data centre solutions as well as distribution of IT infrastructure products and product warranties and support services.

Kindly refer to **Section 5.2.3** for her involvement in other business activities outside our Group.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.2.3 Principal directorships and principal business activities performed outside our Group

Save as disclosed below, none of our Directors has any principal business activities performed outside of our Group including principal directorships for the past 5 years prior to the LPD:

**(i) Saw Wai Chuan**

| Company | Designation | Date appointed as Director/ Partner | Date resigned as Director/ Partner | Equity Interest (%) | | Principal Activities |
|---|---|---|---|---|---|---|
| | | | | Direct | Indirect | |
| **Present involvement** | | | | | | |
| Inspace Creation Berhad | Independent non-executive director | 13 June 2025 | - | - | - | Activities of holding companies principally involved in the provision of interior fitting-out services, which include project planning and management, design conceptualisation and build as well as servicing and maintenance works. |

**(ii) Ng Kian Chai**

| Company | Designation | Date appointed as Director/ Partner | Date appointed as Director/ Partner | Equity Interest (%) | | Principal Activities |
|---|---|---|---|---|---|---|
| | | | | Direct | Indirect | |
| **Present involvement** | | | | | | |
| Ng Brothers Engineering Construction | Sole proprietor | - | - | 100 | - | High tension transmission lines and engineering construction (dormant[(i)]) |

Note:
(i) Ng Kian Chai, the sole proprietor of Ng Brothers Engineering Construction, has provided a letter confirming that Ng Brothers Engineering Construction has ceased its business operations and has remained dormant since 2015, and will not carry on any business activities in the future. Furthermore, Ng Kian Chai also undertakes that he will not renew the business registration of Ng Brothers Engineering Construction with CCM when it is due to expire on 17 January 2028.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### (iii) Ng Chai Hsia

| Company | Designation | Date appointed as Director/ Partner | Date resigned as Director/ Partner | Equity Interest (%) | | Principal Activities |
|---|---|---|---|---|---|---|
| | | | | Direct | Indirect | |
| **Past involvement** | | | | | | |
| Akademi Memandu Telus (M) Sdn Bhd | Director | 20 June 2022 | 30 September 2024 | - | - | Driving school |

### (iv) Wendy Kam

| Company | Designation | Date appointed as Director/ Partner | Date resigned as Director/ Partner | Equity Interest (%) | | Principal Activities |
|---|---|---|---|---|---|---|
| | | | | Direct | Indirect | |
| **Present involvement** | | | | | | |
| JS Solar Holding Berhad | Independent non-executive director | 21 October 2024 | - | - | - | Activities of holding companies principally involved in the provision of EPCC services and contracting services for solar PV systems |

### (v) Chang Poh Sheng

| Company | Designation | Date appointed as Director/ Partner | Date resigned as Director/ Partner | Equity Interest (%) | | Principal Activities |
|---|---|---|---|---|---|---|
| | | | | Direct | Indirect | |
| **Past involvement** | | | | | | |
| Multimedia Display Technologies Sdn Bhd | Director | 1 September 2016 | 22 May 2020 | - | - | Research and development in information technology |

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### (vi) Poh Zuan Yin

| Company | Designation | Date appointed as Director/ Partner | Date resigned as Director/ Partner | Equity Interest (%) | | Principal Activities |
|---|---|---|---|---|---|---|
| | | | | Direct | Indirect | |
| **Present involvement** | | | | | | |
| OGX Group Berhad | Independent non-executive director | 5 August 2025 | - | - | - | Investment holding of companies principally involved in the provision of IT infrastructure solutions, focusing on the provision of network solutions, cybersecurity solutions and enterprise data centre solutions as well as distribution of IT infrastructure products and product warranties and support services. |
| Go Hub Capital Berhad | Independent non-executive director | 24 August 2023 | - | 0.075 | - | Investment holding of companies principally involved in the provision of enterprise IT services, focusing on providing transportation IT solutions (including customised software development systems and integration of hardware and software systems) in the bus and rail segments. The offerings also extend to include maintenance and support services as well as terminal management services for the IT solutions delivered |

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

| Company | Designation | Date appointed as Director/ Partner | Date resigned as Director/ Partner | Equity Interest (%) | | Principal Activities |
|---|---|---|---|---|---|---|
| | | | | Direct | Indirect | |
| LYC Healthcare Berhad | Independent non-executive director | 29 May 2023 | - | - | - | Investment holding of companies principally involved in information technology services, healthcare related services, confinement care services, food and health supplement manufacturing and distribution, dealing in food ingredients, dental and medical services, nutraceutical trading, childcare, cosmetics, personal care products, medical aesthetics, prostate cancer treatment, medical and surgical advisory services |
| Apollo Venture PLT | Partner | 27 June 2022 | - | - | - | Investment holding of shares |
| Lee & Poh Partnership | Partner | 1 October 2020 | - | - | - | Law firm |

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

| Company | Designation | Date appointed as Director/ Partner | Date resigned as Director/ Partner | Equity Interest (%) | | Principal Activities |
|---|---|---|---|---|---|---|
| | | | | Direct | Indirect | |
| MISHU Sdn Bhd | Shareholder | - | - | 19.00 | - | Provision of company secretarial services and other related services, business management consultancy services and other related consulting services, and other business support services, to act as holding company of non-listed shares of its subsidiaries principally involved in the provision of corporate advisory, tax and accounting services, human resources related services, and providing infrastructure for hosting data processing services and related activities, computer programming activities (with intention to develop its own web application to support and enhance its company secretarial services), business and other applications |
| Smart Angel Venture PLT | Partner | 9 December 2021 | - | - | - | Investment holding in equity crowdfunding |
| Morganfield Capital PLT | Partner | 18 December 2020 | - | - | - | Investment holding in equity crowdfunding |

The involvement of our Directors as disclosed above excludes shares in public listed companies held by them as minority shareholders (less than 5.00% of the total number of issued shares of a public listed company). They do not hold any directorship in these public listed companies and the shares held are only for trading and personal investment purposes.

Our Managing Director and Executive Director are not involved in any businesses/ corporations/ entities, save for the involvement of Ng Kian Chai in Ng Brothers Engineering Construction, which is currently dormant and does not conduct any business activities. As such, our Managing Director and Executive Director can continue to focus on the day-to-day operations of the Group.

The involvement of our Independent Non-Executive Directors in other businesses/ corporations/ entities will not affect their respective commitment and responsibilities to our Group as they are not involved in our Group's day-to-day operations.

The present involvement of our Directors in the businesses/ corporations/ entities set out in **Section 5.2.3** of this Prospectus does not give rise to any conflict or potential conflict of interest with our business.

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### 5.2.4 Directors' remuneration and material benefits in-kind

The aggregate remuneration and material benefits in-kind paid and proposed to be paid to our Directors for services rendered to our Group for FYE 2024, FYE 2025 and FYE 2026 are as follows:

**FYE 2024 (Actual)**

| Name | Directors' fees RM'000 | Salaries RM'000 | Bonuses RM'000 | Statutory contribution[1] RM'000 | Allowances RM'000 | Total RM'000 |
|---|---|---|---|---|---|---|
| **Executive Directors** | | | | | | |
| Ng Kian Chai | - | - | [2]2,660 | 107 | - | 2,767 |
| Ng Chai Hsia | - | 360 | 174 | 108 | - | 642 |
| **Non-Executive Directors** | | | | | | |
| Saw Wai Chuan | - | - | - | - | - | - |
| Wendy Kam | - | - | - | - | - | - |
| Chang Poh Sheng | - | - | - | - | - | - |
| Poh Zuan Yin | - | - | - | - | - | - |

Notes:

(1) Includes employer's contribution to Employees Provident Fund and Social Security Organisation (SOCSO).

(2) As a private limited entity, Ng Kian Chai (the controlling shareholder of Pembinaan Bukit Cheeding) has opted to remunerate himself only by way of bonuses. The bonus for FYE 2024 was determined based on factors such as the financial performance, financial position, working capital and cash flows needs of Pembinaan Bukit Cheeding as well as Ng Kian Chai's personal financial requirements at the material time.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

**FYE 2025 (Actual)**

| Name | Directors' fees RM'000 | Salaries RM'000 | Bonuses RM'000 | Statutory contribution[1] RM'000 | Allowances RM'000 | Total RM'000 |
|---|---|---|---|---|---|---|
| **Executive Directors** | | | | | | |
| Ng Kian Chai | - | - | [2]1,080 | 194 | - | 1,274 |
| Ng Chai Hsia | - | 408 | 215 | 115 | - | 738 |
| **Non-Executive Directors** | | | | | | |
| Saw Wai Chuan | [3]- | - | - | - | [3]- | [3]- |
| Wendy Kam | [3]- | - | - | - | [3]- | [3]- |
| Chang Poh Sheng | [3]- | - | - | - | [3]- | [3]- |
| Poh Zuan Yin | [3]- | - | - | - | [3]- | [3]- |

Notes:

(1) Includes employer's contribution to Employees Provident Fund and Social Security Organisation (SOCSO).

(2) As a private limited entity, Ng Kian Chai (the controlling shareholder of Pembinaan Bukit Cheeding) has opted to remunerate himself only by way of bonuses. The bonus for FYE 2025 was determined based on factors such as the financial performance, financial position, working capital and cash flows needs of Pembinaan Bukit Cheeding as well as Ng Kian Chai's personal financial requirements at the material time.

(3) Our Independent Non-Executive Directors were appointed to our Board on 14 November 2024. The Directors' fees and meeting allowances to our Independent Non-Executive Directors will only be payable upon Listing.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

**FYE 2026 (Proposed)**

| Name | Directors' fees RM'000 | Salaries RM'000 | Bonuses[1] RM'000 | Statutory contribution[2] RM'000 | Allowances RM'000 | Total RM'000 |
|---|---|---|---|---|---|---|
| **Executive Directors** | | | | | | |
| Ng Kian Chai | - | 800 | - | 33 | - | - |
| Ng Chai Hsia | - | 444 | - | 90 | - | - |
| **Non-Executive Directors** | | | | | | |
| Saw Wai Chuan | [3]24 | - | - | - | [2]2 | [2]26 |
| Wendy Kam | [3]24 | - | - | - | [2]2 | [2]26 |
| Chang Poh Sheng | [3]30 | - | - | - | [2]2 | [2]32 |
| Poh Zuan Yin | [3]24 | - | - | - | [2]2 | [2]26 |

Notes:

(1) The bonuses for the FYE 2026, if any, will be determined at a later date based on our Group's and the individual's performance.

(2) Includes employer's contribution to Employees Provident Fund and Social Security Organisation (SOCSO).

(3) Our Independent Non-Executive Directors were appointed to our Board on 14 November 2024. The Directors' fees and meeting allowances to our Independent Non-Executive Directors will only be payable upon Listing.

The remuneration of our Directors, which comprises directors' fees, salaries, bonuses and allowances as well as other benefits-in-kind, must be considered and recommended by our Remuneration Committee and subsequently be approved by our Board, subject to the provisions of our Constitution. Our Directors' fees and/or benefits must be further approved by our shareholders at a general meeting.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.3 BOARD PRACTICE

In accordance with our Company's Constitution, all Directors shall retire from office at the first AGM and an election of Directors shall take place every year. At every subsequent AGM, one-third (1/3) of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election, provided always that all Directors shall retire from office at least once every three years. A retiring Director shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close of the meeting at which he retires.

Any person appointed as Director, either to fill a casual vacancy or as an addition to the existing Directors, shall hold office only until the next AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors to retire by rotation at such meeting.

Our Board acknowledges and takes cognisance of the recommendations under the MCCG. As at the LPD, our Board has adopted all relevant recommendations of the MCCG in terms of the composition of our Board and the relevant committees.

Our Board has adopted the following responsibilities for effective discharge of its functions:

(i) Overseeing and evaluating the conduct and sustainability of the businesses of the Group.

(ii) Reviewing and adopting the overall strategic direction, business plans, and annual budgets of the Group, including major capital commitments.

(iii) Ensuring that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environmental, and social considerations underpinning sustainability.

(iv) Establishing key performance indicators and succession plans for the Board and key senior management.

(v) Reviewing and approving new ventures, major acquisitions and disposal of undertakings and properties.

(vi) Reviewing, challenging, and deciding on management's proposals for the Company and monitoring their implementation by management.

(vii) Supervising and assessing management performance to determine whether the business is being properly managed.

(viii) Identifying and understanding the principal risks of the Company's business and ensuring the implementation of appropriate internal control systems and mitigation measures to manage these risks.

(ix) Reviewing the adequacy and integrity of the Group's internal control systems, risk management, and management information systems.

(x) Setting the risk appetite within which the Board expects management to operate and ensuring that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks.

(xi) Ensuring that key senior management has the necessary skills and experience and there are measures in place to provide for the orderly succession of the Board and key senior management.

(xii) Ensuring that the Company has in place procedures to enable effective communication with stakeholders.

(xiii) Supervising the creation and execution of the investor relations program or shareholders' communication policy for the Company to facilitate productive communication.

(xiv) Ensuring the Group's core values, vision and mission and shareholders' interests are met.

(xv) Ensuring all significant systems and procedures are in place for the Group to run effectively, efficiently, and meet all legal and contractual requirements.

(xvi) Collaborating with key senior management to establish and maintain effective corporate governance practices, which include ethical, prudent, and professional conduct standards, and fostering a corporate responsibility culture throughout the Group.

(xvii) Ensuring the integrity of the Company's financial and non-financial reporting.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.3.1 Directors' term of office

As at the LPD, the date of appointment and the date of expiration of the current term of office of our Directors, as well as the period for which our Directors have served in that office are set out below:

| Director | Designation | Date of appointment as Director | No. of years in office | Date of expiration of the current term in office |
|---|---|---|---|---|
| Saw Wai Chuan | Independent Non-Executive Chairperson | 14 November 2024 | Less than 1 year | At our first AGM |
| Ng Kian Chai | Managing Director | 11 September 2024 | Less than 1 year | At our first AGM |
| Ng Chai Hsia | Executive Director | 11 September 2024 | Less than 1 year | At our first AGM |
| Wendy Kam | Independent Non-Executive Director | 14 November 2024 | Less than 1 year | At our first AGM |
| Chang Poh Sheng | Independent Non-Executive Director | 14 November 2024 | Less than 1 year | At our first AGM |
| Poh Zuan Yin | Independent Non-Executive Director | 14 November 2024 | Less than 1 year | At our first AGM |

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### 5.3.2 Audit and Risk Management Committee

The members of our Audit and Risk Management Committee are as follows:

| Name | Designation | Directorship |
|---|---|---|
| Chang Poh Sheng | Chairperson | Independent Non-Executive Director |
| Wendy Kam | Member | Independent Non-Executive Director |
| Poh Zuan Yin | Member | Independent Non-Executive Director |

The main function of our Audit and Risk Management Committee as stated in its terms of reference includes, among others, the following:

(i) to consider any matters concerning the appointment and re-appointment, the audit and non-audit fees and any questions of resignation or dismissal of external auditors, and further ensure the suitability, objectivity and independence of external auditors;

(ii) to review with the external auditors:

(a) their audit plan, process, scope and nature of the audit of our Group;

(b) their evaluation and findings of the system of risk management and internal controls;

(c) their audit reports on financial statements;

(d) the management letter and management's response with regard to problems and reservations arising from their audits;

(e) the coordination of audits where more than one audit firm is involved; and

(f) any other matters that the external auditors may wish to discuss (in the absence of management where necessary);

(iii) to ensure coordination between the external auditors and the internal auditors;

(iv) to review and assess the adequacy of the scope, functions, competency, experience and resources of the internal audit functions of which the internal auditors should report directly to the Audit and Risk Management Committee and to ensure the internal auditors are independent and objective, and have the relevant qualifications and be responsible for assuring the Audit and Risk Management Committee that the internal controls are operating effectively;

(v) to review the internal audit plan, processes, the results of internal audit assessments, investigations undertaken and whether or not appropriate action is taken on the recommendations made;

(vi) to review the adequacy and effectiveness of our Group's internal control systems, anti-bribery and corruption and whistle-blowing as evaluated, identified and reported by the management, internal or external auditors as well as to review whether actions taken to ratify the same are appropriate or timely;

(vii) to review the quarterly results and year-end financial statements of our Group before the approval by our Board;

(viii) to ensure that Audit and Risk Management Committee Report is prepared at the end of each financial year for inclusion in the annual report of our Company;

(ix) to ensure that the Board establishes a comprehensive framework/policy to identify, evaluate, approve and report related party transactions;

(x) to assess all the disclosed conflicts by our Directors and key senior management, to evaluate their nature, significance and potential impact on our Group;

(xi) to assist our Board to effectively discharge its risk oversight responsibilities by monitoring and overseeing our Group's risk management and processes in identifying, evaluating, monitoring and managing significant risks within our Group;

(xii) to review our Group's risk management policy and implementation of the risk management framework;

(xiii) to report promptly to Bursa Securities on any matter which has not been satisfactorily resolved resulting in a breach of the Listing Requirements;

(xiv) to verify the allocation of options under a share issuance scheme or the allocation of shares according to any incentive plan for employees of our Group, if any;

(xv) to review and conduct an annual performance evaluation of the internal and external auditors in respect of each financial year under review; and

(xvi) to carry out such other functions or assignments as may be delegated by our Board from time to time.

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### 5.3.3 Remuneration Committee

The members of our Remuneration Committee are as follows:

| Name | Designation | Directorship |
|---|---|---|
| Poh Zuan Yin | Chairperson | Independent Non-Executive Director |
| Wendy Kam | Member | Independent Non-Executive Director |
| Chang Poh Sheng | Member | Independent Non-Executive Director |

The main function of our Remuneration Committee as stated in its terms of reference includes, among others, the following:

(i) to review and recommend to our Board the appropriate remuneration packages for all Directors of our Company, with or without professional advice;

(ii) to review and recommend fees and benefits payable to our Directors;

(iii) to assist our Board in formulating policies and guidelines for the composition of various components of remuneration such as basic salary, bonus, and other benefits for our Directors and key senior management;

(iv) to ensure that remuneration packages and benefits for our Directors align with our Company's business strategies, long-term objectives, and remuneration policy, as well as comply with all laws, rules, regulations, and guidelines set by relevant authorities and our Board;

(v) to develop and administer a fair and transparent procedure for setting policy on the remuneration of our Directors and key senior management, which considers the demands, complexities, and performance of our Company, as well as the skills and experience required;

(vi) to implement our Board's remuneration policy and procedures in a transparent process, including reviewing and recommending matters related to the remuneration of our Board;

(vii) to ensure that the level of remuneration packages is fair and appropriate according to the industry, general market sentiments, or conditions, and our Company's operating results, as well as our Directors' merit, qualification, competence, and individual performance;

(viii) to ensure that appropriate rewards, benefits, compensation, and remuneration are offered to retain Directors, and structuring remuneration packages to link rewards to individual performance; and

(ix) to carry out any other functions delegated by our Board that would benefit our Company and ensure the effective discharge of the Remuneration Committee's duties and responsibilities.

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### 5.3.4 Nomination Committee

The members of our Nomination Committee are as follows:

| Name | Designation | Directorship |
|---|---|---|
| Wendy Kam | Chairperson | Independent Non- Executive Director |
| Chang Poh Sheng | Member | Independent Non- Executive Director |
| Poh Zuan Yin | Member | Independent Non- Executive Director |

The main function of our Nomination Committee as stated in its terms of reference includes, among others, the following:

(i) to review, assess, and recommend suitable candidates for appointment as Directors of our Company, as well as Directors who are due to retire and seeking re-election at the AGM. When making recommendations to our Board regarding directorship or re-appointment, the Nomination Committee must consider the "Fit and Proper Criteria" outlined in our Company's Directors' Fit and Proper Policy. These criteria include, but are not limited to:

(a) diversity in skills, knowledge, expertise, experience, age, cultural background and gender;

(b) competence and professionalism;

(c) character and integrity;

(d) time and commitment;

(e) any business interest or relationship that may result in a conflict of interest that could affect the execution of the role; and

(f) in the case of candidates for the position of Independent Director, the committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Director.

(ii) to ensure there is a gender-diverse Board and the Nomination Committee may seek out independent sources to identify qualified candidates for our Board;

(iii) to evaluate the necessary mix of skills, experience, core competencies, and diversity (including age, cultural background, and gender) of our Board and our Board Committees. The Nomination Committee will assess the contribution and performance of each Director to ensure our Board and Board Committees operate effectively and efficiently;

(iv) to review the size, structure, balance, and composition of our Board and our Board Committees to ensure optimal performance;

(v) to identify and review the core competencies, skills and other qualities including but not limited to the skills, knowledge, experience and diversity required by each of the Non-Executive Directors, that are essential to contribute towards the effectiveness and balance of our Board;

(vi) to review and evaluate the contributions made by each member of our Board, including the Independent Non-Executive Directors and the Chairperson of our Board, as well as the Managing Director and Executive Directors;

(vii) to assess each Director's ability to contribute to our Board's decision-making process and ensure that our Board operates actively, efficiently, and effectively in all its decision-making;

(viii) to conduct an annual review of the term of office and performance of the Audit and Risk Management Committee and each of its members. The review will assess whether the Audit and Risk Management Committee and its members have fulfilled their duties in accordance with their terms of reference;

(ix) to evaluate annually the effectiveness of our Board and our Board Committees as a whole for assessing the contribution to the effectiveness of the decision-making process of our Board;

(x) to review and assess annually the independence of the Independent Non-Executive Directors of our Company;

(xi) to review, consider and make recommendations regarding the continuation in office of Independent Non-Executive Directors who have served for more than nine years;

(xii) to oversee the development of succession planning of our Board and key senior management;

(xiii) to assess and recommend the re-election of Directors who are due to retire in accordance with our Company's Constitution;

(xiv) to remain up-to-date and fully informed about strategic issues and commercial changes that impact our Company and the market in which it operates; and

(xv) to carry out such other functions or assignments as may be delegated by our Board from time to time.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.4 KEY SENIOR MANAGEMENT

Our key senior management (all Malaysian) comprises the following:

| Name | Designation | Age |
|---|---|---|
| Ng Kian Chai | Managing Director | 72 |
| Ng Chai Hsia | Executive Director | 43 |
| Ng Lam Shein | COO | 33 |
| Ng Lam Tiong | Project Director | 44 |
| Yap Hoong Yun | CFO | 36 |

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.4.1 Key senior management's shareholdings in our Company

The shareholdings of Ng Kian Chai and Ng Chai Hsia in our Company before and after our IPO have been set out in **Section 5.2.1** of this Prospectus, the shareholdings of our other key senior management before and after the IPO are as follows:

| | Before the IPO[1] | | | | After the IPO[2] | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| Name | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| Ng Lam Shein | - | - | - | - | 1,123,300 | 0.14 | - | - |
| Ng Lam Tiong | - | - | - | - | 579,000 | 0.07 | - | - |
| Yap Hoong Yun | - | - | - | - | 500,000 | 0.06 | - | - |

Notes:

(1) Based on our enlarged total number of 654,257,000 Shares after the Acquisition of Pembinaan Bukit Cheeding and Acquisition of BC Services, but before our IPO.

(2) Based on our enlarged total number of 797,257,000 Shares after our IPO and assuming the key senior management fully subscribe for their Pink Form Shares.

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### 5.4.2 Profiles of key senior management

Save for the profiles of Ng Kian Chai (our Managing Director) and Ng Chai Hsia (our Executive Director), which have been set out in **Section 5.1.2** of this Prospectus, the profiles of our other key senior management are as follows:

**Ng Lam Shein**
Malaysian, aged 33
COO

Ng Lam Shein, a Malaysian, age 33, is our COO. He is responsible for overseeing our Group's utilities engineering services encompassing resource planning and management, site operations, as well as environmental, safety and health matters.

In 2014, he graduated with a Bachelor of Environments from the University of Melbourne, Australia. In 2016, he further pursued and obtained a Master of Engineering from the University of Melbourne, Australia. He has been registered as a Graduate Engineer (Civil) with the Board of Engineers Malaysia since 2017.

Upon graduation, he commenced his career at our Group in 2017, as a Project Engineer where he participated and began gaining exposure in infrastructure utilities engineering solutions projects undertaken by our Group. In 2019, he was promoted to Project Manager, where he was mainly responsible for developing project implementation plans as well as coordinating and overseeing the projects undertaken by our Group. In 2024, he was promoted to the position of COO, a position he continues to hold until to-date.

**Ng Lam Tiong**
Malaysian, aged 44
Project Director

Ng Lam Tiong, a Malaysian, age 44, is our Project Director. He is responsible for the submission of tenders and is involved in the design, budgeting and costing of the projects undertaken by our Group.

In 2004, he graduated with a Bachelor of Accounting (Honours) from Universiti Tenaga Nasional.

Upon graduation, he commenced his career at our Group in 2004 as a Project Manager where he was involved in tender documentation preparation, overseeing projects' execution and management of site activities in relation to the infrastructure utilities engineering services projects undertaken by our Group.

In 2014, he acquired BC Services and was appointed as a Director of BC Services and is responsible for overseeing the company's day-to-day operations.

In 2024, he was promoted to the position of Project Director of our Group, a position he continues to hold until to-date.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

**Yap Hoong Yun**
Malaysian, aged 36
CFO

Yap Hoong Yun, a Malaysian, age 36, is our CFO. He is responsible for overseeing our Group's financial and risk management matters including financial reporting, taxation and internal control.

He graduated with a Bachelor of Accounting from the University of Malaya in 2012. He has been a Member of Malaysian Institute of Accountants (MIA) since 2024.

Upon graduation, he began his career in 2012 at Crowe Malaysia PLT as an Associate, Audit and Assurance, where he was involved in statutory audits, financial due diligence and reporting accountant roles for corporate exercises involving clients of the firm. During his tenure at the firm, he was promoted to the position of Senior Associate in 2014, Senior in 2015, Assistant Manager in 2018, Manager in 2019 and Senior Manager in 2021.

In 2024, he left Crowe Malaysia PLT and joined our Group as CFO, a position he continues to hold until to-date.

### 5.4.3 Key senior management's remuneration and material benefits-in-kind

Save for the remuneration and material benefits in-kind paid and proposed to be paid to Ng Kian Chai and Ng Chai Hsia as set out in **Section 5.2.4** of this Prospectus, the aggregate remuneration and material benefits-in-kind paid and proposed to be paid to our other key senior management for services rendered/ to be rendered to our Group in all capacities for the FYE 2024, FYE 2025 and FYE 2026 are as follows:

| | Remuneration band | | |
|---|---|---|---|
| **Name** | **FYE 2024[1] (Actual) RM'000** | **FYE 2025[1] (Actual) RM'000** | **FYE 2026[1] (Proposed) RM'000** |
| Ng Lam Shein | 450 - 500 | 550 - 600 | 400 - 450 |
| Ng Lam Tiong | 900 - 950 | 1,050 - 1,100 | 750 - 800 |
| Yap Hoong Yun | Nil | 150 - 200 | 200 - 250 |

Note:
(1) Comprises salaries, bonuses, fees, benefits in-kinds and allowances.

### 5.4.4 Involvement of key senior management in other businesses/ corporations

Save for the principal directorship and principal business activities of Ng Kian Chai and Ng Chai Hsia outside our Group as set out in **Section 5.2.3** of this Prospectus, none of our key senior management has any principal directorships and principal business activities outside our Group as at the LPD and in the past 5 years preceding the LPD.

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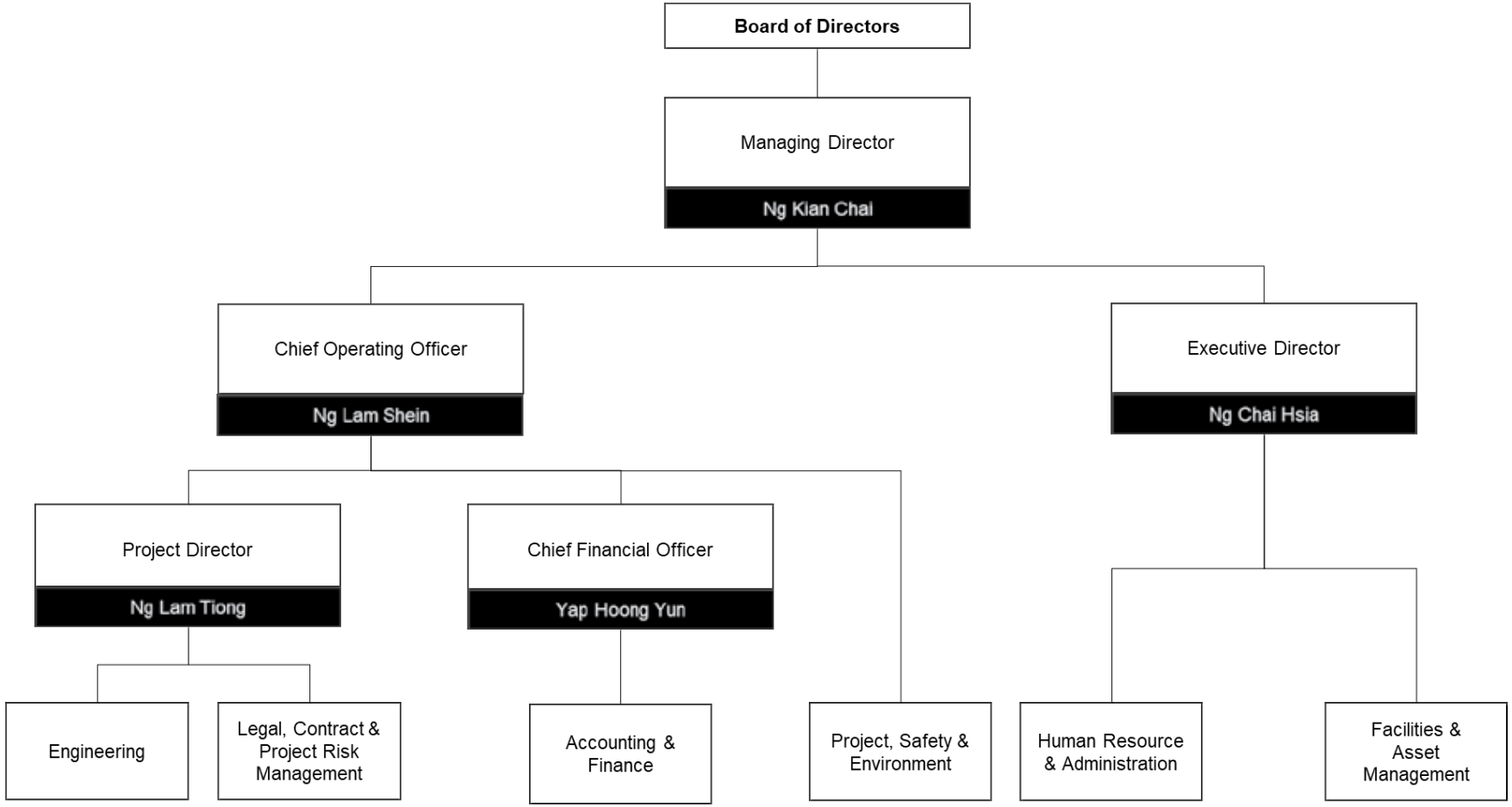
### 5.4.5 Management reporting structure

The management reporting structure of our Group is as follows:



## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.5 SERVICE CONTRACTS

As at the LPD, none of our Directors and/or key senior management has any existing or proposed service contracts with our Group.

### 5.6 DECLARATION BY OUR PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

None of our Promoters, Directors and key senior management is or have been involved in any of the following events (whether in or outside Malaysia) as at the LPD:

(i) in the last 10 years, a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a director or member of key senior management;

(ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;

(iii) in the last 10 years, charged or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;

(iv) in the last 10 years, any judgement was entered against such person, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market;

(v) in the last 10 years, the subject of any any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his part that relates to the capital market;

(vi) the subject of any order, judgement or ruling of any court, government, or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity;

(vii) in the last 10 years, has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; and

(viii) any unsatisfied judgment against such person.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.7 FAMILY RELATIONSHIPS AND/OR ASSOCIATIONS

As at the LPD, save as disclosed below, there is no family relationship and/ or association between any of our Promoters, substantial shareholders, Directors and key senior management:

| Name | Position in our Company | Relationship |
|---|---|---|
| Ng Kian Chai | Promoter, substantial shareholder and Managing Director | • Spouse of Tan Sook Hoi<br>• Father of Ng Chai Hsia, Ng Lam Shein and Ng Lam Tiong |
| Tan Sook Hoi | Substantial shareholder | • Spouse of Ng Kian Chai<br>• Mother of Ng Chai Hsia, Ng Lam Shein and Ng Lam Tiong |
| Ng Chai Hsia | Promoter and Executive Director | • Daughter of Ng Kian Chai and Tan Sook Hoi<br>• Sister of Ng Lam Shein and Ng Lam Tiong |
| Ng Lam Shein | COO | • Son of Ng Kian Chai and Tan Sook Hoi<br>• Brother of Ng Chai Hsia and Ng Lam Tiong |
| Ng Lam Tiong | Project Director | • Son of Ng Kian Chai and Tan Sook Hoi<br>• Brother of Ng Chai Hsia and Ng Lam Shein |

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## 6. INFORMATION ON OUR GROUP

### 6.1 OUR COMPANY

Our Company was incorporated under the Act on 11 September 2024 as a private limited company under the name of Cheeding Holdings Sdn Bhd. Subsequently, on 6 November 2024, our Company was converted to a public limited company to embark on the Listing.

We are an investment holding company. Through our subsidiaries, we are predominantly involved in the provision of utilities engineering solutions where the main activities involve the EPCC and maintenance of overhead infrastructure for utilities, EPCC of underground infrastructure for utilities and substation engineering services.

There has been no material change in the manner in which our Company conducts its business or activities since our incorporation up to the LPD.

Please refer to **Section 7.1** of this Prospectus for detailed information of our Group's history.

### 6.2 LISTING SCHEME

#### 6.2.1 Acquisition of Pembinaan Bukit Cheeding

The Company had on 5 November 2024 entered into a conditional share sale agreement ("**Pembinaan Bukit Cheeding SSA**") with the vendors of Pembinaan Bukit Cheeding (i.e., Ng Kian Chai and Tan Sook Hoi) to acquire the entire issued share capital of Pembinaan Bukit Cheeding comprising 9,500,000 ordinary shares ("**Pembinaan Bukit Cheeding Shares**") for a purchase consideration of RM42,526,704.94. The purchase consideration was fully satisfied by the issuance and allotment of 654,256,999 new Shares at an issue price of RM0.065 per Share to the vendors of Pembinaan Bukit Cheeding, as follows:

| Name | No. of Pembinaan Bukit Cheeding Shares | Shareholdings in Pembinaan Bukit Cheeding (%) | Purchase consideration (RM) | No. of Shares issued |
|---|---|---|---|---|
| Ng Kian Chai | 8,750,000 | 92.11 | 39,169,331.44 | 602,605,099 |
| Tan Sook Hoi | 750,000 | 7.89 | 3,357,373.50 | 51,651,900 |
| **Total** | **9,500,000** | **100.00** | **42,526,704.94** | **654,256,999** |

The purchase consideration of RM42,526,704.94 for the Acquisition of Pembinaan Bukit Cheeding was arrived based on a "willing-buyer willing-seller" basis after taking into consideration the audited NA of Pembinaan Bukit Cheeding as at 31 March 2024 of RM42,526,709.

The completion of the Acquisition of Pembinaan Bukit Cheeding was conditional upon the fulfilment of the conditions precedent in the Pembinaan Bukit Cheeding SSA, which included amongst others, the approval of Bursa Securities in relation to the Listing as set out in **Section 2.1.1** of this Prospectus being obtained. The Acquisition of Pembinaan Bukit Cheeding was completed on 5 August 2025.

The Shares issued and allotted under the Acquisition of Pembinaan Bukit Cheeding rank equally in all respects with our existing Shares including voting rights and will be entitled to all rights and dividends and/or other distributions, the entitlement date of which is subsequent to the date of allotment of the Shares.

### 6.2.2 Acquisition of BC Services

The Company had on 5 November 2024 entered into a conditional share sale agreement ("**BC Services SSA**") with the vendors of BC Services (i.e., Ng Lam Tiong and Lee Bee Wei) to acquire the entire issued share capital of BC Services comprising 580,000 ordinary shares ("**BC Services Shares**") for a cash consideration of RM1,129,000. We intend to fund the cash consideration via internally generated funds.

The purchase consideration of RM1,129,000 for the Acquisition of BC Services was arrived based on a "willing-buyer willing-seller" basis after taking into consideration the audited NA of BC Services as at 31 December 2023 of RM1,129,887.

The completion of the Acquisition of BC Services was conditional upon the fulfilment of the conditions precedent in the BC Services SSA, which included amongst others, the approval of Bursa Securities in relation to the Listing as set out in **Section 2.1.1** of this Prospectus being obtained. The Acquisition of BC Services was completed on 5 August 2025.

Save for the liabilities as set out in the statement of financial position of BC Services, which will be consolidated into the financial statements of our Company following the completion of the Acquisition of BC Services, our Company will not assume any liabilities, including contingent liabilities and guarantees, pursuant to the Acquisition of BC Services.

The Acquisition of BC Services was intended to eliminate potential conflict of interest as BC Services is owned by our Promoters' immediate family members i.e. Ng Lam Tiong and Lee Bee Wei, and to eliminate future related party transactions upon completion of the Acquisition of BC Services.

Please refer to **Section 6.5.2** of this Prospectus for further details on BC Services.

### 6.2.3 IPO

The details of the IPO, comprising the Public Issue and Offer for Sale are set out in **Sections 4.3.1** and **4.3.2** of this Prospectus.

### 6.2.4 Listing

Upon completion of our IPO, our Company's entire enlarged share capital of RM94,006,706 comprising 797,257,000 Shares shall be listed on the ACE Market.

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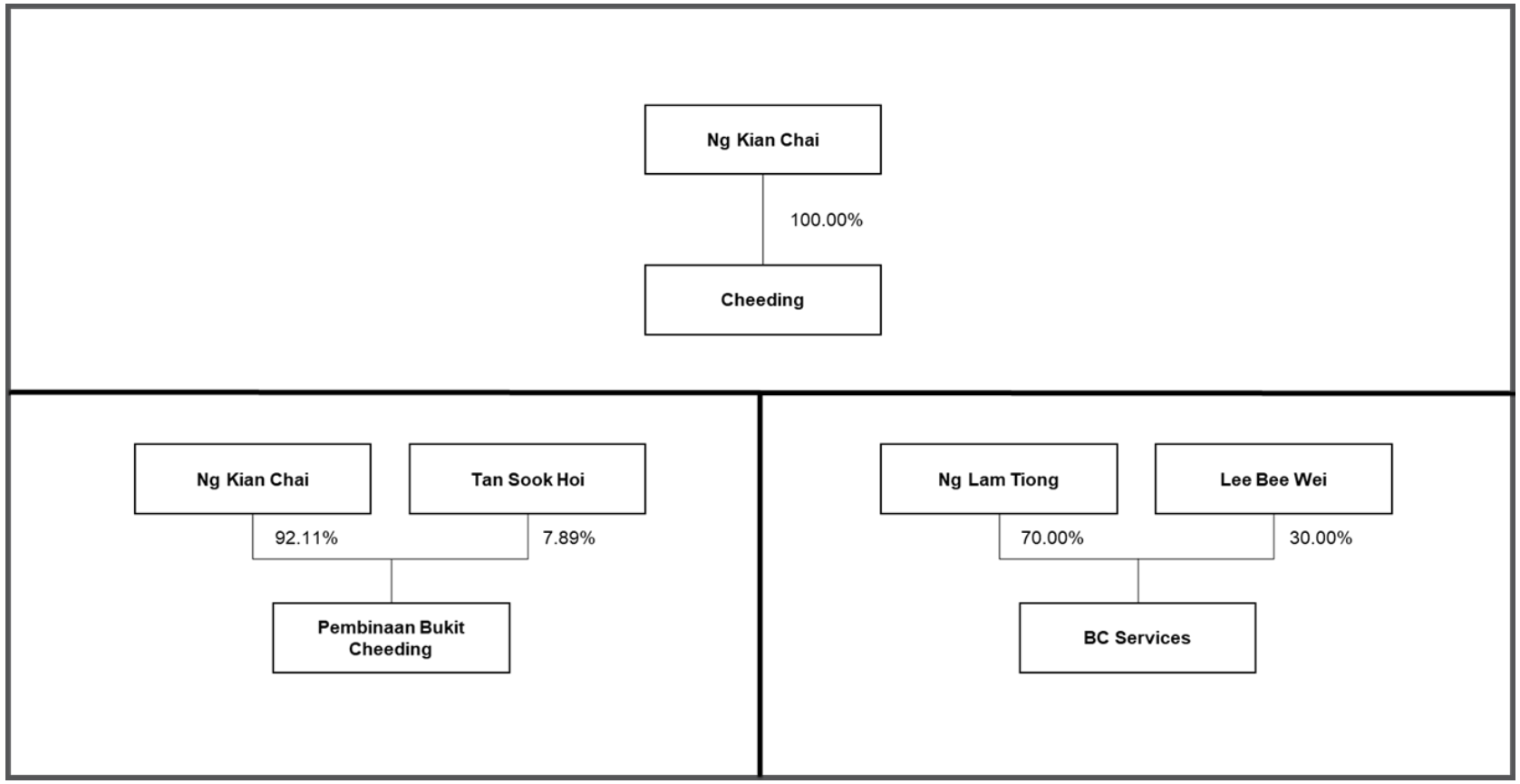
## 6. INFORMATION ON OUR GROUP

### 6.3 OUR GROUP STRUCTURE

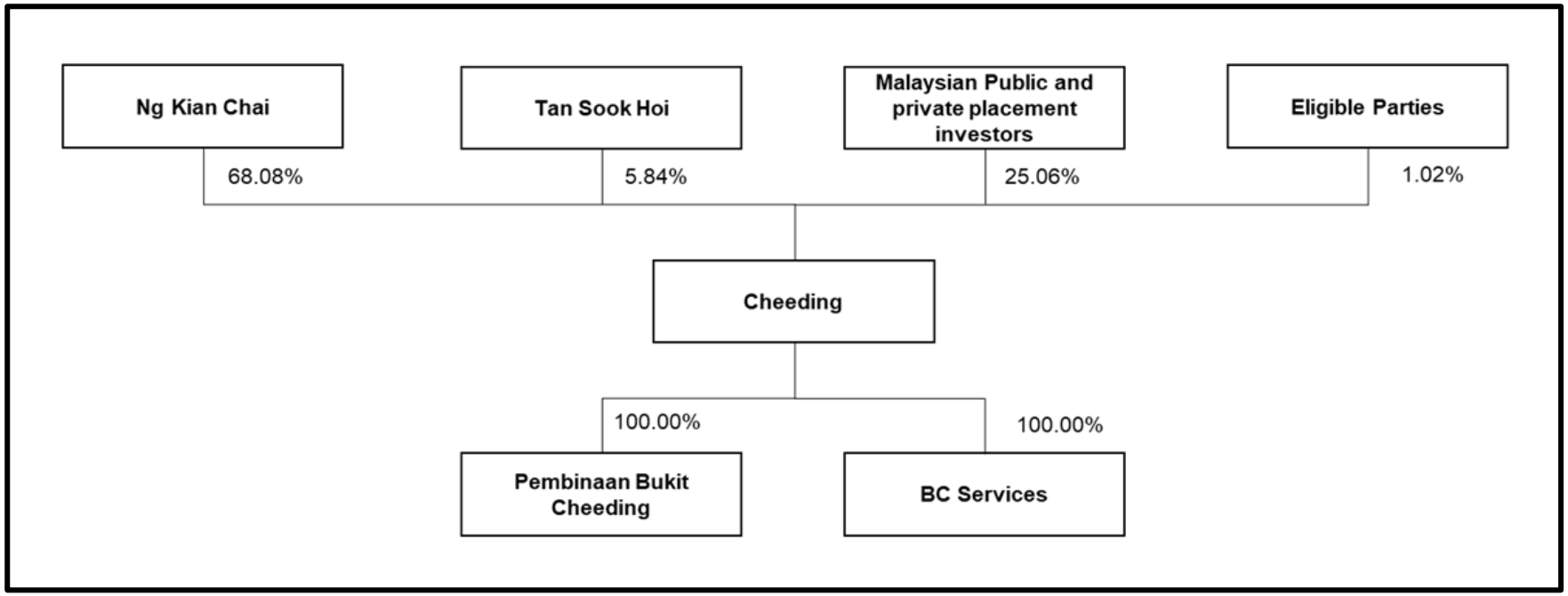
Our Group's corporate structure before and after our IPO is as follows:

**Before the Acquisition of Pembinaan Bukit Cheeding and the Acquisition of BC Services**



## 6. INFORMATION ON OUR GROUP

**After the Acquisition of Pembinaan Bukit Cheeding, Acquisition of BC Services and after our IPO**




As at the date of this Prospectus, our Company does not have any associated companies or joint ventures. Further details of our subsidiaries are set out in **Section 6.5** of this Prospectus.

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## 6. INFORMATION ON OUR GROUP

### 6.4 OUR SHARE CAPITAL

As at the date of this Prospectus, our share capital is RM42,526,706 comprising 654,257,000 Shares. The changes in the share capital of our Company since incorporation are as follows:

| Date of allotment | No. of Shares allotted | Type of issue / Consideration | Cumulative share capital | |
|---|---|---|---|---|
| | | | No. of Shares | Share capital (RM) |
| 11 September 2024 | 1 | Subscriber's share/ Cash (RM1.00) | 1 | 1 |
| 5 August 2025 | 654,256,999 | Acquisition of Pembinaan Bukit Cheeding/ Otherwise than cash (RM42,526,705) | 654,257,000 | 42,526,706 |

There were no discounts, special terms or instalment payment terms applicable to the consideration given for the shares allotted.

Upon completion of our IPO, our issued share capital will increase to RM94,006,706 comprising 797,257,000 Shares.

There were no outstanding warrants, options, convertible securities or uncalled capital in respect of the Shares in our Company as at the LPD.

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## 6. INFORMATION ON OUR GROUP

### 6.5 OUR SUBSIDIARIES

The details of our subsidiaries as at the LPD are as follows:

| Subsidiaries / Registration no. | Date / Country of incorporation | Issued share capital (RM) | Effective interest (%) | Principal place of business | Principal activities |
|---|---|---|---|---|---|
| Pembinaan Bukit Cheeding (199301029534 (284273-D)) | 15 December 1993 / Malaysia | 9,500,000 | 100 | Malaysia | Provision of utilities engineering solutions, comprising EPCC and maintenance of overhead and underground infrastructure, as well as substation engineering services and related activities |
| BC Services (200601020767 (740520-P)) | 11 July 2006 / Malaysia | 580,000 | 100 | Malaysia | Supply of electrical and civil engineering related activities |

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## 6. INFORMATION ON OUR GROUP

### 6.5.1 Pembinaan Bukit Cheeding

**(a) Background and principal activities**

Pembinaan Bukit Cheeding was incorporated in Malaysia under the Companies Act 1965 on 15 December 1993 as a private limited company under the name of Score Point Sdn Bhd and deemed registered under the Act. Subsequently, it changed its name to its present name on 3 October 1996.

The principal place of business of Pembinaan Bukit Cheeding is at Suite 501 & 502, Block A4, Level 5, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor Darul Ehsan.

Pembinaan Bukit Cheeding is principally involved in the provision of utilities engineering solutions, comprising EPCC and maintenance of overhead and underground infrastructure, as well as substation engineering services and related activities.

**(b) Share capital**

As at the LPD, the issued share capital of Pembinaan Bukit Cheeding is RM9,500,000 comprising 9,500,000 ordinary shares.

There has been no change in the issued share capital of Pembinaan Bukit Cheeding for the past 3 years preceding the LPD.

As at the LPD, Pembinaan Bukit Cheeding does not have any outstanding warrants, options, convertible securities or uncalled capital.

**(c) Shareholder and directors**

As at the LPD, Pembinaan Bukit Cheeding is wholly-owned by Cheeding.

As at the LPD, the directors of Pembinaan Bukit Cheeding are Ng Kian Chai and Ng Chai Hsia.

**(d) Subsidiary, associate and joint venture**

As at the LPD, Pembinaan Bukit Cheeding does not have any subsidiary, joint venture or associate company.

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### 6.5.2 BC Services

**(a) Background and principal activities**

BC Services was incorporated in Malaysia under the Companies Act 1965 on 11 July 2006 as a private limited company and deemed registered under the Act.

The principal place of business of BC Services is at Suite 941, Block A3, Level 9, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor Darul Ehsan.

BC Services is principally involved in the supply of electrical and civil engineering related activities.

BC Services mainly supply electrical and civil engineering related services such as design works for projects undertaken by our Group. In carrying out its activities, BC Services engages third-party consultants and professional engineers to develop and endorse design drawings and licensed land surveying firm to conduct site surveys.

For clarity, BC Services does not undertake electrical and civil engineering related services such as design works internally. BC Services undertakes these related services through third-parties, whereby BC Services is responsible for the sourcing, engagement and management of third-party consultants and professional engineers to develop and endorse design drawings and licensed land surveying firm to conduct site surveys.

BC Services has had 2 customers since 2014, which are Pembinaan Bukit Cheeding and Jaya Bina. As at the LPD, BC Services does not have any other employees save for its directors, namely Ng Lam Tiong and Lee Bee Wei.

**(b) Share capital**

As at the LPD, the issued share capital of BC Services is RM580,000 comprising 580,000 ordinary shares.

Save as disclosed below, there has been no change in the issued share capital of BC Services for the past 3 years preceding the LPD:

| Date of allotment | No. of ordinary shares allotted | Consideration (RM) | Cumulative issued share capital | |
|---|---|---|---|---|
| | | | No. of ordinary shares | RM |
| 25 October 2023 | 300,000 | 300,000 | 580,000 | 580,000 |

As at the LPD, BC Services does not have any outstanding warrants, options, convertible securities or uncalled capital.

**(c) Shareholder and directors**

As at the LPD, BC Services is wholly-owned by Cheeding.

As at the LPD, the directors of BC Services are Ng Lam Tiong and Lee Bee Wei.

## 6. INFORMATION ON OUR GROUP

### (d) Subsidiary, associate and joint venture

As at the LPD, BC Services does not have any subsidiary, joint venture or associate company.

### (e) Historical financial information

A summary of the key financial information of BC Services based on the audited financial statements for the past 3 financial years ended 31 December are as follows:

| | Audited | | |
|---|---|---|---|
| | Financial year ended 31 December | | |
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Revenue | 551 | 750 | 500 |
| PBT | 285 | 395 | 76 |
| PAT | 237 | 331 | 60 |
| Share capital | 280 | 580 | 580 |
| Total equity / NA | 799 | 1,130 | 890 |
| Total borrowings | - | - | - |
| PBT margin (%)(1) | 51.72 | 52.67 | 15.20 |
| PAT margin (%)(2) | 43.01 | 44.13 | 12.00 |
| Current ratio (times)(3) | 20.28 | 126.54 | 22.74 |
| Gearing ratio (times)(4) | - | - | - |

Notes:

(1) PBT margin is computed based on PBT over revenue.

(2) PAT margin is computed based on PAT over revenue.

(3) Computed based on current assets over current liabilities as at the respective financial year end.

(4) Computed based on the total borrowings over total equity as at the respective financial year end.

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# 7. BUSINESS OVERVIEW

## 7.1 INCORPORATION AND HISTORY

Our Company was incorporated in Malaysia under the Act on 11 September 2024 as a private limited company under the name of Cheeding Holdings Sdn Bhd. On 6 November 2024, our Company was converted into a public limited company and adopted our present name.

Our Company is an investment holding company. Through our subsidiary, Pembinaan Bukit Cheeding, we are principally involved in the provision of utilities engineering solutions where our main activities involve the EPCC and maintenance of overhead infrastructure for utilities. Pembinaan Bukit Cheeding is also involved in the EPCC of underground infrastructure for utilities as well as the substation engineering services. Our subsidiary, BC Services, is involved in the supply of electrical and civil engineering related services in relation to design works for projects undertaken by Pembinaan Bukit Cheeding.

The history of our Group can be traced back to the incorporation of Score Point Sdn Bhd (which changed its name to Pembinaan Bukit Cheeding on 3 October 1996) on 15 December 1993 by Isti Khajar Binti Ahmad and Rafidah Binti Abdul Wahab, each holding one subscriber share. The company was initially involved in the retail and wholesale of garments. In February 1994, both the founders transferred their entire equity interests to Ng Kian Teng and Pung Yoke Har, resulting in each holding a 50% equity interest in the company. They were subsequently joined by Ng Huat Teong in the same month. In May 1994, Pung Yoke Har disposed of her entire equity interest to Ng Kian Teng, thereby ceasing to be a shareholder.

Pembinaan Bukit Cheeding transformed from a retailer and wholesaler of garments to focus on civil engineering works, including undertaking subcontracting works for various construction projects under the stewardship of our Promoter, Ng Kian Chai when he was appointed as the Director of the company in December 1996. In January 1997, the shareholders, namely Ng Kian Teng and Ng Huat Teong sold their entire equity interest to their brothers, namely Ng Kian Chai, Ng Kien Chor, and Ng Kian Han, resulting in Ng Kian Chai held 50% of the equity interest, while Ng Kien Chor and Ng Kian Han each held 25% of the equity interest of the company.

In July 1997, they were joined by Roslan Bin Mat Juri when he subscribed for 50,000 shares, representing approximately 20% in the company at the relevant time. Roslan Bin Mat Juri and Ng Kien Chor eventually realised their investment in the company by disposing of their entire equity interest in the company to Ng Kian Chai in October 2005 and March 2011, respectively, while Ng Kian Han dispose of his entire equity interest to our substantial shareholder, Tan Sook Hoi in April 2006. Since then, the shareholders of Pembinaan Bukit Cheeding have been Ng Kian Chai and Tan Sook Hoi.

In 2007, we ventured into subcontracting works for overhead infrastructure for utilities. In 2009, we secured the Mergong Project, our first overhead infrastructure for utilities project as a main contractor.

In July 2014, our Project Director, Ng Lam Tiong, and his spouse, Lee Bee Wei, acquired the entire equity interest in BC Services from Mohamad Zulkefli Bin Othman and Dzaiful Azli Bin Abd Rashid (who are non-related parties), in order to assist Pembinaan Bukit Cheeding in better managing the delivery and quality of our Group's projects encompassing project costing, design drawings and site surveys.

On 5 November 2024, our Company entered into the following conditional share sale agreements:

(i) with Ng Kian Chai and Tan Sook Hoi for the Acquisition of Pembinaan Bukit Cheeding. The acquisition was completed on 5 August 2025.

(ii) with Ng Lam Tiong and Lee Bee Wei for the Acquisition of BC Services. The acquisition was completed on 5 August 2025.

## 7. BUSINESS OVERVIEW

BC Services was incorporated in 2006. BC Services is currently involved in the supply of electrical and civil engineering related services in relation to design works for projects undertaken by our Group.

Pursuant to these acquisitions, Pembinaan Bukit Cheeding and BC Services became wholly-owned subsidiaries of our Group. Please refer to **Sections 6.2.1 and 6.2.2** of this Prospectus for further information.

**Business Growth**

During the initial years of our business, our Group secured various utilities engineering solutions projects as a subcontractor. Commencing 2009, our Group began securing these projects as a main contractor. Our major projects secured (with the highest contract value in the year) as a main contractor are as follows:

| Year | Key events and milestones |
|---|---|
| 2009 | Secured Mergong Project*. The project was completed in 2010.<br><br>* Reinforcement works for 132kV overhead transmission line from Tanjung Pauh to Mergong into Alor Setar substation in Kedah with a total contract value of RM0.66 million |
| 2010 | Secured Johor Project*. The project was completed in the same year.<br><br>* Design and build for 132kV overhead transmission line from Ulu Tiram to Kota Tinggi in Johor with a total contract value of RM0.48 million |
| 2011 | Secured Penang Project*. The project was completed in 2013.<br><br>* Reconfiguration and termination works for single circuit of 132kV overhead transmission line into Simpang Ampat Switching Station in Penang with a total contract value of RM2.43 million |
| 2012 | Secured Negeri Sembilan Project*. The project was completed in 2013.<br><br>* 132kV underground cabling works from Chembong substation to Keretapi Tanah Melayu Berhad (KTMB) Rembau Feeder Station in Negeri Sembilan with a total contract value of RM3.99 million |
| 2013 | Secured Kota Damansara Project*. The project was completed in 2014.<br><br>* Installation, testing and commissioning of 33kV underground cables and accessories in Kota Damansara, Selangor with a total contract value of RM1.18 million |
| 2014 | Secured Pahang Project*. The project was completed in 2015.<br><br>* Design and build for 132kV overhead transmission line from Tanjong Gelang substation to a cement manufacturing facility and Tanjung Gelang substation to Semambu substation as well as 275kV overhead transmission line from Kuantan North substation to Gebeng Industri substation in Pahang with a contract value of RM6.32 million |
| 2015 | Secured Johor 2 Project*. The project was completed in 2017.<br><br>* Reconfiguration works for double circuit of existing 132kV overhead transmission line from Kangkar Tebrau substation to Seelong substation and Bukit Batu substation into 132/33kV Senai Hi-Tech East substation in Johor with a total contract value of RM19.48 million |

## 7. BUSINESS OVERVIEW

| Year | Key events and milestones |
|---|---|
| 2016 | Secured Selangor Project*. The project was completed in the same year.<br><br>* Design and build for 132kV overhead transmission tower in Shah Alam, Selangor with a total contract value of RM0.59 million |
| 2017 | Secured Kota Setar Project*. The project was completed in 2019.<br><br>* Upgrading works for 132kV overhead transmission line from Kota Setar substation to Alor Setar substation and reconfiguration works into Mergong substation in Kedah with a total contract value of RM11.88 million |
| 2018 | Secured Pahang 2 Project*. The project was completed in 2020.<br><br>* Reconfiguration works for 275kV overhead transmission line from Yong Peng East substation in Johor to Kampung Awah substation into Bahau South substation in Pahang with a contract value of RM65.98 million |
| 2019 | Secured Terengganu Project*. The project was completed in 2020.<br><br>* Dismantle, design, supply, install, commission and other related works for 132kV overhead transmission lines in Kerteh, Terengganu with a total contract value of RM5.00 million |
| 2020 | Secured Shah Alam Project*. The project was completed in 2022.<br><br>* Reconfiguration works for 275kV and 132kV overhead transmission line into Elmina West substation in Shah Alam, Selangor with a total contract value of RM4.65 million |
| 2022 | Secured Ayer Tawar Project*. As at the LPD, the project is still on-going and is expected to be completed by November 2025.<br><br>* EPCC of 275kV overhead transmission line project from Ayer Tawar substation to Seri Iskandar West substation in Perak with a total contract value of RM61.00 million |
| 2023 | Secured Kampung Gajah Project*. As at the LPD, the project is still on-going and is expected to be completed by August 2026.<br><br>* EPCC of 275kV overhead transmission line project from Seri Iskandar West substation to Kampung Gajah substation in Perak with a total contract value of RM55.50 million |
| 2024 | Secured Kulim Project*. This project was completed in 2025.<br><br>* EPCC of 132kV overhead transmission line project to a lithium battery manufacturing facility in Kulim, Kedah with a total contract value of RM42.95 million, primarily involving the EPCC of underground infrastructure for utilities. A part of the works to be undertaken for this project also involves the EPCC of overhead infrastructure for utilities and substation engineering services |
| 2025 | Secured Gurun East Project*. As at the LPD, the project is still on-going and is expected to be completed by June 2027.<br><br>* EPCC of 500kV overhead transmission lines project from Gurun West substation to Gurun East substation in Kedah with a total contract value of RM54.82 million |

## 7. BUSINESS OVERVIEW

For the year 2021, our Group did not undertake new EPCC for overhead infrastructure projects as main contractor, as there were no new tenders being announced by TNB that relates to activities of Group during the period from September 2020 to July 2021, following the COVID-19 pandemic.

Over the years and up to LPD, we have been awarded with the following awards and recognitions:

| Year | Award | Awarding party |
|---|---|---|
| 2025 | Certificate of Best Project Performance 2024 | TNB |
| | Certificate of Contractor HSE Performance 2024 | TNB |

For the avoidance of doubt, the awards above do not relate to any specific project undertaken by the Group.

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## 7. BUSINESS OVERVIEW

### 7.2 PRINCIPAL BUSINESS ACTIVITIES

Our Group is principally involved in the provision of utilities engineering solutions where our main activities involve the EPCC and maintenance of overhead infrastructure for utilities. Our Group is also involved in the EPCC of underground infrastructure for utilities and substation engineering services.

Our business model is as follows:

| | | | |
|---|---|---|---|
| **Principal business activities** | **Provision of utilities engineering solutions** | | |
| **Segments** | EPCC and maintenance of overhead infrastructure for utilities | EPCC of underground infrastructure for utilities | Substation engineering services |
| **Roles** | • Main contractor<br>• Subcontractor | Main contractor | Main contractor |
| **Revenue contribution[1]** | FYE 2024: 99.88%<br>FYE 2025: 70.58% | FYE 2024: Nil<br>FYE 2025: 22.63% | FYE 2024: 0.12%<br>FYE 2025: 6.79% |
| **Principal market** | Peninsular Malaysia | | |

#### 7.2.1 EPCC and maintenance of overhead infrastructure for utilities

We procure, supply, deliver, install, construct, relocate, test and commission as well as inspect, repair and maintain overhead infrastructure for utilities. We engage consultants and professional engineers to develop and endorse design drawings.

Most of our overhead utilities engineering works are carried out internally. However, we do engage subcontractors on a project basis to carry out selected parts of our overhead utilities engineering works. These subcontractors undertake design, fibre jointing and secondary works such as installation or modifications of indoor protection panel and control panels for some of our projects.

As part of our overhead utilities engineering solutions, we are involved in project planning and management for the projects that we undertake. This comprises developing and implementing project plan which outlines the scope of works, technical specifications, permit requirements, project schedule, cost analysis and risk analysis.

During the implementation of project plan, we schedule, monitor and supervise the on-site operational activities such that they are in compliance with contractual requirements and safety regulations. We also prepare and provide project status documents, certificates and licence documents, safety compliance reports as well as functional and acceptance testing reports. Our project team is required to submit the applications and follow up with the local authorities for the necessary permits and approvals to commence works.

## 7. BUSINESS OVERVIEW

We engage a licensed land surveying firm for all the projects undertaken by our Company to conduct site surveys. This involves plotting terrains, proximity to existing infrastructure and environmental considerations. We also carry out soil investigation where the soil is tested by a third-party independent lab. Data is collected using surveying equipment such as the total station survey instrument to create detailed maps and elevation profiles, ensuring accurate positioning of the pylon tower and minimising potential environmental impacts. Information collected from the survey is used to produce design drawings which are endorsed by a third-party professional engineer and submitted to our client for approval before commencement of works.

We procure materials based on our project requirements from suppliers approved by our client or the grid owner. We perform quality checks and function tests on the procured materials before they are used in our projects. The materials that we procure are delivered to site by our suppliers and stored at our on-going project sites. We do not purchase and store extra materials as it is our practice to only purchase sufficient volume of materials in the specifications that we require for each project. In view that each project may require materials with different specifications, excess materials, if any, may not able to be used for another project.

An overhead power line is a structure used in electric power transmission and distribution to transmit electrical energy across long distances. It consists of conductors suspended from pylon towers or poles. In addition to the ease of optical inspection, the surrounding air provides a cooling environment for insulation along long passages. Hence, overhead power lines are generally a cost-effective method of power transmission for electric energy across long distances.

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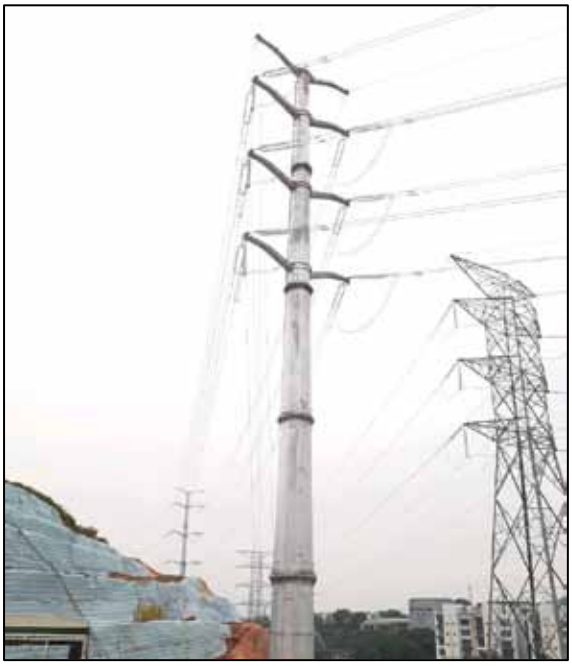
## 7. BUSINESS OVERVIEW

The transmission towers that we build are generally lattice and monopole pylon towers. The project description in our contracts with our clients will specify the type of overhead transmission towers to be used for each project, namely lattice pylon towers or monopole pylon towers.

**Lattice pylon towers**



**Monopole pylon towers**

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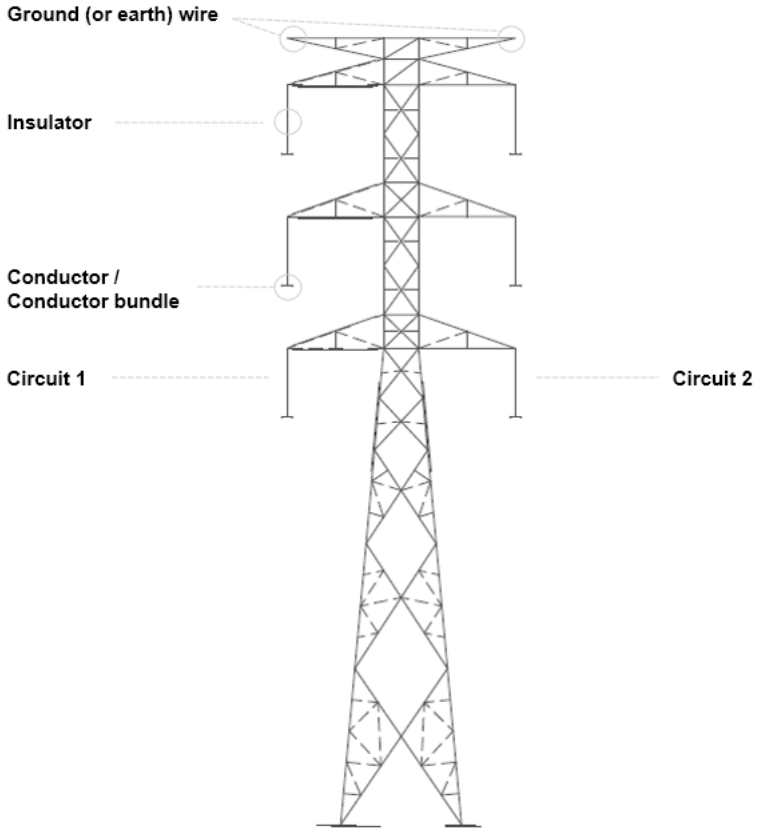
## 7. BUSINESS OVERVIEW

The features of a typical transmission pylon tower that we erect for our customers are as follows:



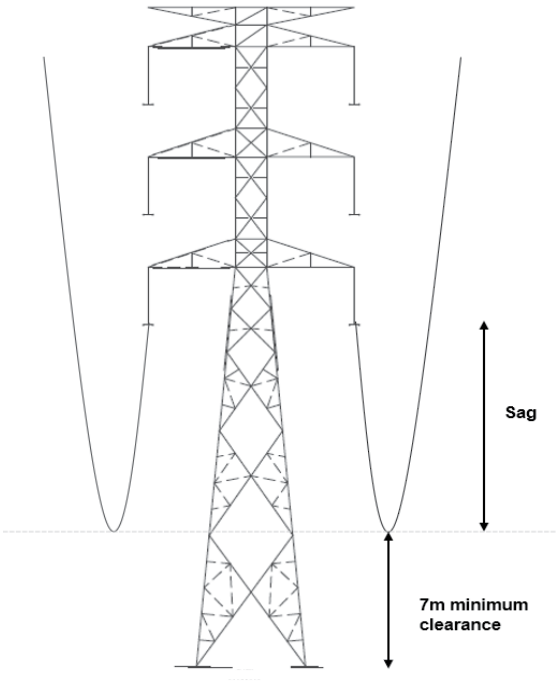

- **Circuit** – the continuous conductive path for the flow of electricity between substations.
- **Conductor** – the metal wires that are suspended from the pylon towers along which electricity travels.
- **Conductor bundle** – conductors grouped together to efficiently increase power transmission for high voltage transmission lines.
- **Double circuit** – arrangement in which the conductors (wires) make two different circuits, as represented by Circuit 1 and Circuit 2 in the diagram above.
- **Ground (or earth) wire** – safety control that directs electricity to the earth by creating the shortest and easiest path in the event of a fault or lightning strike.
- **Insulator** – a block of ceramic, glass or polymer that does not conduct electricity.

Cautionary signages and tower identification plates (which include details such as pylon tower number and connecting substations) are placed on transmission pylon towers.

The height of transmission pylon towers that we have erected range from 20m to 90m. The height of each pylon tower is designed to ensure that a certain electrical safety distance is achieved between the lowest strung conductor and the ground or the nearest structure and the transmission pylon tower. Cable route also influences pylon tower heights in order to ensure that all safety clearances are adhered to. In instances where pylon towers that exceed certain heights and/or are situated in areas/ terrains, such as in a high terrain area, where flight safety is a concern, we may be required to paint these pylon towers.

## 7. BUSINESS OVERVIEW

The safety clearance from the conductor to the ground ranges from 7m to 18m.




The span length between each transmission pylon tower is determined by the safety clearance from the conductor to the ground and the load capacity for which the transmission pylon tower is designed. The typical span between pylon towers generally ranges between 50m and 500m.

**Span generally within 50m to 500m**

Concrete foundations are required for each of the four legs of the transmission pylon tower. The selection of the foundation varies for each transmission pylon tower based on the soil conditions. For example, pad foot foundation is used for normal to hard soil conditions and will range from approximately 3m to 4.5m in depth. Caisson foundation may be used on slopes to minimise disruption to the ground profile, and will range from approximately 6m to 20m in depth. In addition, piling foundation may also be used in soft and loose soil conditions and will range from approximately 6m to 28m in depth.

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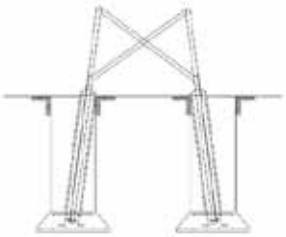
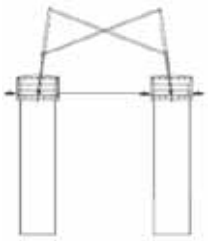
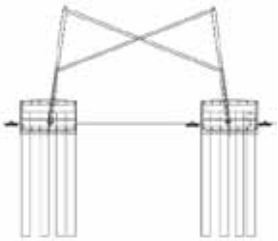


Pad foot foundation



Caisson foundation



Piling foundation

Our Group also performs maintenance services of overhead infrastructure for utilities. Generally, our Group's maintenance services are provided on a purchase order basis, which may be engaged by our customers who request for maintenance services on an ad-hoc basis.

Our Group's scope of works for maintenance services of overhead infrastructure for utilities mainly comprise replacement and refurbishment activities, which include the following:

(i) dismantling and installation of cross arm and insulators;

(ii) supply and installation of danger plates, phase plates and anti-climbing device; and

(iii) painting of pylon towers.

### 7.2.2 EPCC of underground infrastructure for utilities

We undertake planning, procurement, construction and commissioning of underground infrastructure for utilities.

As part of our underground utilities engineering solutions, we are involved in project planning and management for the contracts we undertake. This comprises developing and implementing the project plan which outlines the scope of works, technical specifications, permit requirements, project schedule, cost analysis and risk analysis.

During the implementation of project plan, we schedule, monitor and supervise on-site operational activities such that they are in compliance with contractual requirements and safety regulations. We also prepare and provide project status documents, certificates and licence documents, safety compliance reports as well as functional and acceptance testing reports. Our Project team is required to submit permits and applications and follow up with the local authorities for the necessary permits and approvals to commence works.

We engage consultants and professional engineers with the required expertise to develop and endorse design drawings for the underground utility system. Once we obtain approval from our customer, we will liaise with the local authorities for permit approval.

We procure materials based on our project requirements from suppliers approved by our client or the grid owner. We perform quality checks and function tests on the procured materials before they are used in our projects.

The site works that we undertake include trenching, pipe and cable laying, structural works as well as road restoration (mill and pave). We engage subcontractors on a project basis to carry out selected parts of our underground utilities engineering works. These subcontractors undertake utilities mapping, HDD works, cable termination and jointing as well as electrical works for our projects.

## 7. BUSINESS OVERVIEW

For underground utilities, we primarily undertake the open trench excavation method and HDD method, the selection of which depends on several factors, including:

(i) our customers' requirements;

(ii) guidelines and requirements from the local authorities;

(iii) site location and its surrounding conditions;

(iv) type of utility service;

(v) capacity of the pipeline (i.e., number of pipelines and diameters of the pipes);

(vi) soil profile;

(vii) project duration;

(viii) length of cable or pipe to be laid; and

(ix) cost.

Further details on the abovementioned excavation methods are outlined below.

**Open trench excavation method**

Open trench excavation, or open cut trench excavation, involves digging and creating a pit of a specific depth in the surface of the ground along the specific route for the installation of each piece of pipeline. With this method, cables and pipelines are installed underground at a depth close to the surface, typically up to 1.5 metres beneath ground level, or to the specification of local authorities or our customers.

Using the open trench excavation method, we are able to install utilities/ product pipelines that are of higher capacity (i.e., more cables and/ or pipelines with wide diameter pipes) to support future growth in electricity demand.

The open trench excavation method is a cost-effective method for cables or pipeline routes located in non-pavement or grass verge areas. If the route is located on paved areas, we will be required to restore the pavement after the cable laying work is completed. This may involve reconstruction of the road, footpath or kerb, surface vegetation and reinstating all traffic signs and road markings to the original position.

Open trench excavation method is carried out in-house by our Group.

**HDD method**

HDD machines are used to install underground cables or pipelines. This method is suitable for laying power cables, fibre optic cables, telecommunication cables and gas pipes. HDD is a method to avoid natural (such as rivers and forests) and man-made objects (such as roadways, railways and building structures) when connecting utility pipelines to minimise the impact on the area above the drilling route.

The main steps in the HDD process are as follows:

(i) Establish route
- Identify 'entry site' and 'exit site'
- Pilot drill small diameter hole along predetermined path to establish route

(ii) Reaming
- Enlarge diameter hole to required size using a reamer
- The reamer is pulled back and rotated while pumping drilling fluid to cut and remove solids to enlarge the hole
- Reaming speed will vary depending on existing soil conditions and the amount of cuttings to be removed from the hole

(iii) Fusing / jointing
- Pipelines will be fused / joint at temporary worksite in preparation for underground installation

(iv) Pullback
- Pipeline is inserted and pulled back from the 'exit site' to the 'entry site'

The HDD method is carried out by our appointed subcontractors.

### 7.2.3 Provision of substation engineering services

We undertake substation engineering works involving technical design and build of primary equipment inside the primary bay of a new or existing substation. We are able to supply, install, test, commission, service and maintain primary bay electrical systems and components. We perform foundation, erection and stringing works for the purpose of interconnecting the electrical substations to the utility grid system. Additionally, we are also involved in the design, modification, upgrading, replacement and retrofitting of electrical systems components in secondary bay in existing substations due to, among others, capacity expansions or for creating linkages to other transmission substations and/or transmission lines.

Primary electrical transmission is the first stage in the power distribution process. This stage involves transmitting electricity from generating stations to substations. To reduce transmission losses, the voltage level is boosted significantly during this stage. Secondary electrical transmission, on the other hand, occurs after the primary transmission. At this stage, the electricity has reached the distribution substations where the high voltage is stepped down to a much lower voltage suitable for end-user consumption.

The electrical equipment in the substation is divided into primary equipment and secondary equipment, as follows:

(i) primary equipment refers to equipment that directly produces, transmits, distributes and uses electric energy, mainly including circuit breakers, capacitive voltage transformer, isolator, current transformer, surge arrestors, busbars and post insulators.

(ii) secondary equipment refers to equipment that measures, monitors, controls and protects the operating conditions of the primary equipment and system. It mainly consists of relay protection device, automatic device, measurement and control device, metering device, automatic system and direct current (DC) equipment that provides power for the secondary equipment.

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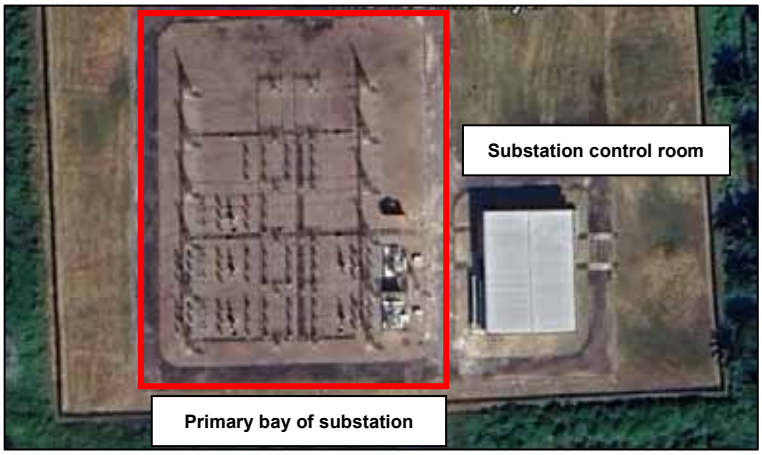
## 7. BUSINESS OVERVIEW

**Primary bay of substation**




**Aeriel view of the primary bay of substation**

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## 7. BUSINESS OVERVIEW

### 7.3 PRINCIPAL MARKETS

We derive all of our revenue from Peninsular Malaysia.

Our revenue segmentation by business activities for the Financial Periods Under Review is as follows:

| Business activities | Audited | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | | FYE 2025 | |
| | (RM'000) | (%) | (RM'000) | (%) | (RM'000) | (%) | (RM'000) | (%) |
| EPCC | | | | | | | | |
| - overhead infrastructure for utilities | 6,436 | 67.88 | 32,734 | 88.59 | 87,705 | 99.48 | 81,106 | 68.92 |
| - underground infrastructure for utilities(1) | - | - | - | - | - | - | 26,636 | 22.63 |
| Substation engineering services | - | - | 810 | 2.19 | 103 | 0.12 | 7,994 | 6.79 |
| Maintenance of overhead infrastructure for utilities | 3,045 | 32.12 | 3,407 | 9.22 | 354 | 0.40 | 1,947 | 1.66 |
| **Total revenue** | **9,481** | **100.00** | **36,951** | **100.00** | **88,162** | **100.00** | **117,683** | **100.00** |

Note:

(1) Our Group started participating in projects for the EPCC of underground infrastructure for utilities in 2009, and had undertaken 6 of such projects during the period from 2009 to 2014. Since 2015 and up to FYE 2024, our Group did not derive any revenue from the EPCC of underground infrastructure for utilities, as our Group has remained focused on overhead infrastructure for utilities as part of our business strategies in building a track record as a provider of overhead utilities engineering solutions. In FYE 2025, our Group had undertaken the Kulim Project, where part of the works of this project involves the EPCC of underground infrastructure for utilities.

The EPCC of overhead infrastructure for utilities is our Group's main business segment which accounted for 67.88%, 88.59%, 99.48% and 68.92% of our Group's total revenue during the Financial Periods Under Review, respectively.

Our Group's revenue for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 as disclosed above are entirely contributed by Pembinaan Bukit Cheeding. The financial information of BC Services was not included in the combined financial statements of our Group, for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, as BC Services is not regarded as an entity under common control of Ng Kian Chai, being the shareholder of Cheeding.

## 7.4 COMPETITIVE STRENGTHS

### 7.4.1 We have project track record in supporting the power infrastructure utilities industry

Our Group has approximately 18 years of experience in the power infrastructure utilities industry. Over the years, we have built our experience and track record which has led to our Group securing our first overhead infrastructure project as a main contractor for TNB in 2009, which we completed in 2010. As at the LPD, our Group is an approved contractor for TNB and we have 16 years of relationship with them.

Over the years, we have strengthened our technical skills and capabilities in the areas of project planning, project management, project delivery, quality of works performed and site safety matters to undertake larger projects. Our Group has a proven track record as evidenced by the increase in our revenue from RM9.48 million in FYE 2022, RM36.95 million in FYE 2023, RM88.16 million in FYE 2024 and further to RM117.68 million in FYE 2025.

As at the LPD, our Group has an unbilled order book value of RM202.67 million which is expected to be realised over the next 3 financial years. Please refer to **Section 12.11** of this Prospectus for further details of our order book.

We believe that our experience in past completed projects has enabled us to have the competency to handle the technical requirements of each project, resources required and complexity level so that we are able to complete the project in a timely manner. As such, our Directors believe that our Group's experience and proven track record in infrastructure utilities engineering solutions projects will provide our Group with the platform to continue to harness opportunities and grow our business for new and potential customers.

### 7.4.2 We have a technically competent project team to support our project delivery capabilities

In addition to planning, coordinating and managing the daily operational functions of our Group, Ng Lam Shein (our Group's COO) and Ng Lam Tiong (our Group's Project Director) also oversee our project delivery activities. In terms of project delivery, they lead 206 employees under our Engineering Department as well as Project, Safety and Environment Department as at the LPD. These employees comprise staff with engineering academic qualifications, staff who have accumulated on-the-job experience garnered through active involvement in project implementation and technical training as well as staff who are involved in project administration, quality control, site safety and procurement functions.

The experience of our project team facilitates the formulation of competitive tenders, which are essential to us in securing new projects, and the efficient implementation and management of our projects.

### 7.4.3 We hold relevant registrations and certifications vital for the industry we are operating in

As at the LPD, we are:

(i) registered with CIDB as a Grade G7 contractor for the Building (B), Civil Engineering (CE) and Mechanical and Electrical (ME) categories, thereby allowing us to tender for projects with unlimited contract value throughout Malaysia;

(ii) registered with MOF as a supplier or service provider, thereby allowing us to participate in government procurement based on specific registration field codes;

(iii) registered with TNB as a supplier and service contractor, thereby allowing us to supply materials and services directly to TNB; and

(iv) registered with the Energy Commission of Malaysia ("**Energy Commission**") as a Class A Electrical Contractor, which allows us to carry out electrical works for projects exceeding RM1.00 million in value throughout Malaysia.

Please refer to **Section 7.11** of this Prospectus for details of the major licences and certificates obtained by our Group and **Section 7.21** of this Prospectus for further details on our compliance with the governing laws and regulations which are material to our business operation.

As such, we are able to tender for various types of engineering works in Peninsular Malaysia's power infrastructure utilities market. Our customers are primarily project owners. Given our knowledge, expertise and track record in utilities infrastructure works and the range of the relevant licences that we hold, we are able to secure contracts of various sizes in the private and public sector.

### 7.4.4 We have an experienced key senior management team

We have a qualified and experienced management team headed by our Promoter, substantial shareholder and Managing Director, Ng Kian Chai, who has contributed to the growth and development of our Group. Ng Kian Chai is responsible for developing the overall strategy of our Group, and implementing business strategies to grow our Group and business. He brings with him approximately 42 years of experience in construction related works. He is supported by our Executive Director and key senior management who have relevant experience in their respective fields. Please refer to **Section 5** of this Prospectus for the profiles of our Directors and key senior management.

Our key senior management comprises the following:

| Name | Designation | Work experience (years) |
|---|---|---|
| Ng Kian Chai | Managing Director | 42 |
| Ng Chai Hsia | Executive Director | 19 |
| Ng Lam Shein | COO | 8 |
| Ng Lam Tiong | Project Director | 21 |
| Yap Hoong Yun | CFO | 13 |

Our Directors and key senior management team have strong industry and functional expertise as a result of years of experience in their respective fields. Further, they take an active, hands-on role in spearheading their respective departments to support the growth of our Group. As a result, there is a transfer of skills and knowledge to employees at all levels in our organisational structure. Their hands-on involvement in our Group demonstrates their strong commitment to our growth as we continue to expand.

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### 7.4.5 Our on-going and completed projects

#### (i) On-going projects

The following table sets out the on-going EPCC and substation engineering services projects as at the LPD, all of which are electricity supply-related projects:

| No. | Project details / scope[1] | Customer | Commencement date[2] / Expected completion date[3] | Contract value / Balance contract value as at the LPD[4] (RM' million) | Stage of completion as at the LPD (%) |
|---|---|---|---|---|---|
| 1. | Tapah Project<br><br>Tower replacement works for 132kV overhead transmission lines project from Sultan Idris Power Station to Sultan Yusof Power Station in Tapah, Perak with a total contract value of RM36.18 million | TNB | August 2022 / February 2024[5] | 36.18 / 2.84 | 92.15 |
| 2. | Ayer Tawar Project<br><br>EPCC of 275kV overhead transmission line project from Ayer Tawar substation to Seri Iskandar West substation in Perak with a total contract value of RM61.00 million | TNB | January 2023 / November 2025 | 61.00 / 10.40 | 82.95 |
| 3. | Kampung Gajah Project<br><br>EPCC of 275kV overhead transmission line project from Seri Iskandar West substation to Kampung Gajah substation in Perak with a total contract value of RM55.50 million | TNB | November 2023 / August 2026 | 55.50 / 33.77 | 39.15 |

| No. | Project details / scope[1] | Customer | Commencement date[2] / Expected completion date[3] | Contract value / Balance contract value as at the LPD[4] (RM' million) | Stage of completion as at the LPD (%) |
|---|---|---|---|---|---|
| 4. | Iskandar Puteri Project<br><br>EPCC of 275kV double circuit overhead line project from Gelang Patah / Perling substation to a data centre substation in Iskandar Puteri, Johor with a total contract value of RM25.42 million. The scope of works involves EPCC of underground infrastructure for utilities, EPCC of overhead infrastructure for utilities and substation engineering services | TNB | May 2025 / March 2026 | 25.42 / 23.94 | 5.84 |
| 5. | Bedong Project<br><br>Upgrading works for double circuit 275kV overhead transmission lines project from Bedong substation to Gurun East substation in Kedah with a total contract value of RM32.70 million | TNB | March 2025 / March 2027 | 32.70 / 31.96 | 2.27 |
| 6. | Cyberjaya Project<br><br>EPCC of 275kV single circuit overhead line project from Cyberjaya South substation to a data centre substation in Cyberjaya, Selangor with a total contract value of RM30.98 million. The scope of works involves EPCC of underground infrastructure for utilities, EPCC of overhead infrastructure for utilities and substation engineering services | TNB | February 2025 / August 2026 | 30.98 / 29.71 | 4.09 |

## 7. BUSINESS OVERVIEW

| No. | Project details / scope[1] | Customer | Commencement date[2] / Expected completion date[3] | Contract value / Balance contract value as at the LPD[4] (RM' million) | Stage of completion as at the LPD (%) |
|---|---|---|---|---|---|
| 7. | Gurun East Project<br><br>EPCC of 500kV overhead transmission lines project from Gurun West substation to Gurun East substation in Kedah with a total contract value of RM54.82 million | TNB | July 2025 / June 2027 | 54.82 / 54.44 | 0.69 |
| 8. | Sedenak Project<br><br>EPCC of 132kV double circuit underground cable project from Sedenak substation to a data centre substation in Johor with a total contract value of RM14.12 million | TNB | September 2025 / March 2026 | 14.12 / 14.12 | - |

Notes:

(1) The project details / scope are based on the respective LOAs.

(2) The commencement date of each project is based on the respective notice of commencement letter.

(3) The expected completion date of each project is based on the completion date set out in the respective LOAs and includes subsequent extension of time required to deliver variation of work orders from the customers to our Group, if any.

(4) The contract value and balance contract value as at the LPD of each project include the original contract value as per LOAs and subsequent variation orders, if any.

(5) The completion date in February 2024, is based on the TOC which has been issued by TNB ahead of the expected completion date in August 2024 as set out in the LOA. As at the LPD, there is still remaining of 7.85% of the works to be carried out subsequent to the instruction from TNB for early take-over of this project. As at the LPD, the stage of completion of this project is 92.15%.

For clarity, TNB may take over a project earlier than the completion date stipulated in the LOA in instances when there is an urgency for TNB to commission the transmission line. Certain works (such as ground works and the installation of phase plates) can still be carried out after the commissioning of the transmission line. The remaining works are expected to be completed by fourth quarter of 2025. Meanwhile, due to technicality issues involving the remaining works which render us not able to continue with the project, our Group is currently in the midst of discussion with TNB to resolve the issue and complete the remaining works.

In the event of an early take-over of the project by TNB, our Group will potentially be able to reduce the overhead costs for the project such as rental of site offices, utilities and travelling cost for the employees. In addition, our Group will be able to reallocate the labour resources to expedite the progress of other projects. Notwithstanding this, there will not be any changes to the contract value of the project.

**(ii) Completed projects**

The following table sets forth our Group's completed EPCC and substation engineering services projects, during the Financial Periods Under Review and up to the LPD:

| No. | Project details / scope | Customer | Commencement date / completion date(1) | Contract value(2) (RM' million) |
|---|---|---|---|---|
| 1. | Kulim Project<br><br>EPCC of 132kV overhead transmission line project to a lithium battery manufacturing facility in Kulim, Kedah with a total contract value of RM42.95 million, primarily involving the EPCC of underground infrastructure for utilities. A part of the works to be undertaken for this project also involves the EPCC of overhead infrastructure for utilities and substation engineering services | TNB | August 2024 / April 2025 | 42.95 |
| 2. | Kedah Project<br><br>EPCC of 132kV overhead transmission line project from Tanjung Pauh substation to Kedah Rubber City substation for mainhead 2 in Kedah with a total contract value of RM40.15 million | TNB | September 2022 / December 2024 | 40.15 |
| 3. | Kedah 2 Project<br><br>EPCC of 132kV overhead transmission line project from Tanjung Pauh substation to Kedah Rubber City substation for mainhead 3 in Kedah with a total contract value of RM33.54 million | TNB | September 2022 / December 2024 | 33.54 |
| 4. | Kluang Project<br><br>Upgrading works for 132kV overhead transmission line project in Kluang, Johor with a total contract value of RM27.78 million | TNB | July 2022 / November 2024 | 27.78 |

| No. | Project details / scope | Customer | Commencement date / completion date[1] | Contract value[2] (RM' million) |
|---|---|---|---|---|
| 5. | Kuantan Project<br><br>Reconfiguration works for 275kV overhead transmission line from Alliance Steel Switching Station to Teluk Kalong into Malaysia-China Kuantan Industrial Park substation in Kuantan, Pahang with a total contract value of RM7.13 million | TNB | February 2022 / August 2022 | 7.13 |
| 6. | Shah Alam Project<br><br>Reconfiguration works for 275kV and 132kV overhead transmission line into Elmina West substation in Shah Alam, Selangor with a total contract value of RM4.65 million | TNB | November 2020 / March 2022 | 4.65 |
| 7. | Salak South Project<br><br>Reconfiguration works for double circuit of 275kV/132kV overhead transmission line from Pudu Ulu substation to Salak Selatan substation in Kuala Lumpur and 275kV overhead transmission line from Bandar Mahkota Cheras substation to Serdang substation in Selangor with a total contract value of RM13.56 million | TNB | January 2019 / November 2020[3] | 13.56 |
| 8. | Bandar Sri Damansara Project<br><br>Relocation works for existing 132kV overhead transmission line at Bandar Sri Damansara in Kuala Lumpur, Wilayah Persekutuan with a total contract value of RM8.50 million | Customer A | October 2018 / June 2021 | 8.50 |
| **Total** | | | | **178.26** |

Notes:

(1) The commencement date of each project is based on the respective notice of commencement letter, whereas the completion date is based on the TOC.

(2) Contract value of each project includes original contract value as per LOA and subsequent variation orders, if any.

(3) The completion date is based on the TOC which has been issued by TNB. However, there were still works being carried out during the Financial Periods Under Review due to the instruction from TNB for early take-over of this project. This project was subsequently completed in FYE 2022.

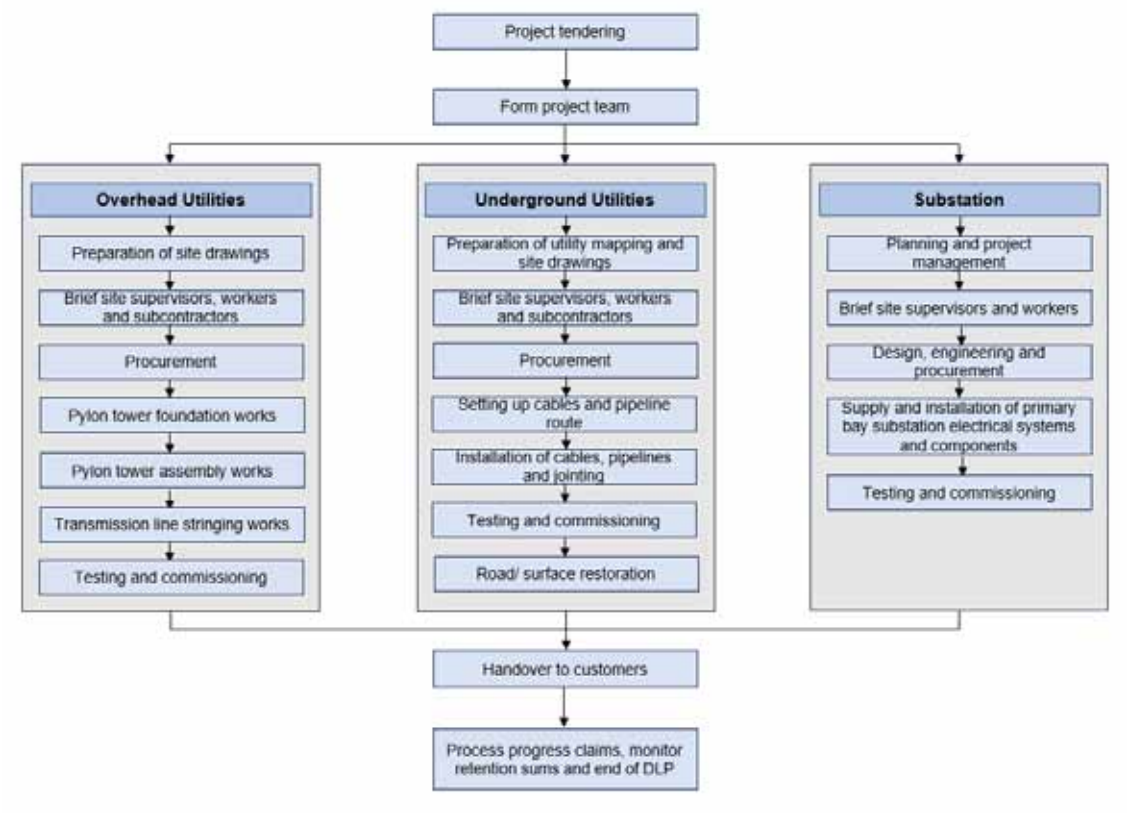
## 7. BUSINESS OVERVIEW

### 7.5 SEASONALITY

Our operations are not significantly affected by seasonal / cyclical effects as our customers generally operate throughout the year. However, the demand for our services may be affected by global and local economic conditions and government policies, which may affect the capital expenditure of utilities.

### 7.6 BUSINESS PROCESSES

We adopt the following process flow for our business operations:




Prior to the commencement of our projects, all of our projects undergo the following processes:

**(i) Project tendering**

We generally participate in tenders directly from TNB and main contractors.

We will review and evaluate the scope of services required to determine if it is within our capabilities or if any statutory or regulatory requirements are applicable for the project, before deciding whether to participate in the tender exercise. At this stage, we assess the specific requirements of customers, type and size of project, scope of site works, our capabilities to participate in the project, requirements for delivery and post-delivery activities such as warranty, contract obligations and maintenance. We will also take into account our current project commitments in deciding whether to participate in a new project tender.

We will also utilise information from the customers' tender documents, bill of quantity and tender drawings in preparing our cost analysis, and decide on the allocation of manpower and project budget. After the review of such cost analysis and adjustments, our Engineering Department will prepare a tender proposal including tender document or quotation, which will be subsequently reviewed and approved by our Managing Director before the submission.

We are required to purchase the tender documents and regardless of whether we successfully secure the project, the payment for the tender document is non-refundable.

During the tendering phase, we may be requested to attend tender interviews. If we are successful, our customers will issue an LOA to us.

We are required to furnish a performance bond (5.00% of contract value) to our customers to act as security for proper and due performance of works as set out in the relevant contracts.

**(ii) Form project team**

Upon award of a contract, our Engineering Department and Project, Safety and Environment Department will hold a kick-off meeting to appoint the project manager, project engineers and safety officers for the project.

At this stage, we are involved in project scheduling and planning, costing, budgeting and financing, site preparation as well as obtaining and complying to regulatory matters. During this stage, our Project team is required to submit the applications and follow up with the customer and local authorities for the necessary permits and approvals to commence works.

We source, receive quotations and appoint subcontractors to carry out selected parts of the project, namely for HDD and cable jointing works.

Our project manager will liaise closely with customers and/ or subcontractors in preparing the project schedule based on their input, which will be reviewed and approved by our Managing Director.

Once we have successfully tendered for our projects and formed a project team, our process flows for our 3 main business segments are as follows:

**(A) Provision of overhead utilities engineering solutions**

**(i) Preparation of site drawings**

We engage a licensed land surveying firm for all the projects undertaken by our Company to conduct site surveys. This involves plotting terrains, proximity to existing infrastructure and environmental considerations. We also carry out soil investigation where the soil is tested by a third-party independent lab. Data is collected using surveying equipment such as total station survey instrument to create detailed maps and elevation profiles, ensuring accurate positioning of the pylon tower and minimising potential environmental impacts. The collected data from the survey findings is used to produce design drawings which are endorsed by a third-party professional engineer and submitted to our customer for approval before commencement of works.

**(ii) Brief site supervisors, workers and subcontractors**

Our project manager will brief our onsite project operations team on the master work programme, which shows the work activities, sequence and milestones according to the project requirements and specifications. A copy of the approved drawing plan will be handed over to our site supervisors. Once we obtained approval on the site drawing plan from our customer, we will liaise with the local authorities for permit approval.

**(iii) Procurement**

Our procurement process involves the procurement of materials such as pylon towers, cables and insulators. The appointment of suppliers will be based on criteria such as timeliness of delivery, reputation, reliability, quality and pricing.

Prior to delivery to the project site, we will perform a factory acceptance test on key materials, namely pylon towers, fittings, cables and insulators at the suppliers' factory alongside with our customer.

**(iv) Pylon tower foundation works**

Our engineers design foundations tailored to the specific soil conditions at site, ensuring the pylon tower is firmly anchored and stable. Once the foundation design is finalised, the excavation process begins. We use excavators to excavate the foundation pits to the specified dimensions and depth. The excavation team removes soil and rock from the foundation pits while monitoring for any unforeseen geological conditions that may require adjustments to the plan. We then place formworks, rebar and tower stubs in the foundation pit before pouring in concrete into the foundation pits, to create a stable base for the pylon tower structure.

**(v) Pylon tower assembly works**

Each pylon tower is carefully packed and transported to the site by our suppliers, where it is unloaded and inspected for damage during transit.

Once the pylon towers are on-site and verified, our onsite project operation team will initiate the assembly of the pylon tower by sections. We then use either cranes or derricks to erect the pylon tower with workers carefully positioning each of the section, thereby, ensuring proper alignment and fit.

Throughout the assembly process, we pay attention to the bolting and securing of each pylon tower component. This is critical for ensuring the overall structural integrity of the pylon tower. Engineers and construction supervisors conduct regular inspections during assembly to verify that all connections meet our customer standards and specifications.

**(vi) Transmission line stringing works**

The first step in the stringing works involves the installation of insulators on the pylon tower cross arms, which function to provide electrical isolation between the conductors and the pylon tower structure. Following the installation of insulators, we string conductors using winches. Winches are used to pull the conductors (cables) through the installed insulators. After the conductors are strung between the pylon towers, they must be tensioned to specific engineering specifications as well as ensure ground clearances are met.

**(vii) Testing and commissioning**

After the stringing works are done, we engage licensed testing and commissioning companies who are registered with and approved by the Energy Commission to carry out testing and inspection on the integrity of the installed overhead lines to ensure smooth operation of the utility system. The testing and inspection process is observed by our customers' representative.

Should any non-conformance be identified at this stage, we will undertake the relevant rectification works.

## 7. BUSINESS OVERVIEW

### (B) Provision of underground utilities engineering solutions

#### (i) Preparation of utility mapping and site drawings

We engage subcontractors to prepare the utility mapping and site drawing plans for every project for the customer and local authorities' approval before commencement of works.

#### (ii) Brief site supervisors, workers and subcontractors

Our project manager will brief our onsite project operations team on the master work programme, which shows the work activities, sequence and milestones according to the project requirements and specifications. A copy of the approved drawing plan will be handed over to our site supervisors. Once we obtained approval on the site drawing plan from our customer, we will liaise with the local authorities for permit approval.

#### (iii) Procurement

Our procurement process involves the procurement of materials such as cables. If certain scope of works of a project is within our capability, we will involve our workforce in performing the works. Conversely, we will also consider appointing subcontractors for certain scope of works that are beyond our capabilities, such as design, fibre jointing and secondary works such as installation or modifications of indoor protection panel and control panels, and to ensure timely delivery of the project. The appointment of subcontractors will be based on criteria such as timeliness of delivery, reputation, reliability, quality and pricing.

Prior to delivery to the project site, we will perform a factory acceptance test on the key materials, such as cables and joints, at the supplier's factory alongside with our customer.

#### (iv) Setting up cables and pipeline route

The setting up of cables and pipeline routes shall be in accordance with the approved drawing plan and specifications of the contract. Trenches and shafts will be excavated according to requirement. The layouts of the trenches or shafts are guided by the boundary markers, which have been pegged into the ground by land surveyors. During this stage, if open trench method is required, we will carry out excavation works internally. If HDD method is required, we engage subcontractors to perform such works. The open trench method and HDD method for laying cables and pipelines will be carried out in accordance with the utility mapping and site drawings.

#### (v) Installation of cables, pipelines and jointing

Installation of cables, pipelines and jointing are done in accordance with standard procedures, project specifications and/or machine manufacturer requirements. In projects where we appoint subcontractors to carry out the installation works, our project team will monitor the progress of works and ensure that the installation works are undertaken in accordance with the project specifications.

#### (vi) Testing and commissioning

After the installation of cables, pipelines and jointing, we engage licensed testing and commissioning companies who are registered with and approved by the Energy Commission to carry out testing and inspection on the integrity of the installed cables, pipelines and jointing to ensure smooth operation of the utility system. The testing and inspection process is observed by our customers' representative.

Should any non-conformance be identified at this stage, we will undertake the relevant rectification works.

**(vii) Road / surface restoration**

We will then reinstate the excavated area, road, footpath, kerb, traffic signs and road markings, in accordance with standard procedures or per customers' requirements. The road / surface restoration works are mainly performed by our workforce. We also consider engaging subcontractors when our available labour resources are limited. Our customers and/ or their representatives will jointly inspect the restoration. If there are any defects, we will undertake the relevant rectification works.

**(C) Provision of substation engineering services**

**(i) Planning and project management**

We develop a master work plan detailing all the activities to be conducted on-site. Subsequently, we schedule, monitor and supervise the on-site operational activities such that they are in compliance with contractual requirements and safety regulations.

**(ii) Brief site supervisors and workers**

Our project manager will brief our onsite project operations team on the master work programme, which shows the work activities, sequence and milestones according to the project requirements and specifications. A copy of the approved drawing plan will be handed over to our site supervisors. Once we obtained approval on the site drawing plan from our customer, we will liaise with the local authorities, if required for permit approval.

**(iii) Design, engineering and procurement**

We develop preliminary design drawings. We further engage consultants and engineers with the required expertise to produce and endorse design drawings when we are required to obtain the relevant permits and approvals for the project.

Our scope of civil construction and site works includes foundation, installation of steel structures, equipment and stringing of conductors.

We also engage suppliers of equipment, components and materials such as circuit breakers, transformers, busbars and insulators based on the project requirements. We perform quality checks and function tests on the procured equipment, components and materials before they are used in the project.

**(iv) Supply and installation of primary bay substation electrical systems and components**

We procure from suppliers and install primary bay substation electrical systems and components including circuit breakers, capacitive voltage transformer, isolator, current transformer, surge arrestors, busbars and post insulators.

We are also able to carry out maintenance of the substation electrical systems and components that are installed by our Group, if it falls within our contractual obligations with our customers.

**(v) Testing and commissioning**

We engage licensed testing and commissioning companies who are registered with and approved by the Energy Commission to carry out testing and inspection on the integrity of the primary bay substation electrical systems and components. The testing and inspection process is observed by our customers' representative.

Should any non-conformance be identified at this stage, we will undertake the relevant rectification works.

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Upon completion of the abovementioned processes for our 3 main business segments, our business processes are as follows:

**(i) Handover to customers**

We will hand over the project to the customer after all the necessary tests have been carried out in compliance with contractual and regulatory requirements.

Subsequent to this, we will typically receive a TOC from our customer, which indicates that our works have been completed, inspected and approved.

**(ii) Process progress claims, monitor retention sums and end of DLP**

Our revenue is recognised over the period of the contract using the input method (based on the proportion of construction costs for work performed up to the end of reporting period as a percentage of the estimated total cost of construction of the contract) to measure the progress towards complete satisfaction of the performance obligations under the contract.

Our Accounting and Finance Department is responsible for the recording of accounts payables, receivables and preparation of progress claims (together with our Engineering, Project, Safety and Environment Departments) and invoices. Our Engineering, Project, Safety and Environment Departments will review the progress claims to be made to our customers. Our Accounting and Finance Department will then proceed to prepare and issue the corresponding invoices to our customers.

**(iii) Retention sum**

We will, from time to time, also monitor our receipts and the return of retention monies. Generally, 10.00% of the contract value is held by our customers as retention sum. From the retention sum which will be withheld by our customer, half of which will be released to us upon the issuance of TOC, while the remaining half will be released to us upon the expiry of the DLP.

**(iv) DLP**

We generally provide our customers with DLP for a period of 12 months from the date of TOC. During the DLP, we are liable to render remedial works which may arise from the defective works or materials used as identified by our customers. Thereafter, upon the expiry of the DLP, we will be released from our obligations under the contract terms and our performance bond will be released to us along with the remaining retention sum.

### 7.7 OPERATING CAPACITIES AND OUTPUT

Our Group is principally involved in the provision of utilities engineering solutions.

As such, conventional measures of production capacity and utilisation are not applicable to our operations.

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## 7. BUSINESS OVERVIEW

### 7.8 QUALITY CONTROL AND QUALITY ASSURANCE PROCEDURES

#### 7.8.1 Quality management system

Our Group emphasises on quality management to ensure that the quality of our deliverables comply with the relevant regulations and meet the expectations and requirements of our customers.

In line with this, we have implemented a quality management system that is in compliance with the requirements of ISO 9001, ISO 14001 and ISO 45001 standards. This quality management system creates a framework that helps coordinate and direct our Group's activities to meet customer requirements while meeting the requirements of ISO 9001, ISO 14001 and ISO 45001 standards.

As a testament to our quality commitment, our Group has been certified compliant with the following:

| Year achieved | Current validity period | Certification | ISO standards | Scope | Awarding body |
|---|---|---|---|---|---|
| 2023 | 7 June 2023 – 8 June 2026 | ISO 9001:2015 | Quality management systems | Supply, installation and maintenance of overhead transmission line, underground cable and substation | QA International Certification Sdn Bhd |
| 2023 | 7 June 2023 – 8 June 2026 | ISO 14001:2015 | Environmental management systems | Supply, installation and maintenance of overhead transmission line, underground cable and substation | QA International Certification Sdn Bhd |
| 2023 | 7 June 2023 – 8 June 2026 | ISO 45001:2018 | Occupational health and safety management systems | Supply, installation and maintenance of overhead transmission line, underground cable and substation | QA International Certification Sdn Bhd |

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### 7.8.2 Quality assurance measures

**Quality control on project delivery**

We have adopted the following procedures to ensure quality standards are maintained for our project delivery activities as set out below:

(i) we ensure that our projects are delivered in accordance with contractual requirements, customer specifications and relevant standards and regulations;

(ii) we assign a project manager for each project team, who is responsible for supervising the day-to-day site activities such that they are in accordance with project specifications, project timeline, industry standards and regulatory requirements;

(iii) we adopt occupational safety, health and environment practices that comply with the relevant regulations such as OSHA and the DOSH guidelines;

(iv) we ensure that the safety implementation as well as civil and electrical works undertaken at our project sites are in compliance with relevant statutory requirements and TNB's Occupational Safety and Health Requirements for Contractors for the Safety Compliance Audit (SAFCA). We also ensure that all safety documents are available and in order for reference by our project team, site workers and subcontractors;

(v) when subcontracting services are required for a project, we evaluate and appoint subcontractors based on a set of selection criteria including quality of services, delivery time, as well as availability of resources to fulfil the customer requirements and pricing;

(vi) our project manager and onsite technical staff supervise and inspect works performed by our subcontractors to ensure that the works meet the contractual specifications and safety regulations and are delivered in line with the project schedule; and

(vii) we are responsible for rectifying defective works, if any, during the DLP of 12 months upon handover of the project. In cases where the works are carried out by our subcontractors, we supervise their rectification works as we also impose similar defect liability rectification arrangements on them.

**Quality control on materials and equipment**

We undertake the following quality assurance measures to ensure the quality of materials and equipment used in our projects:

(i) At tendering stage, we identify material suppliers based on criteria such as timeliness of delivery and pricing;

(ii) we ensure that factory acceptance test on key materials, namely pylon towers, fittings cables, joints and insulators, are conducted by our suppliers and witnessed by our customers, before scheduling for delivery to the project sites; and

(iii) If the procured materials do not meet the factory acceptance test requirements, we ensure that our suppliers replace such materials promptly.

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## 7. BUSINESS OVERVIEW

### 7.9 TYPES, SOURCES AND AVAILABILITY OF MATERIALS AND SERVICES

The breakdown of our Group's material purchases and subcontractors' fee for the Financial Periods Under Review are as follows:

| | Audited FYE 2022[1] | | Audited FYE 2023[1] | | Audited FYE 2024[1] | | Audited FYE 2025[1] | |
|---|---|---|---|---|---|---|---|---|
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| **Subcontractors' fee[2]** | **111** | **4.86** | **2,261** | **16.75** | **2,151** | **5.45** | **4,059** | **6.49** |
| **Materials** | **2,171** | **95.14** | **11,241** | **83.25** | **37,282** | **94.55** | **58,464** | **93.51** |
| Pylon towers | 881 | 38.61 | 4,045 | 29.96 | 14,779 | 37.48 | 17,703 | 28.31 |
| Cables | 19 | 0.83 | 104 | 0.77 | 15,749 | 39.94 | 29,179 | 46.67 |
| Fitting | 51 | 2.23 | 2,153 | 15.94 | 1,903 | 4.82 | 1,352 | 2.16 |
| Steel and hardware | 329 | 14.41 | 1,439 | 10.66 | 2,476 | 6.28 | 1,571 | 2.51 |
| Wire | 230 | 10.08 | [3]- | - | 243 | 0.62 | [3]- | - |
| Paints | 416 | 18.23 | 110 | 0.81 | [3]- | - | 26 | 0.04 |
| Insulators | 4 | 0.18 | [4]2,787 | 20.64 | [5]- | - | [4]4,888 | 7.82 |
| Others[6] | 241 | 10.57 | 603 | 4.47 | 2,132 | 5.41 | 3,745 | 6.00 |
| **Total material purchases and subcontractors' fee** | **2,282** | **100.00** | **13,502** | **100.00** | **39,433** | **100.00** | **62,523** | **100.00** |

Notes:

(1) Our Group's local and foreign material purchases and subcontractors' fee for the Financial Periods Under Review are as follow:

| | Local purchases (%) | Foreign purchases[a] (%) |
|---|---|---|
| FYE 2022 | 97.44 | 2.56 |
| FYE 2023 | 79.07 | 20.93[b] |
| FYE 2024 | 99.40 | 0.60 |
| FYE 2025 | 92.09 | 7.91 |

Sub-notes:
(a) Comprises purchases from China such as steel and hardware, insulators and winches.
(b) The increase in the foreign purchases during FYE 2023 was mainly due to the increase in the purchase of insulators for 4 new projects commenced in FYE 2023, namely the Kluang Project, Tapah Project, Kedah Project and Kedah 2 Project.

(2) Comprises fees for subcontracting works such as electrical and civil engineering works as well as substation control and protection systems for our projects.

(3) Wire was not purchased during FYE 2023 and FYE 2025, and paints were not purchased during FYE 2024 as these materials are not required for the scope of works of the projects undertaken in the respective years.

(4) There was an increase in the purchase of insulators in FYE 2023 as they are required by 4 new projects commenced in FYE 2023, namely the Kluang Project, Tapah Project, Kedah Project and Kedah 2 Project. The purchase of insulators in FYE 2025 was for 2 on-going projects, namely the Ayer Tawar Project and Kampung Gajah Project.

(5) Insulators were not purchased during the FYE 2024 as we have made purchases in FYE 2023 for the scope of works to be performed in FYE 2024.

(6) Include, among others, cement, concrete, piles, soil, sand, pipes, poles, obstruction lights and link boxes.

Pylon towers were our largest component in FYE 2022 and FYE 2023. Pylon towers comprised 38.61%, 29.96%, 37.48% and 28.31% of our total material purchases and subcontractors' fee in FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. We purchase pylon towers for use in our overhead infrastructure utilities projects. During the Financial Periods Under Review, our purchases of pylon towers increased in line with the increase in revenue from our provision of overhead infrastructure utilities projects.

Cables were our largest component in FYE 2024 and FYE 2025. Cables comprised 0.83%, 0.77%, 39.94% and 46.67% of our total material purchases and subcontractors' fee in FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. We purchase cables for use in our utilities engineering projects. During the Financial Periods Under Review, our purchases of cables increased in line with the overall increase in our Group's revenue.

For clarity, our Group purchases pylon towers and cables from suppliers that are able to meet the requirements of TNB. We monitor the price movements of pylon towers and cables on a periodic basis so that we can be prepared for events of price increases, and buffer for potential price increases in our quotations to our customers.

Save for pylon towers and cables, our Group is not subject to material price fluctuations for the materials that we procure. During the Financial Periods Under Review, our Group did not experience any material adverse impact to our financial and operational performance as a result of the price fluctuations of pylon towers and cables. By maintaining a certain level of buffer in our budgeted project cost, we are better prepared for instances of potential cost overruns due to an increase in the price of materials. The level of buffer is based on, among others, the site condition, complexity of the scope of works, project duration and material price volatility.

Nonetheless, in view that pylon towers and cables are the 2 largest components for material purchases, our future financial performance may be adversely impacted should there be any material price fluctuations. Please refer to **Sections 9.1.6 and 9.1.8** of this Prospectus for further details.

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## 7.10 INFORMATION ON MATERIAL LANDS AND BUILDINGS

### 7.10.1 Material properties owned by our Group

The details of the material properties owned by our Group as at the LPD are as set out below:

| No. | Registered/ Beneficial Owner | Property Address/ Title Details | Description/ Existing Use | Category of land use/ Tenure of Property / Express condition | Restriction-in-interest/ Material encumbrance(s) | Land area/ Built-up area (sq. ft.) | Date of Issuance of CF/ CCC | Audited NBV as at 31 March 2025 (RM'000) |
|---|---|---|---|---|---|---|---|---|
| 1. | Pembinaan Bukit Cheeding | Property address:<br>Suite 941, Block A3, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor<br><br>Title details:<br>Strata Title Pajakan Negeri 11813/M1-A/9/522, Petak 522, Tingkat 9, No. Bangunan M1-A Lot 54 Bandar Sunway, Daerah Petaling Negeri Selangor | Description:<br>Office complex<br><br>Existing use:<br>Office | Category of land use<br>Commercial<br><br>Tenure of property<br>99 years, ending on 17 July 2091<br><br>Express Condition<br>Commercial building | Restriction in Interest:<br>The land granted cannot be transferred, leased, or mortgaged without the permission of the state authority<br><br>Material encumbrance(s):<br>Charged to Hong Leong Bank Berhad | Land Area:<br>Not applicable<br><br>Total built-up area:<br>527 | 16 September 1999 | 73.55 |

## 7. BUSINESS OVERVIEW

| No. | Registered/ Beneficial Owner | Property Address/ Title Details | Description/ Existing Use | Category of land use/ Tenure of Property / Express condition | Restriction-in-interest/ Material encumbrance(s) | Land area/ Built-up area (sq. ft.) | Date of Issuance of CF/ CCC | Audited NBV as at 31 March 2025 (RM'000) |
|---|---|---|---|---|---|---|---|---|
| 2. | Pembinaan Bukit Cheeding | Property address:<br>Suite 501, Block A4, Level 5, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor<br><br>Title details:<br>Strata Title Pajakan Negeri, 11813/M1-A/5/283, Petak 283, Tingkat 5, No. Bangunan M1-A Lot 54 Bandar Sunway, Daerah Petaling Negeri Selangor | Description:<br>Office complex<br><br>Existing use:<br>Office | Category of land use<br>Commercial<br><br>Tenure of property<br>99 years ending on 17 July 2091<br><br>Express Condition<br>Commercial building | Restriction in Interest:<br>The land granted cannot be transferred, leased, or mortgaged without the permission of the state authority<br><br>Material encumbrance(s):<br>Charged to Public Bank Berhad | Land Area:<br>Not applicable<br><br>Total built-up area:<br>2,659 | 16 September 1999 | 742.55 |

## 7. BUSINESS OVERVIEW

| No. | Registered/ Beneficial Owner | Property Address/ Title Details | Description/ Existing Use | Category of land use/ Tenure of Property / Express condition | Restriction-in-interest/ Material encumbrance(s) | Land area/ Built-up area (sq. ft.) | Date of Issuance of CF/ CCC | Audited NBV as at 31 March 2025 (RM'000) |
|---|---|---|---|---|---|---|---|---|
| 3. | Pembinaan Bukit Cheeding | Property address:<br>Suite 502, Block A4, Level 5, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor<br><br>Title details:<br>Strata Title Pajakan Negeri 11813/M1-A/5/314, Petak 314, Tingkat 5, No. Bangunan M1-A Lot 54 Bandar Sunway, Daerah Petaling Negeri Selangor | Description:<br>Office complex<br><br>Existing use:<br>Office | Category of land use<br>Commercial<br><br>Tenure of property<br>99 years ending on 17 July 2091<br><br>Express Condition<br>Commercial building | Restriction in Interest:<br>The land granted cannot be transferred, leased, or mortgaged without the permission of the state authority<br><br>Material encumbrance(s):<br>Charged to Public Bank Berhad | Land Area:<br>Not applicable<br><br>Total built-up area:<br>2,659 | 16 September 1999 | 761.81 |

## 7. BUSINESS OVERVIEW

| No. | Registered/ Beneficial Owner | Property Address/ Title Details | Description/ Existing Use | Category of land use/ Tenure of Property / Express condition | Restriction-in-interest/ Material encumbrance(s) | Land area/ Built-up area (sq. ft.) | Date of Issuance of CF/ CCC | Audited NBV as at 31 March 2025 (RM'000) |
|---|---|---|---|---|---|---|---|---|
| 4. | Pembinaan Bukit Cheeding | Property address:<br>No. 66, Jalan USJ 4/1G, 47600 Subang Jaya, Selangor<br><br>Title details:<br>Geran 257950, Lot 23546, Pekan Subang Jaya, Daerah Petaling, Negeri Selangor | Description:<br>Double Storey Terrace House<br><br>Existing use:<br>For workers' accommodation(1) | Category of land use<br>Building<br><br>Tenure of property<br>Freehold<br><br>Express Condition<br>Residential | Restriction in Interest:<br>N/A<br><br>Material encumbrance(s):<br>Charged to Hong Leong Bank Berhad | Land Area:<br>1,647<br><br>Total built-up area:<br>1,954 | 24 November 1992 | 645.00 |
| 5. | Pembinaan Bukit Cheeding | Property address:<br>No. 25, Jalan PJS 9/1A, Bandar Sunway, 46510 Petaling Jaya, Selangor<br><br>Title details:<br>PN 97604, Lot 64717, Pekan Penaga, Daerah Petaling, Negeri Selangor | Description:<br>2½ storey detached house<br><br>Existing use:<br>Rented to Ng Kian Chai for his own accommodation<br><br>Term of tenancy:<br>1 January 2023 to 31 December 2025<br><br>Rental per month:<br>RM5,500 | Category of land use<br>Building<br><br>Tenure of property<br>99 years until 5 July 2104<br><br>Express Condition<br>Residential building | Restriction in Interest:<br>The land granted cannot be transferred, leased, or mortgaged without the permission of the state authority<br><br>Material encumbrance(s):<br>Charged to Malayan Banking Berhad | Land Area:<br>5,759<br><br>Total built-up area:<br>4,753 | 2 January 2008 | 3,250.42 |

| No. | Registered/ Beneficial Owner | Property Address/ Title Details | Description/ Existing Use | Category of land use/ Tenure of Property / Express condition | Restriction-in-interest/ Material encumbrance(s) | Land area/ Built-up area (sq. ft.) | Date of Issuance of CF/ CCC | Audited NBV as at 31 March 2025 (RM'000) |
|---|---|---|---|---|---|---|---|---|
| 6. | Pembinaan Bukit Cheeding | Property address:<br>No. 123, Block A2, Pusat Dagang Setia Jaya, No.9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor Darul Ehsan<br><br>Title details:<br>PN 11813 Bangunan M1, Tingkat 1, Petak 32, Lot 54, Bandar Sunway, Daerah Petaling, Negeri Selangor Darul Ehsan. | Description:<br>Commercial Shoplot<br><br>Existing use:<br>Rented to Low Yew Chin (non-related party)<br><br>Term of tenancy:<br>1 December 2024 to 30 November 2025<br><br>Rental per month:<br>RM2,800 | Category of land use<br>Commercial<br><br>Tenure of property<br>99 years ending on 17 July 2091<br><br>Express Condition<br>Commercial | Restriction in Interest:<br>The land granted cannot be transferred, leased, or mortgaged without the permission of the state authority<br><br>Material encumbrance(s):<br>Charged to Hong Leong Bank Berhad(2) | Land Area:<br>Not applicable<br><br>Total built-up area:<br>1,421 | 16 September 1999 | 647.51 |

## 7. BUSINESS OVERVIEW

| No. | Registered/ Beneficial Owner | Property Address/ Title Details | Description/ Existing Use | Category of land use/ Tenure of Property / Express condition | Restriction-in-interest/ Material encumbrance(s) | Land area/ Built-up area (sq. ft.) | Date of Issuance of CF/ CCC | Audited NBV as at 31 March 2025 (RM'000) |
|---|---|---|---|---|---|---|---|---|
| 7. | Pembinaan Bukit Cheeding | Property address:<br>No. 122, Block A2, Pusat Dagang Setia Jaya, No.9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor Darul Ehsan<br><br>Title details:<br>PN 11813, Bangunan M1, Tingkat 1, Petak 48, Lot 54, Bandar Sunway, Daerah Petaling, Negeri Selangor Darul Ehsan | Description:<br>Commercial Shoplot<br><br>Existing use:<br>Rented to Indran A/L Gnanamoorthy and IU Computer Sdn Bhd (non-related parties)<br><br>Term of tenancy:<br>1 June 2025 to 31 May 2027<br><br>Rental per month:<br>RM4,600 | Category of land use<br>Commercial<br><br>Tenure of property<br>99 years ending on 17 July 2091<br><br>Express Condition<br>Commercial | Restriction in Interest:<br>The land granted cannot be transferred, leased, or mortgaged without the permission of the state authority<br><br>Material encumbrance(s):<br>Charged to Hong Leong Bank Berhad(2) | Land Area:<br>Not applicable<br><br>Total built-up area:<br>2,153 | 16 September 1999 | 822.84 |

## 7. BUSINESS OVERVIEW

| No. | Registered/ Beneficial Owner | Property Address/ Title Details | Description/ Existing Use | Category of land use/ Tenure of Property / Express condition | Restriction-in-interest/ Material encumbrance(s) | Land area/ Built-up area (sq. ft.) | Date of Issuance of CF/ CCC | Audited NBV as at 31 March 2025 (RM'000) |
|---|---|---|---|---|---|---|---|---|
| 8. | Pembinaan Bukit Cheeding | Property address:<br>B-29-01, Type C, Storey No.29 of Building Block Tower B (Astoria Ampang Residences)<br><br>Title details:<br>Pajakan Mukim 6395, Bangunan M1-B, Tingkat 30, Petak 422, Lot 18152, Seksyen 2, Bandar Ulu Kelang, Daerah Gombak, Negeri Selangor Darul Ehsan | Description:<br>Service Apartment<br><br>Existing use:<br>Vacant<br><br>Planned use:<br>For rental purposes | Category of land use<br>Building<br><br>Tenure of property<br>99 years ending on 25 January 2094<br><br>Express Condition<br>Commercial | Restriction in Interest:<br>The land granted cannot be transferred, leased, or mortgaged without the permission of the state authority<br><br>Material encumbrance(s):<br>Charged to Hong Leong Bank Berhad(2) | Land Area:<br>Not applicable<br><br>Total built-up area:<br>893 | 11 September 2020 | 700.25 |

## 7. BUSINESS OVERVIEW

| No. | Registered/ Beneficial Owner | Property Address/ Title Details | Description/ Existing Use | Category of land use/ Tenure of Property / Express condition | Restriction-in-interest/ Material encumbrance(s) | Land area/ Built-up area (sq. ft.) | Date of Issuance of CF/ CCC | Audited NBV as at 31 March 2025 (RM'000) |
|---|---|---|---|---|---|---|---|---|
| 9. | Pembinaan Bukit Cheeding | Property address:<br>B-29-07, Type E, Storey No.29 of Building Block Tower B (Astoria Ampang Residences)<br><br>Title details:<br>Strata Title Geran 6395, Bangunan M1-B, Tingkat 30, Petak 421, Lot 18152, Section 2, Ulu Kelang, Gombak | Description:<br>Service Apartment<br><br>Existing use:<br>Vacant<br><br>Planned use:<br>For rental purposes | Category of land use<br>Building.<br><br>Tenure of property<br>99 years ending on 25 January 2094<br><br>Express Condition<br>Commercial | Restriction in Interest:<br>The land granted cannot be transferred, leased, or mortgaged without the permission of the state authority<br><br>Material encumbrance(s):<br>Charged to Hong Leong Bank Berhad(2) | Land Area:<br>Not applicable<br><br>Total built-up area:<br>1,494 | 11 September 2020 | 1,082.14 |

| No. | Registered/ Beneficial Owner | Property Address/ Title Details | Description/ Existing Use | Category of land use/ Tenure of Property / Express condition | Restriction-in-interest/ Material encumbrance(s) | Land area/ Built-up area (sq. ft.) | Date of Issuance of CF/ CCC | Audited NBV as at 31 March 2025 (RM'000) |
|---|---|---|---|---|---|---|---|---|
| 10. | Pembinaan Bukit Cheeding | Property address:<br>Suite 923, Block B1, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor<br><br>Title details:<br>Strata Title Pajakan Negeri 11813/M1-B/9/876, Petak 876, Tingkat 9, No. Bangunan M1-B Lot 54 Bandar Sunway, Daerah Petaling Negeri Selangor Darul Ehsan | Description:<br>Office complex<br><br>Existing use:<br>Head office | Category of land use<br>Commercial<br><br>Tenure of property<br>99 years, ending on 17 July 2091<br><br>Express Condition<br>Commercial building | Restriction in Interest:<br>The land granted cannot be transferred, leased, or mortgaged without the permission of the state authority<br><br>Material encumbrance(s):<br>Charged to Hong Leong Bank Berhad(2) | Land Area:<br>Not applicable<br><br>Total built-up area:<br>13,401 | 4 October 1999 | 3,780.55 |

Notes:

(1) As at the LPD, the property is used as workers' accommodation. Our Group had submitted an application of Certificate of Accommodation ("**COA**") for the property, which was approved on 7 January 2025.

(2) These properties have been charged in favour of Hong Leong Bank Berhad as securities for a banking facility (comprising overdraft, letter of credit, trust receipt, banker acceptance, invoice financing, bank guarantee, temporary overdraft, fixed term loan and forward exchange contract) following the discharge / release of the Agriculture Land pursuant to Pembinaan Bukit Cheeding's disposal of the Agriculture Land as set out in **Section 7.22(ii)** of this Prospectus as well as, for revision to include additional types of facilities and an increased facility limit.

As at the LPD, the material properties owned by our Group are in compliance with the land use conditions and the current statutory requirements, land codes or building regulations or by-laws.

### 7.10.2 Material properties rented by our Group

As at the LPD, there are no material properties rented by our Group.

## 7.11 MAJOR LICENCES AND CERTIFICATES

The details of our major licences and certificates applicable to our Group as at the LPD are as set out below:

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| 1. | Cheeding | Trade, business and industrial licence issued to Cheeding for the office at Suite 923, Block B1, Level 9, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor | Petaling Jaya City Council<br><br>**Licence No.:**<br>L2540000688886 | 12 August 2025 to 31 December 2025 | Nil | N/A |
| 2. | Pembinaan Bukit Cheeding | Trade, business and industrial licence issued to Pembinaan Bukit Cheeding for the office at Suite 923, Block B1, Level 9, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor | Petaling Jaya City Council<br><br>**Licence No.:**<br>L2540000688868 | 11 August 2025 to 31 December 2025 | Nil | N/A |
| 3. | Pembinaan Bukit Cheeding | Trade, business and industrial licence issued to Pembinaan Bukit Cheeding for the office at Suite 501 & 502, Block A4, Level 5, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor(1) | Petaling Jaya City Council<br><br>**Licence No.:**<br>L2540000675640 | 1 January 2025 to 31 December 2025 | Nil. | N/A |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| 4. | Pembinaan Bukit Cheeding | Certificate of registration issued to Pembinaan Bukit Cheeding as contractor pursuant to Part VI of LPIP Act in respect of:<br><br>a. Grade: G7<br>Category: B<br>Specialisation: B04<br><br>b. Grade: G7<br>Category: CE<br>Specialisation: CE05, CE08, CE21 | CIDB<br><br>**Registration No.:**<br>0120020617-WP071928 | 30 July 2024 to 18 August 2027 | 1. General Conditions<br>1.1 This certificate is non-transferable.<br>1.2 CIDB reserves the right to review the registration grade of the registered contractor from time to time.<br><br>2. Responsibility and Obligations of the Contractor<br>2.1 The contractor shall comply with the provisions of LPIP Act, the regulations made thereunder and any term, condition or restriction imposed by CIDB from time to time.<br>2.2 The contractor shall not participate in any tender or execute any construction works after the expiry of this certificate until it is renewed. | Complied |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | c. Grade:<br>G7<br><br>Category:<br>ME<br><br>Specialisation:<br>E01, E02,<br>E03, E04,<br>E05, E06,<br>E10, E11,<br>E15, E16,<br>E17, E18,<br>E19, E20,<br>E21, E22,<br>E23, E24,<br>E25, E32,<br>E33, M15 | | | 2.3 The contractor shall not commit to undertake any construction projects which exceed the value of construction works specified under the registration grade and shall not execute any type of construction work outside of its registered category(ies).<br>2.4 The contractor shall submit information regarding any construction works or contracts within 14 days of the award or before commencement of works, whichever the earlier.<br>2.5 The contractor shall submit any information required by CIDB from time to time.<br>2.6 The contractor shall display the certificate of registration issued by CIDB or a certified true copy of the same by CIDB at the place of business.<br>2.7 The contractor shall display its registration number on the signboard at each construction site. | |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | | | | 2.8 The contractor shall apply for renewal of registration within 60 days before the expiry date stated in this certificate.<br>2.9 The contractor shall comply with all requirements and provisions in the Contractor Code of Ethics.<br>2.10 The contractor shall employ skilled construction workers and site supervisors who are accredited and certified by CIDB.<br>2.11 All employees at the site must have valid construction personnel identification.<br><br>3. <u>Disciplinary Actions</u><br>The contractor's registration shall be cancelled or suspended if:<br>3.1 The contractor fails to comply with the requirement of any other written law;<br>3.2 The contractor has been adjudicated bankrupt; | |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | | | | 3.3 A winding-up petition in relation to the contractor has been presented;<br>3.4 The contractor contravenes or fails to comply with any provision of the LPIP Act;<br>3.5 The contractor has obtained the certificate by making or causing to be made any false or fraudulent declaration, certification or representation either in writing or otherwise;<br>3.6 The contractor has abandoned any construction works undertaken without reasonable cause;<br>3.7 The contractor is found negligent by the court of any board of enquiry established under any written law in connection with any construction works undertaken; | |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | | | | 3.8 The contractor contravenes or fails to fulfil any of the contractor's responsibilities and obligations as specified in hereinabove. | |
| 5. | Pembinaan Bukit Cheeding | Government employment certificate (SPKK) issued to Pembinaan Bukit Cheeding in respect of:<br>a. Grade: G7<br>Category: B (building construction)<br>b. Grade: G7<br>Category: CE (civil engineering construction) | CIDB<br>**Registration No.:** 0120020617-WP071928 | 30 July 2024 to 18 August 2027 | 1. General Conditions<br>1.1. This certificate is issued based on the information provided by the applicant/company.<br>1.2. This certificate shall not be used as acknowledgement for initiating or undertaking to execute construction work. This certificate shall be used to participate in government procurement or any work with government agencies only.<br>1.3. This certificate will be revoked automatically if the certificate of registration as contractor has expired or is cancelled/revoked/suspended in accordance with Regulation 15 of the Registration of Contractors (Construction Industry) 1995. | Complied |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | c. Grade:<br>G7<br><br>Category:<br>ME (mechanical & electrical) | | | 1.4. This certificate must be submitted together with the certificate of registration as contractor during the tender for government procurement work or any work with government agencies.<br>1.5. This certificate must be renewed along with the certificate of registration as contractor issued by the CIDB.<br><br>2. Responsibilities of the company/ holder of the certificate<br>2.1. The company/holder of the certificate shall not lend, lease, transfer, permit or cause the certificate to be used by someone who has not been named to use this certificate for the purpose of procuring government work.<br>2.2. The contractor shall not participate in any tender or execute any works after the expiry of this certificate until it has been renewed. | |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | | | | 2.3. Only officers of the company who are named in this certificate are authorised to sign the company contract documents and take tender document as well as attending to work site for voting, price calling and tender. The company shall not authorise any other officer for the aforesaid.<br>2.4. The company/holder of the certificate shall ensure all terms and conditions to obtain this certificate are complied with at all times during the period validity of this certificate.<br>2.5. The company/holder of the certificate shall inform CIDB of any change of information within 30 days from the date of occurrence of the said change.<br>2.6. The company/holder of the certificate shall comply with all instructions and resolutions of the government via treasury instructions, CIDB circular from time to time. | |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | | | | 3. Action for Non-Compliance<br>3.1. The company/holder of the certificate shall be subject to such disciplinary actions set out in Regulation 15 of the Registration of Contractors (Construction Industry) Regulations 1995 in the event of failure to comply with item 2 above.<br>3.2. CIDB has the right to take disciplinary action and impose any punishment on the registered contractor.<br>3.3. The company/holder of the certificate who has been suspended or where this certificate has been revoked due to disciplinary proceedings shall not participate in any tender or government procurement work during the suspension period. | |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | | | | 3.4. The company/holder of the certificate whose certificate has been revoked/withdrawn will be removed from the register of CIDB. Such company who wishes to obtain a SPKK shall comply with the terms and conditions for the issuance of SPKK for new applications. A blacklisted key management personnel is prohibited from obtaining SPKK for a period of 3 years.<br>3.5. The company/holder of the certificate who has been blacklisted and suspended through disciplinary proceedings will not be removed from the register of CIDB. The said company/holder of the certificate will be allowed to participate in the tender or government procurement work only after the expiry of the blacklisting or suspension period. | |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| 6. | Pembinaan Bukit Cheeding | Certificate of company registration issued to Pembinaan Bukit Cheeding as a supplier/ service provider in the sector, field and subfield under the following sector codes:<br><br>020804, 090101, 120401, 120601, 120602, 130201, 140101, 140201, 140503, 210201, 220201, 221002, 221901 | MOF<br><br>**Certificate No.:**<br>K28542243553510226 | 2 May 2023 to 25 May 2026 | 1. General Conditions<br>1.1. Approval is granted based on the information provided by the company.<br>1.2. Any change to the details of the company shall be updated online at www.eperolehan.gov.my within 21 days from the effective date of change, failing which the company shall be penalised as per paragraph 1.5 below.<br>1.3. The company shall submit any information required by MOF within the prescribed period, failing which the company shall be penalised as per paragraph 1.5 below.<br>1.4. The company must ensure that the registered sector in the certificate shall not overlap with the sectors approved for other companies which has the same shareholders, members of board of directors, management and staff or companies that are operating from the same premises. | Complied |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | | | | 1.5. MOF has the right to conduct an inspection or audit at any time without prior notification. Failure to comply with the conditions of registration and/or sector code may result in the registration of the company being suspended/cancelled and the company, its shareholders and directors may be subject to disciplinary proceedings or blacklisted without any notice being given if it is determined that the information provided is false.<br>1.6. A company that is newly registered is not allowed to make any changes to its shareholders or directors within a period of 6 months from the date of registration. | |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | | | | 1.7. Failure of the company to renew its registration after 1 year from the expiry of its registration may result in the company's registration with the MOF being cancelled and automatically removed from the ePerolehan System. In such circumstances, the company is required to make a new application.<br><br>2. <u>Suspension/ Cancellation of Registration</u><br>2.1 Company registration will be suspended/cancelled in the event the company commits the following offences:<br><br>(a) The company/ shareholders/ partners/ directors/ other management personnel has committed a crime and is found guilty in a court of law in Malaysia or outside Malaysia or is subject to any civil liability. | |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | | | | (b) The company withdraws an offer before the tender is being considered or rejects an offer that has been made.<br>(c) The company fails to perform its contractual obligations entered into with the government.<br>(d) The company is found to have amended the certificate with the intention to deceive or for whatsoever reasons.<br>(e) The company allows the certificate to be misused by any individual/companies.<br>(f) The company is found to have involved in price fixing with other companies when entering into a government tender or granted any sub-contract without obtaining prior valid consent from the relevant government agencies. | |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | | | | 3. Renewal<br>3.1. The company is required to submit the renewal application 3 months prior to the expiry of the registration.<br>3.2. Any application received after the expiry of the registration is considered to be a new registration.<br><br>4. Right of the Government<br>The certificate issued virtually is the Government's rights. The Government reserves the right to withdraw registration/ suspend/ cancel if the company is subjected to disciplinary actions in accordance with 1PP/PK8 (Treasury Circular Government Procurement 8). | |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | | | | 5. <u>Participation in Government Procurement</u><br>5.1 With the issuance of the virtual certificate, the certificate need not be shown at the time of collection of the government procurement documents (direct purchase, tender and other procurement methods) except for Government agencies without internet access.<br>5.2 The company shall ensure that the registration with MOF remains valid for the duration of the contract.<br><br>6. <u>Reminder regarding corruption offences</u><br>6.1 Any action or attempt to bribe by way of offering, giving or receiving any form of bribery from anyone involved with government procurement is an offence under the Malaysian Anti-Corruption Commission Act 2009. | |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| 7. | Pembinaan Bukit Cheeding | Certificate of registration issued to Pembinaan Bukit Cheeding as work contractor with TNB under the following categories:<br><br>**Registration Grade and Category:**<br><br>1. Grade: G7<br>Category: B<br>Specialisation: B04<br><br>2. Grade: G7<br>Category: CE<br>Specialisation: CE05, CE08, CE21 | TNB<br><br>**TNB Registration No.:**<br>3010632 | 5 August 2024 to 18 August 2027 | The validity of the registration is subject to the validity period of the certificates of registration issued by MOF, CIDB and other relevant professional certificates. | Noted |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | 3. Grade:<br>G7<br><br>Category:<br>ME<br><br>Specialisation:<br>E01, E02, E03, E04, E05, E06, E10, E11, E15, E16, E17, E18, E19, E20, E21, E22, E23, E24, E25, E32, E33, M15 | | | | |
| 8. | Pembinaan Bukit Cheeding | Certificate of registration issued to Pembinaan Bukit Cheeding as supplier and services contractor with TNB under the following categories:<br><br>020804, 090101, 120401, 120601, 120602, 130201, 140101, 140201, 140503, 210201, 220201, 221002, 221901. | TNB<br><br>**TNB Registration No.:**<br>3010632 | 18 May 2023 to 25 May 2026 | The validity of the registration is subject to the validity period of the certificates of registration issued by MOF, CIDB and other relevant professional certificates. | Noted |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| 9. | Pembinaan Bukit Cheeding | Certificate of registration as electrical contractor issued pursuant to Regulation 75 of the Electricity Regulations 1994 which authorises Pembinaan Bukit Cheeding to carry out the business of electrical work as electrical contractor under class A for a period of 3 years. | Energy Commission<br><br>**Registration No.:**<br>ST (TKL) SGR/C/KE/00 459/2015 | 13 November 2023 to 12 November 2026 | 1. Comply with all conditions applicable to the registration throughout the validity period of this certificate as set out in Electricity Supply Act 1990 and all regulations made thereunder, as well as all orders and guidelines issued by the Energy Commission from time to time; and<br><br>2. Renewal application for this certificate must be submitted to the Energy Commission no later than 14 days from the date of its expiry. | Complied |
| 10. | Pembinaan Bukit Cheeding | Certificate of fitness issued to Pembinaan Bukit Cheeding for a unit of truck crane. | DOSH, Selangor Darul Ehsan<br><br>**Serial No.:**<br>PMA-SL/A24-441811 | 3 October 2024 to 22 December 2025 | Nil | N/A |

## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| 11. | Pembinaan Bukit Cheeding | Management system certificate of registration issued to Pembinaan Bukit Cheeding to certify that the quality management system of Pembinaan Bukit Cheeding has been independently assessed and found to be in accordance/ compliance with the requirements of ISO 9001: 2015 in respect of supply, installation and maintenance of overhead transmission line, underground cable & substation. | QA International Certification Sdn Bhd<br><br>**Certificate No.:**<br>QAIC/ MY/ 963-RCS | 7 June 2023 to 8 June 2026 | Nil. | N/A |

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## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| 12. | Pembinaan Bukit Cheeding | Management system certificate of registration issued to Pembinaan Bukit Cheeding to certify that the occupational health and safety management system of Pembinaan Bukit Cheeding has been independently assessed and found to be in accordance/ compliance with the requirements of ISO 45001:2018 in respect of supply, installation and maintenance of overhead transmission line, underground cable & substation. | QA International Certification Sdn Bhd<br><br>**Certificate No.:**<br>QAIC/ MY/ 1029-RCS | 7 June 2023 to 8 June 2026 | Nil. | N/A |

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## 7. BUSINESS OVERVIEW

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| 13. | Pembinaan Bukit Cheeding | Management system certificate of registration issued to Pembinaan Bukit Cheeding to certify that the environmental management system of Pembinaan Bukit Cheeding has been independently assessed and found to be in accordance/ compliance with the requirements of ISO 14001:2015 in respect of supply, installation and maintenance of overhead transmission line, underground cable & substation. | QA International Certification Sdn Bhd<br><br>**Certificate No.:**<br>QAIC/ MY/ 1030-RCS | 7 June 2023 to 8 June 2026 | Nil. | N/A |

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| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| 14. | Pembinaan Bukit Cheeding | Operator's licence issued to Pembinaan Bukit Cheeding pursuant to the Land Public Transport Act 2010 ("**LPTA 2010**") ("**Operator's Licence**")(2) | APAD<br><br>**Licence No.:**<br>284273-D (LA) | 15 September 2020 to 3 December 2025 | 1. This licence is subject to the conditions as set out in the Service Level Requirements (Keperluan Tahap Perkhidmatan) issued by APAD (effective 1 February 2024) which shall be and be considered as part of and shall be read together with the operator's licence. The conditions include, amongst others, the following:<br><br>(a) licensed operator shall ensure that the driver of the vehicle possesses a valid vocational licence (GDL) during operation;<br>(b) licensed operator shall ensure that the vehicles used have a valid Vehicle Permit during operation;<br>(c) no changes shall be made to the Operator's Licence or vehicle permit without the written approval of APAD;<br>(d) licensed operator carrier 'A' shall be allowed to only carry goods for hire or reward for or in relation to any trade and business carried out;<br>(e) licensed operator shall at all times comply with: | Complied |

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| | | | | | (i) provisions of LPTA 2010 and the regulations made thereunder including the vehicle permit and service permit;<br>(ii) provisions of the Road Transport Act 1987 as well as the rules and regulations made thereunder;<br>(iii) other written law as well as rules and regulations made thereunder; and<br>(iv) previous circulars issued by Commercial Vehicle Licensing Board Peninsular Malaysia and APAD for the purpose of land public transport laws so long as they do not conflict with these conditions or have been revoked.<br><br>2. The licence must be renewed at least 90 days prior to its expiry. | |

| No. | Company | Description of licence/ certificate | Issuing Authority/ Certificate No./ Registration No./ Licence No. | Commencement date / Expiry date | Major conditions imposed | Compliance status |
|---|---|---|---|---|---|---|
| 15. | BC Services | Trade, business and industrial licence issued to BC Services for the office at Suite 941, Blok A3, Level 9, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor Darul Ehsan(1) | Petaling Jaya City Council | 1 January 2025 to 31 December 2025 | Nil | N/A |

Notes:

(1) **Our Group's office located at Suite 501 & 502, Block A4, Level 5, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor**

Pursuant to Section 28(1) of the Fire Services Act 1988 ("**FSA**"), every designated premises shall require a fire certificate and such designated premises are as specified in the Fire Services (Designated Premises) Order 1998 (as amended by the Fire Services (Designated Premises) (Amendment) Order 2020) ("**FS Order**") which are of certain use and size. Under the Fire Services (Fire Certificate) Regulations 2001, where the designated premises is a subdivided building on which the management corporation has come into existence, and its fire-fighting equipment or fire safety installation is maintained by the management corporation, the applicant shall be the management corporation. Section 33 of the FSA states that where there is no fire certificate in force in respect of any designated premises, the owner of the premises shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding 5 years or to both.

Our business operations premises (including our head office) are located at Leisure Commerce Square, Petaling Jaya, Selangor Darul Ehsan. Leisure Commerce Square is a designated premises within the meaning of the FS Order. The fire certificate for the Leisure Commerce Square expired on 30 May 2024, after which the building management of Leisure Commerce Square ("**Building Management**") commenced the renewal process. The renewal was delayed as the Building Management was carrying out certain rectification works in the building based on the recommendations from the Director General of Fire and Rescue Department of Malaysia ("**BOMBA**"). As at the LPD, the Building Management obtained the renewed fire certificate from BOMBA with a validity period from 24 June 2025 to 23 June 2026.

Given that the renewed fire certificate for Leisure Commerce Square has been obtained and remains valid as at the LPD, our Group does not anticipate any material disruptions to our business operations in our Group's offices located at Leisure Commerce Square with regards to this matter.

(2) **Operator's Licence issued to Pembinaan Bukit Cheeding**

As at the LPD, Pembinaan Bukit Cheeding is a holder of the Operator's Licence "A" in respect of its vehicles (for vehicles that carry goods for hire or hire for or in connection with any trade or business carried on). Our Group's vehicles are used to transport our own goods such as construction materials to be used at project sites. The Operator's Licence "A" was procured since year 2018 and Pembinaan Bukit Cheeding did not encounter any issues in renewing the licence in 2020. An Operator's Licence "C" is a licence for vehicles that only carry the goods of its registered owner for or in connection with any trade or business carried on.

Suruhanjaya Pengangkutan Awam Darat ("**SPAD**") (which was dissolved and replaced by APAD) imposed the following equity conditions in the Licensing Policy Guide issued on 6 March 2013 for fresh application for Operator's Licence "A":

(a) at least 30% of the local equity ownership in the company shall be held by Bumiputera; and
(b) only up to 49% foreign equity ownership is allowed in the company,

(collectively, "**Equity Conditions**").

The Equity Conditions are not applicable to Operator's Licence "C".

As at the LPD, Pembinaan Bukit Cheeding is wholly-owned by our Company, which is a non-Bumiputera corporation.

As part of the renewal application, Pembinaan Bukit Cheeding will need to submit its corporate information extracted from the CCM, dated no more than 90 days before the application date, and that the shareholders of Pembinaan Bukit Cheeding were Ng Kian Chai and Tan Sook Hoi in 2020. Pembinaan Bukit Cheeding's Operator's Licence "A" was renewed successfully with validity period from 15 September 2020 to 3 December 2025, despite its equity was not held by Bumiputera and SPAD and/or APAD did not impose the Equity Conditions on Pembinaan Bukit Cheeding.

As we do not have any plan to comply with the Equity Conditions, there is no assurance that Pembinaan Bukit Cheeding will be able to procure the renewal of its Operator's Licence "A" in the future.

Nonetheless, our Group is of the view that there is no material adverse impact to the Group's business operations in the event Pembinaan Bukit Cheeding is unable to renew its Operator's Licence "A" as:

(a) Pembinaan Bukit Cheeding can convert its Operator's Licence "A" to Operator's Licence "C" for the same vehicles which does not require the holder to meet the Equity Conditions; or

(b) Pembinaan Bukit Cheeding can engage third-party service providers to transport its construction materials to project sites and such services are readily available and the costs of these services are not significantly higher than the operation of our own vehicles.

Furthermore, based on the verbal enquiry with the officer from APAD, the officer clarified that based on the record from APAD, the Equity Conditions were not applicable nor imposed to Pembinaan Bukit Cheeding when it first applied the Operator's Licence in 2018. In view thereof, these Equity Conditions are currently not applicable in renewal applications, and there should be no issue for Pembinaan Bukit Cheeding in renewing its current Operator's Licence. Nonetheless, there is no assurance the Equity Conditions will not be applicable to renewal scenario in the future.

Premised on the above, our Group is of the view that the risk of non-renewal of the Operator's Licence is minimal.

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## 7. BUSINESS OVERVIEW

### 7.12 INTELLECTUAL PROPERTIES

As at the LPD, our Group has not registered or applied for any other intellectual properties other than those disclosed below:

| Trademark | Registered Owner / Applicant | Issuing Authority | Description | Trademark No. / Application No. | Status |
|---|---|---|---|---|---|
| PBCSB Pembinaan Bukit Cheeding Sdn Bhd | Pembinaan Bukit Cheeding | MyIPO | Class 37(1) | TM2024035249 | Registered with a validity period from 11 November 2024 to 11 November 2034 |
| CHEEDING HOLDINGS | Cheeding | MyIPO | Class 36(2) | TM2024039947 | Published(3) |

Notes:

(1) Construction services; maintenance and repair; construction consultancy; custom construction and building renovation; consultation in building construction supervision; building repair and maintenance; installation services; construction of buildings; construction, installation, repair and maintenance of electrical pylons and structural components thereof; construction, installation, repair and maintenance of electrical substation and structural components thereof.

(2) Investment services; capital investments; funds investment; investment trust services; investment business services; private equity investment management; stock investment management; investment asset management; property investment and management services; asset and portfolio management; financial, investment and real estate asset management; financial management and investment services relating to securities and equities; management of private equity funds; management of real estate investments; monitoring of investment performance; management of assets for third parties; advice relating to investments; providing advice relating to real estate investment; real estate agency services relating to the purchase and sale of land; real estate agency services relating to the purchase and sale of buildings; real estate services relating to the sale, purchase and leasing of real estate; financial administration of funds and investments; administration of capital investment services; raising of capital; corporate financing; private equity financing; financing of mergers and acquisitions; financial valuations; financial information, management and analysis services; arranging of loans; debt advisory services; consultancy services relating to corporate finance; securing of funds for the purchase of property; information, advisory, consultancy and research services relating to finance and investments.

(3) The registration application was submitted by Cheeding on 17 December 2024 and has been received by MyIPO. The registration process is expected to be completed within 12 to 15 months, provided that no objections and/or oppositions are raised.

In the event that the trademark registration is not approved, our Group is of the view that the said rejection will not have a material adverse impact on our Group's business operations or financial performance as our Group is not in the retail business and/or any business that heavily relies on branding or specific products. Furthermore, our Group's main customer, TNB, selects its suppliers and/or contractors from a pool of registered suppliers and/or contractors. This selection process does not require the use of our Group's trademarks.

Our Group has been operating without registered trademarks, and our ability to offer services, maintain customer relationships, and generate revenue has not been contingent on trademark protection. As such, its absence is not expected to materially affect our business continuity or growth prospects.

## 7.13 MATERIAL MACHINERY AND EQUIPMENT

A summary of the material machinery and equipment owned and used by our Group are set out as below:

| Equipment | Function | As at 31 March 2025 | | |
|---|---|---|---|---|
| | | No of units | Audited NBV RM'000 | Age (years) |
| Concrete mixer trucks | Use for transporting and mixing concrete to project sites | 4 | 444 | 2 - 3 |
| Backhoes | Use for digging, excavating and moving materials | 3 | 111 | 3 - 9 |
| Excavators | Use for digging, lifting and moving large amounts of materials | 8 | 863 | 2 - 10 |
| Forklifts | Use for lifting and moving materials | 4 | 44 | 2 - 19 |
| Crane | Use for lifting, lowering, and moving heavy materials in project sites | 1 | * | 9 |
| Pilling machine | Use for foundation works | 1 | 419 | 1 |
| Cut and bend machine | Use for shaping and sizing steel reinforcement bars | 1 | 100 | 1 |
| **Total** | | | **1,981** | |

Note:
* RM1.00.

For clarity, the average useful life of the material machinery and equipment owned and used by our Group is 5 years (based on the depreciation policy of our Group for accounting purposes). For avoidance of doubt, the material machinery and equipment being used for more than 5 years have been fully depreciated.

Our Group's machineries are deployed and stored at on-going project sites.

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## 7. BUSINESS OVERVIEW

### 7.14 BUSINESS DEVELOPMENT AND MARKETING STRATEGIES

We are a TNB registered supplier and service contractor since 2003. This has enabled our Group to secure a significant portion of our projects from TNB.

We procure new projects by leveraging on our track record and experience in infrastructure utilities engineering projects which we have built over the years through the quality of our works and timely delivery of our solutions. As such, we have been able to maintain our industry reputation over the years that will serve as a platform for the future growth of our Group.

Through referrals from our business associates, we endeavour to widen our customer base comprising property developers and main contractors who can engage us for the provision of infrastructure utilities engineering projects.

We further promote our Group, our infrastructure utilities engineering capabilities and past projects on our Group's website at www.cheeding.com.

### 7.15 RESEARCH AND DEVELOPMENT

Due to the nature of our business, we do not engage in research and development activities.

### 7.16 TECHNOLOGY USED

Our Group does not adopt specialised technology to facilitate our business operations.

### 7.17 INTERRUPTIONS TO BUSINESS AND OPERATIONS

Our Group did not experience any material interruptions which had a significant effect on our operations for the Financial Periods Under Review and up to the LPD.

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## 7.18 MAJOR CUSTOMERS

The major customers of our Group for the Financial Periods Under Review are as follows:

**FYE 2022**

| Major customers[1] | Services provided | Length of relationship (years) | | Revenue contribution | |
|---|---|---|---|---|---|
| | | As at the end of FYE 2022 | As at the LPD | (RM'000) | (%) |
| TNB | Provision of EPCC and maintenance of overhead infrastructure for utilities | 13 | 16 | 5,101 | 53.80 |
| Jaya Bina Aspirasi Sdn Bhd ("**Jaya Bina**")[2] (formerly known as Cheeding Electrical Engineering Sdn Bhd) | Provision of labour for tower maintenance works | 19 | 22 | 3,045 | 32.12 |
| Customer A | Provision of EPCC and maintenance of overhead infrastructure for utilities | 4 | 7 | 1,335 | 14.08 |
| **Total** | | | | **9,481** | **100.00** |

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## 7. BUSINESS OVERVIEW

**FYE 2023**

| Major customers[3] | Services provided | Length of relationship (years) | | Revenue contribution | |
|---|---|---|---|---|---|
| | | As at the end of FYE 2023 | As at the LPD | (RM'000) | (%) |
| TNB | Provision of EPCC and maintenance of overhead infrastructure for utilities and substation engineering services | 14 | 16 | 33,435 | 90.48 |
| Jaya Bina[2] (formerly known as Cheeding Electrical Engineering Sdn Bhd) | Provision of labour for tower maintenance works | 20 | 22 | 3,407 | 9.22 |
| KT Lee Realty Development Sdn Bhd | Provision of EPCC and maintenance of overhead infrastructure for utilities | 5 | 7 | 98 | 0.27 |
| Customer A | Provision of EPCC and maintenance of overhead infrastructure for utilities | 5 | 7 | 11 | 0.03 |
| **Total** | | | | **36,951** | **100.00** |

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## 7. BUSINESS OVERVIEW

**FYE 2024**

| Major customers[4] | Services provided | Length of relationship (years) | | Revenue contribution | |
|---|---|---|---|---|---|
| | | As at the end of FYE 2024 | As at the LPD | (RM'000) | (%) |
| TNB | Provision of EPCC and maintenance of overhead infrastructure for utilities and substation engineering services | 15 | 16 | 87,808 | 99.60 |
| Jaya Bina[2] (formerly known as Cheeding Electrical Engineering Sdn Bhd) | Provision of labour for tower maintenance works | 21 | 22 | 354 | 0.40 |
| **Total** | | | | **88,162** | **100.00** |

**FYE 2025**

| Major customers | Services provided | Length of relationship (years) | | Revenue contribution | |
|---|---|---|---|---|---|
| | | As at the end of FYE 2025 | As at the LPD | (RM'000) | (%) |
| TNB | Provision of EPCC and maintenance of overhead infrastructure for utilities and substation engineering services | 16 | 16 | 115,736 | 98.34 |
| Jaya Bina[2] (formerly known as Cheeding Electrical Engineering Sdn Bhd) | Provision of labour for tower maintenance works | 22 | 22 | 1,947 | 1.66 |
| **Total** | | | | **117,683** | **100.00** |

Notes:

(1) For FYE 2022, there were only 3 customers, which in aggregate contributed 100% of the Group's revenue.

(2) Jaya Bina is a private company incorporated in Malaysia under its former name, Cheeding Electrical Engineering Sdn Bhd on 6 March 2002 and is primarily engaged in construction, civil engineering, electrical, mechanical, and other related services. As at the LPD, the shareholders and directors of Jaya Bina are former employees of Pembinaan Bukit Cheeding, who left to set up Jaya Bina in 2002.

In 2002, the aforementioned former employees of the Group intended to leave Pembinaan Bukit Cheeding and set up their own business to tender for tower maintenance works from TNB. In order to ensure they continue collaborating with Pembinaan Bukit Cheeding, Pembinaan Bukit Cheeding granted them the consent for the use of the name "Cheeding", to tender for TNB projects, especially for tower maintenance works.

At the relevant time, Pembinaan Bukit Cheeding only acted as sub-contractor to main contractors who secured TNB projects and were keen to work with as many main contractors as possible. With the aforementioned former employees of our Group, both parties can take advantage of previous working relationship to ensure smoother collaboration and the use of the name "Cheeding" will also promote the "Cheeding" name in the industry.

Subsequently our Group's business outgrown the business of Jaya Bina and in 2009, our Group managed to get ourselves appointed as a main contractor of TNB and directly tender for TNB projects. Meanwhile, Jaya Bina still engages our Group for the provision of labour for tower maintenance works.

For avoidance of doubt, Jaya Bina has changed its name from Cheeding Electrical Engineering Sdn Bhd to Jaya Bina Aspirasi Sdn Bhd with effect from 16 August 2024. Following this, Jaya Bina had on 6 March 2025, provided an undertaking to our Group, confirming that it will not use the name "Cheeding" in any of its future business undertakings.

(3) For FYE 2023, there were only 4 customers, which in aggregate contributed 100% of the Group's revenue.

(4) For FYE 2024, there were only 2 customers, which in aggregate contributed 100% of the Group's revenue.

(5) For FYE 2025, there were only 2 customers, which in aggregate contributed 100% of the Group's revenue.

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## 7. BUSINESS OVERVIEW

Due to the nature of our Group's business, the revenue contributions from our Group's customers are attributable to projects secured on a contract basis. Our Group may not secure similar contracts in terms of size and scope with the same customers every year.

During the Financial Periods Under Review, our Group's major customers contributed to the entire revenue of our Group and in particular, the largest customer of our Group was TNB, a major utility company in Malaysia and public company listed on the Main Market of Bursa Securities.

TNB is a Malaysian utility company which generates, transmits and distributes the electricity in Peninsular Malaysia, Sabah and the Federal Territory of Labuan. The National Grid, being the high-voltage electric power transmission and distribution network in Peninsular Malaysia, is operated and owned by TNB.

TNB contributed 53.80%, 90.48%, 99.60% and 98.34% to our Group's total revenue for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. The revenue from TNB during the Financial Periods Under Review were contributed by the following projects:

| **Projects** | **Status as at the LPD** | **Amount (RM'000)** |
|---|---|---|
| **FYE 2022** | | |
| Salak South Project | Completed | 2,715 |
| Shah Alam Project | Completed | 2,066 |
| Kuantan Project | Completed | 320 |
| **FYE 2023** | | |
| Shah Alam Project | Completed | 389 |
| Kuantan Project | Completed | 6,910 |
| Kedah Project | Completed | 6,326 |
| Kedah 2 Project | Completed | 6,617 |
| Tapah Project | On-going | 7,273 |
| Kluang Project | Completed | 5,459 |
| Ayer Tawar Project | On-going | 461 |
| **FYE 2024** | | |
| Shah Alam Project | Completed | 83 |
| Kedah Project | Completed | 26,798 |
| Kedah 2 Project | Completed | 19,157 |
| Tapah Project | On-going | 19,577 |
| Kluang Project | Completed | 12,063 |
| Kampung Gajah Project | On-going | 4,433 |
| Ayer Tawar Project | On-going | 5,697 |
| **FYE 2025** | | |
| Kluang Project | Completed | 10,258 |
| Kedah Project | Completed | 4,839 |
| Kedah 2 Project | Completed | 5,940 |
| Kulim Project | Completed | 42,950 |
| Tapah Project | On-going | 6,489 |
| Ayer Tawar Project | On-going | 32,254 |
| Kampung Gajah Project | On-going | 12,736 |
| Bedong Project | On-going | 367 |
| Kuantan Project | Completed | *(97) |
| **Total** | | **242,080** |

* The negative revenue was due to over provision of revenue in FYE 2023 as a result of additional variation order that was only received subsequent to FYE 2024 from the customer. The additional variation order reduces the contract sum of the Kuantan Project and has been adjusted in the audited financial statements for the FYE 2025.

In view that TNB contributed to a majority of our Group's revenue during the Financial Periods Under Review, the loss of revenue from TNB is expected to result in a material adverse impact on the overall financial performance of our Group.

Premised on the above, our Group is dependent on TNB as a customer.

In line with our Group's plan to secure more projects by leveraging on our track record as an infrastructure utilities engineering solutions provider for the electricity supply industry, our Group expects TNB to continue to be our Group's significant revenue contributor in future, given that TNB is the sole owner and operator of the National Grid in Peninsular Malaysia, which is the principal market of our Group. Leveraging on our Group's capabilities as shown in our track record in growing our financial performance and securing contracts, our Group will continue to secure projects and maintain our relationship with TNB.

During the Financial Periods Under Review, our Group secured contracts from TNB via tenders. Our Group is not an exclusive service provider of TNB. While our Group is cognisant of this significant dependency on TNB, our Group will explore opportunities to expand its business including participating in TNB's projects as a sub-contractor (notwithstanding that our Group is already a registered main contractor with TNB), depending on our Group's availability of capacity. In this regard, our Group will, among others:

(i) engage with potential customers, comprising mainly property developers and main contractors, to participate in new tenders as part of our Group's efforts to secure new projects; and

(ii) pursue business development activities to expand its customer base (i.e. as sub-contractors) / service offerings.

During the Financial Periods Under Review, we had not implemented any plans to engage / explore opportunities with other potential customers as we had been focusing on projects with TNB. Save for TNB as set out above, our Group is not dependent on any of our other major customers.

Save for Jaya Bina (formerly known as Cheeding Electrical Engineering Sdn Bhd), our other major customers, namely Customer A and KT Lee Realty Development Sdn Bhd are property developers, and are not contractors of TNB. Jaya Bina is a contractor of TNB.

As at the LPD, none of our Directors, Promoters and/ or substantial shareholders has any interest, direct or indirect, in any of our Group's major customers.

Our Group's major shareholders, Managing Director, Executive Director and persons connected with them are not connected to our Group's major customers for the Financial Periods Under Review and as at the LPD.

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## 7.19 MAJOR SUPPLIERS

The top 5 suppliers of our Group for material purchases and subcontractors' fee for the Financial Periods Under Review are as follows:

**FYE 2022**

| Top 5 suppliers | Materials / services procured | Length of relationship (years) | | Contribution[1] | |
|---|---|---|---|---|---|
| | | As at the end of FYE 2022 | As at the LPD | (RM'000) | (%) |
| Rohas-Euco Industries Bhd ("**Rohas-Euco**")[2] | Pylon towers | 16 | 19 | 881 | 38.61 |
| Chasyl Xtremeshield Technology & Solutions[5] | Paints | 1 | 4 | 416 | 18.23 |
| Supplier A | Barb wire | 1 | 4 | 230 | 10.08 |
| Supplier C | Pile | 15 | 18 | 91 | 3.99 |
| Supplier B | Concrete | 3 | 6 | 70 | 3.07 |
| **Total** | | | | **1,688** | **73.98** |
| **Total material purchases and subcontractors' fee** | | | | **2,282** | **100.00** |

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## 7. BUSINESS OVERVIEW

**FYE 2023**

| Top 5 suppliers | Materials / services procured | Length of relationship (years) | | Contribution[1] | |
|---|---|---|---|---|---|
| | | As at the end of FYE 2023 | As at the LPD | (RM'000) | (%) |
| Rohas-Euco[2] | Pylon towers | 17 | 19 | 4,045 | 29.96 |
| Sediver S.A[6] | Insulators | 10 | 12 | 2,787 | 20.64 |
| Ribe Power Malaysia Sdn Bhd | Pylon fitting | 9 | 11 | 2,153 | 15.95 |
| Auconpro Engineering Sdn Bhd | Electrical works | 4 | 6 | 1,017 | 7.53 |
| BC Services | Engineering services | 16 | 18 | 471 | 3.49 |
| **Total** | | | | **10,473** | **77.57** |
| **Total material purchases and subcontractors' fee** | | | | **13,502** | **100.00** |

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## 7. BUSINESS OVERVIEW

**FYE 2024**

| Top 5 suppliers | Materials / services procured | Length of relationship (years) | | Contribution[1] | |
|---|---|---|---|---|---|
| | | As at the end of FYE 2024 | As at the LPD | (RM'000) | (%) |
| Rohas-Euco[2] | Pylon towers | 18 | 19 | 14,779 | 37.48 |
| Leader Cable Industry Berhad ("**Leader Cable**")[3] | Cables | 12 | 13 | 11,028 | 27.97 |
| Tenaga Cable Industries Sdn Bhd[4] | Cables | 11 | 12 | 2,902 | 7.36 |
| Ribe Power Malaysia Sdn Bhd | Pylon fitting | 10 | 11 | 1,837 | 4.66 |
| Straight Point System[7] | Bolts and nuts | 1 | 2 | 1,016 | 2.58 |
| **Total** | | | | **31,562** | **80.05** |
| **Total material purchases and subcontractors' fee** | | | | **39,433** | **100.00** |

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## 7. BUSINESS OVERVIEW

**FYE 2025**

| Top 5 suppliers | Materials / services procured | Length of relationship (years) | | Contribution[1] | |
|---|---|---|---|---|---|
| | | As at the end of FYE 2025 | As at the LPD | (RM'000) | (%) |
| Power Cables Malaysia Sdn Bhd | Cables | 11 | 11 | 20,118 | 32.18 |
| Rohas-Euco[2] | Pylon towers | 19 | 19 | 17,703 | 28.31 |
| Leader Cable[3] | Cables | 13 | 13 | 7,917 | 12.66 |
| Sediver S.A[6] | Insulators | 12 | 12 | 4,888 | 7.82 |
| Auconpro Engineering Sdn Bhd | Electrical works | 6 | 6 | 2,552 | 4.08 |
| **Total** | | | | **53,178** | **85.05** |
| **Total material purchases and subcontractors' fee** | | | | **62,523** | **100.00** |

Notes:

(1) Represents the contribution to our Group's total material purchases and subcontractors' fee, which amounted to RM2.28 million, RM13.50 million, RM39.43 million and RM62.52 million for FYE 2022, FYE 2023, FYE 2024 and FYE 2025 respectively.

(2) A wholly-owned subsidiary of Rohas Tecnic Berhad, a public company listed on the Main Market of Bursa Securities.

(3) A wholly-owned subsidiary of Sarawak Cable Berhad, a public company listed on the Main Market of Bursa Securities. The affairs, business and property of the company are being managed by an interim judicial manager appointed by the High Court of Malaya. Notwithstanding the foregoing, our Group has not encountered any issues with Leader Cable in terms of product quality and delivery since the filing of the winding-up petition and our Group will only pay them upon the product delivery. As at the LPD, Leader Cable remains as one of the approved vendors of TNB. In the event Leader Cable is wound up or ceased to be an approved vendor of TNB, we will source cables from other approved vendors of TNB.

(4) A subsidiary of TNB Ventures Sdn Bhd, which in turn is a wholly-owned subsidiary of TNB, a public company listed on the Main Market of Bursa Securities.

(5) Partnership incorporated in Malaysia. The business registration of this partnership has expired on 14 May 2023, and the Group had no business transaction with this supplier in FYE 2023 and FYE 2024.

(6) A company in France.

(7) A sole proprietorship incorporated in Malaysia.

Our Group's suppliers are mainly material suppliers and subcontractors, both of which in total represented 73.98%, 77.57%, 80.05% and 85.05% of our Group's total material purchases and subcontractors' fee for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025 respectively.

The increase in material purchases and subcontractors' fee from FYE 2022 to FYE 2025 was in line with the increase in revenue, arising from higher level of activities for our Group's projects during the same corresponding period. During the FYE 2023 and FYE 2024 when we undertook more EPCC and maintenance of overhead infrastructure for utilities projects, there were higher level of procurement and installation that took place to meet delivery milestones of the respective projects.

Our Group does not have any long-term agreements or arrangements to with any of our major suppliers, as this allows our Group to remain flexible in sourcing for materials from different suppliers at competitive prices.

During the Financial Periods Under Review, our Group's major suppliers contributed to a majority of our Group's total material purchases and subcontractors' fees from which, Rohas-Euco was the largest supplier of our Group.

As part of the required materials for undertaking projects on overhead infrastructure for utilities, our Group purchases pylon towers from Rohas-Euco as Rohas-Euco has been able to meet our Group's requirements at competitive rates. Rohas-Euco contributed 38.61%, 29.96%, 37.48% and 28.31% to our Group's total material purchases and subcontractors' fees for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively.

Furthermore, our Group also takes cognisant of the importance of sourcing materials from the same supplier to ensure the reliability and consistency of materials quality.

Our Group sources pylon towers from Rohas-Euco as the pylon towers produced by Rohas-Euco meets TNB's requirement for use as overhead infrastructure for utilities. For clarity, our Group sources pylon towers from the same supplier as the pylon towers produced by Rohas-Euco have been approved by TNB for use as overhead infrastructure for utilities. For selected key equipment such as pylon towers, cables and insulators, our Group is required to purchase such equipment from suppliers that are approved by TNB.

Premised on the above, our Group is dependent on Rohas-Euco as a supplier during the Financial Periods Under Review. Our Group is not dependent on our other major suppliers.

In addition to the above, our Group has business relationship of approximately 19 years with Rohas-Euco as at the LPD and has not experienced any disruptions and/or difficulties in obtaining supplies from Rohas-Euco. In view of this, our Group does not have any plans to reduce the reliance on Rohas-Euco. However, our Group may consider any suitable pylon tower fabricators if approached by them.

As at the LPD, none of our Directors, Promoters and/ or substantial shareholders have any interest, direct or indirect, in any of our major suppliers/ subcontractors.

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## 7. BUSINESS OVERVIEW

### 7.20 EMPLOYEES

A summary of our Group's total workforce by job functions as at FYE 2025 and the LPD are as set out below.

| Categories | As at FYE 2025 | | | As at the LPD | | |
|---|---|---|---|---|---|---|
| | Local (Malaysians) | Foreign | Total employees | Local (Malaysians) | Foreign | Total employees |
| Managing Director and Executive Director | 2 | - | 2 | 2 | - | 2 |
| Accounting and Finance | 4 | - | 4 | 4 | - | 4 |
| Human Resource and Administration | 5 | - | 5 | 7 | - | 7 |
| Engineering | 3 | - | 3 | 4 | - | 4 |
| Project, Safety and Environment | 44 | 176 | 220 | 48 | 156 | 204 |
| Legal, Contract & Project Risk Management | 2 | - | 2 | 2 | - | 2 |
| Facilities & Asset Management | 2 | - | 2 | 2 | - | 2 |
| **Total** | **62** | **176** | **238** | **69** | **156** | **225** |

As at the LPD, we have a total workforce of 225 employees of which:

(i) 69 employees are Malaysians and accounted for approximately 30% of our total workforce; and

156 employees are nationals of India, Myanmar, Nepal and Bangladesh, and whom collectively accounted for approximately 70% of our total workforce. These foreign employees hold valid employment passes which are renewable annually. Our Group has not encountered any major difficulties in the renewal process during the Financial Periods Under Review. As at the LPD, the accommodation for our foreign employees is provided through 2 of our owned properties and by third parties centralised accommodation providers. All accommodations were issued with the certificate of accommodation by the Department of Labour Peninsular Malaysia.

Of these 225 employees, we have 4 contractual employees, all of whom are Malaysians and are part of our Project, Safety and Environment Department. The 4 contractual employees (comprises 1 soil investigation assistant and 3 drivers), are not subject to a fixed contractual term, as they are compensated based on the number of days worked for the project, as and when their services are required.

As at the LPD, none of our employees belong to any trade unions and there has been no industrial dispute in the past.

## 7.21 GOVERNING LAWS AND REGULATIONS

Our Group is subject to the following governing laws and regulations which are material to our business operation:

### 7.21.1 Local Government Act 1976 ("LGA 1976") and the Licensing of Trades, Businesses and Industries (Petaling Jaya City Council) By-Laws 2007 ("By-Laws 2007")

The LGA 1976 empowers every local authority to grant licence or permit for any trade, occupation or premise through by-laws. Every licence or permit granted shall be subject to such conditions and restrictions as the local authority may think fit and shall be revocable by the local authority at any time without assigning any reason thereof.

Section 107(6) of LGA 1976, a person who fails to exhibit or produce his licence on the licensed premises shall be liable to a fine not exceeding RM500 or to imprisonment for a term not exceeding six (6) months or to both.

By-Laws 2007 provides that no person shall operate any activity of trade, business and industry or use any place or premise in the local area of Petaling Jaya City Council for any activity of trade, business and industry without a licence issued by the licensing authority. Any person who contravenes any provisions of the By-Laws 2007 shall be guilty of an offence and shall upon conviction be liable to a fine not exceeding RM2,000.00 or to imprisonment for a term not exceeding 1 year or both, and in the case of a continuing offence to a fine not exceeding RM200.00 for each day during which such offence is continued after conviction.

As at the LPD, our Group is in compliance with the relevant provisions of the LGA 1976 and the By-Laws 2007, and maintains valid trade, business and industrial licences issued by Petaling Jaya City Council. For the Financial Periods Under Review and up to the LPD, our Group has not been issued with any fines or penalties pursuant to the aforementioned LGA 1976 and the By-Laws 2007. Further details of the licences are set out in **Section 7.11** of this Prospectus.

### 7.21.2 LPIP Act 1994

The LPIP Act 1994 and the regulations made thereunder, govern the establishment of the CIDB and provide for its function in relation to the construction industry and all matters in connection therewith.

Section 25(1) of the LPIP Act 1994 prescribes that a contractor must register with the CIDB and hold a valid certificate of registration issued by the CIDB under the LPIP Act 1994 in order to carry out or complete, undertake to carry out or complete any construction works or hold himself as a contractor. Failure to comply with the above shall render a person liable to a fine of not less than RM10,000.00 but not more than RM100,000.00.

As at the LPD, our Group is in compliance with the relevant provisions of the LPIP Act 1994 and maintains a valid Grade G7 certificate of registration as contractor and a valid Grade G7 government employment certificate with the CIDB. For the Financial Periods Under Review and up to the LPD, our Group has not been issued with any fines or penalties pursuant to the aforementioned LPIP Act 1994. Further details of the certificates are set out in **Section 7.11** of this Prospectus.

### 7.21.3 Electricity Supply Act 1990 ("ESA 1990") and the Electricity Regulations 1994 ("ER 1994")

The ESA 1990, including the ER 1994, regulate the electricity supply industry, the supply of electricity, the licensing of any electricity installation, as well as the registration of any electrical contractors, manufacturers, importers and any competent person involved in the supply or use of electricity.

Regulation 75 of the ER 1994 states that no person shall perform or carry out any electrical work unless he holds a valid certificate of registration as an electrical contractor issued under the ER 1994. An electrical contractor can be classified into 4 classes, Class A, B, C and D, each permitted to undertake electrical work of certain value and is further required to keep in employment a certain number of wiremen of certain qualification, depending on the classification of its registration. Each wireman shall possess a valid certificate of competency appropriate to such classes, with restrictions, if any, issued to him by the Energy Commission.

Any person who contravenes or fails to comply with any of the provisions of the ER 1994 and the ESA 1990 shall be guilty of an offence and shall on conviction, be liable to a fine not exceeding RM5,000.00 or to imprisonment for a term not exceeding 1 year or to both.

As at the LPD, our Group is in compliance with the relevant provisions of the ER 1994 and the ESA 1990, and maintains a valid certificate of registration as electrical contractor issued pursuant to Regulation 75 of the ER 1994 which authorizes the Group to carry out business of electrical work as electrical contractor under Class A for a period of 3 years. For the Financial Periods Under Review and up to the LPD, our Group has not been issued with any fines or penalties pursuant to the aforementioned ER 1994 and the ESA 1990. Further details of the certificate are set out in **Section 7.11** of this Prospectus.

### 7.21.4 Land Public Transport Act 2010 ("LPTA 2010")

The LPTA 2010 provides and regulates the land public transport and for matters incidental thereto. Pursuant to Section 51(1) of the LPTA 2010, no person shall operate or provide a goods vehicle service using a class of goods vehicles for the carriage of goods, for hire or reward, or for or in connection with any trade or business, unless he holds an operator's licence. Under the LPTA 2010, a person is deemed to be operating or providing a goods vehicle service if he uses or drives a goods vehicle himself, or employs one or more persons to use or drive a goods vehicle, to operate or provide a goods vehicle service, and he owns the said goods vehicle, or he is responsible, under any form of arrangement with the owner or lessor of the said goods vehicle to manage, maintain or operate such goods vehicle.

Section 51(7) of the LPTA 2010 provides that a company or corporation which contravenes Section 51(1) of the LPTA 2010 commits an offence, and shall, on conviction, be liable to a fine not exceeding RM200,000. Section 51(6) of the LPTA 2010 further provides that a person, other than a company or corporation, who contravenes Section 51(1) of the LPTA 2010 commits an offence and shall, on conviction, be liable to a fine not less than RM2,000.00 but not more than RM10,000.00 or to imprisonment for a term not exceeding 1 year or to both.

As at the LPD, our Group is in compliance with the relevant provisions of the LPTA 2010, and maintains a valid Operator's Licence "A". For the Financial Periods Under Review and up to the LPD, our Group has not been issued with any fines or penalties pursuant to the aforementioned LPTA Act. Further details of the Operator's Licence "A" are set out in **Section 7.11** of this Prospectus.

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### 7.21.5 OSHA 1994

The OSHA 1994 is an act to make further provisions for securing the safety, health and welfare of persons at work, for protecting others against risks to safety or health in connection with the activities of persons at work.

Pursuant to Section 15 of the OSHA 1994, it shall be the duty of every employer to ensure, so far as is practicable, the safety, health and welfare to work of all his employees. It shall also be the duty of every employer to prepare and as often as may be appropriate revise a written statement of his general policy with respect to the safety and health at work of his employees.

Failure to carry out the aforementioned duties shall constitute an offence and the employer shall upon conviction, be liable to a fine not exceeding RM500,000.00 or to imprisonment for a term not exceeding 2 years, or to both.

Section 30 of the OSHA 1994 also requires every employer to establish a safety and health committee at our place of work if there are 40 or more persons employed at the place of work or the Director General of the DOSH directs the establishment of such a committee at the place of work.

Failure to do so shall constitute an offence and the employer shall, upon conviction, be liable to a fine not exceeding RM100,000.00 or to imprisonment for a term not exceeding 1 year or to both.

As at the LPD, our Group is in compliance with the relevant provisions under the OSHA 1994. For the Financial Periods Under Review and up to the LPD, our Group has not been issued with any fines or penalties pursuant to the aforementioned OSHA 1994.

### 7.21.6 Immigration Act 1959/63 (''Immigration Act'')

The Immigration Act is enacted to regulate matters in respect of immigration, including the issuance of visit pass of foreign workers employed by Malaysian employers.

Pursuant to Section 5 of the Immigration Act, no person other than citizen shall enter Malaysia unless the person is in possession of a valid entry permit or valid pass lawfully issued to him to enter Malaysia or has been granted an exemption under the Immigration Act. The Immigration Act provides that any person who employs one or more persons, other than a citizen or a holder of an entry permit, who is not in possession of a valid pass shall be guilty of an offence and shall, on conviction, be liable to a fine of not less than RM10,000.00 but not more than RM50,000.00 or to imprisonment for a term not exceeding 12 months or to both for each such non-resident employee.

As at the LPD, our Group employs 156 foreign workers, which all have valid working permits or entry passes, which are renewable annually. For the Financial Periods Under Review and up to the LPD, our Group has not been issued with any fines or penalties pursuant to the aforementioned Immigration Act.

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### 7.21.7 Employees' Minimum Standards of Housing, Accommodations and Amenities Act 1990 ("EMSHAA 1990")

The EMSHAA 1990 and regulations made thereunder, prescribe the minimum standards of housing for employees and centralised accommodations, requirement for employers to provide health, hospital, medical and social amenities and all matters incidental thereto.

Pursuant to Section 24D(1) of the EMSHAA 1990, no accommodation shall be provided to an employee unless the accommodation is certified with a certificate for accommodation issued by the Department of Labour ("**DOL**"). The EMSHAA 1990 provides that if the employer fails to obtain such certification, upon conviction, be liable to a fine not exceeding RM50,000.00.

Furthermore, Section 24E(1) of the EMSHAA 1990 provided that an employer shall, within 30 days from the date an accommodation is occupied by his employee, inform the DOL of such occupation in the form and manner as may be determined by the DOL. Failing which, the employer commits an offence and shall, on conviction, be liable to a fine not exceeding RM 10,000.00.

Saved as disclosed below, there was no non-compliance of our Group as to the provisions of the EMSHAA 1990.

| | |
|---|---|
| **Nature of previous non-compliance** | Absence of a COA under Section 24D of the EMSHAA 1990 issued by the DOL and failure to give notice of occupation under Section 24E of the EMSHAA 1990 |
| **Status as at the LPD** | In October 2024, Pembinaan Bukit Cheeding has vacated its employees from 10 accommodations that are not supported with a COA, located in Sri Iskandar and Ayer Tawar, Perak; Kuala Nerang, Kedah; and Kluang, Johor. During the same period, Pembinaan Bukit Cheeding has also terminated some of these accommodations that are rented from third parties, while the other which is owned by our Group was repurposed as storage facility for our Group.<br><br>Pembinaan Bukit Cheeding has entered into service agreements on 24 October 2024(1) and 1 November 2024(2) respectively with 2 centralised labour quarter service providers ("**Service Providers**") to provide accommodations with COA for its employees in Kulim, Kedah and Pusing, Perak. The Service Providers have also given the notice of occupation to the DOL.<br><br>In addition, our Group obtained a COA on 7 January 2025 for our property located in Subang Jaya, Selangor, and on 21 March 2025 for our property located in Shah Alam, Selangor. Both properties are owned by Pembinaan Bukit Cheeding and, as at the LPD, are used as workers' accommodation.<br><br>As at the LPD, the Group is in compliance with Sections 24D and 24E of the EMSHAA 1990 and no fines have been imposed by the relevant authorities on Pembinaan Bukit Cheeding for such previous non-compliances. |
| **Potential maximum penalty** | Pursuant to Section 24D(3) of the EMSHAA 1990, Pembinaan Bukit Cheeding (as employer) may be subject to a fine not exceeding RM50,000. |

| | |
|---|---|
| | Pursuant to Section 24E of the EMSHAA 1990, Pembinaan Bukit Cheeding (for the failure to give notice of occupation) may be subject to a fine not exceeding RM10,000. |
| **Impact to business operations or financial condition** | No impact on business operations as Pembinaan Bukit Cheeding has entered into service agreements with the Service Providers and relocated the relevant employees to such accommodation with COA as at the LPD. |

Notes:

(1) The duration of the service agreement is 1 year from the date of the workers' arrival at the accommodations of the service provider, and it may be extended by mutual agreement by both parties.

(2) The duration of the service agreement is 1 year from its effective date of the service agreement, with the renewal term of 1 year upon mutual agreement by both parties.

An application for a COA shall be made by an employer or a centralised accommodation provider to the DOL in the form and manner as may be determined by the DOL and shall be accompanied by the prescribed processing fee.

Pembinaan Bukit Cheeding had provided hostels as accommodation for its foreign workers during the Financial Periods Under Review. The hostels provided were not certified with COA as required under the EMSHAA 1990 and Pembinaan Bukit Cheeding does not have COA for its workers accommodations since 1 September 2020 (the date of Section 24D of the EMSHAA 1990 came into force) due to an oversight by the management of our Group.

Actions taken by and views of our Group

Our management views that such non-compliance arose due to our Group's lack of awareness on the compliance with regulatory and legal requirements in the past. When Pembinaan Bukit Cheeding became aware that a COA is required, our Group immediately sourced for the accommodations with COA and progressively vacated those accommodations without a COA. Our Group subsequently entered into service agreements on 24 October 2024 and 1 November 2024 with the Service Providers to provide accommodations with COA for our employees in Kulim, Kedah and Pusing, Perak.

In addition, our Group obtained a COA on 7 January 2025 for our property located in Subang Jaya, Selangor, and on 21 March 2025 for our property located in Shah Alam, Selangor. Both properties are owned by Pembinaan Bukit Cheeding and, as at the LPD, are used as workers' accommodation.

Our Group has put in place additional measures which include, amongst others, the following:

- Established a Compliance Framework that outlines the compliance monitoring checklist, roles and responsibilities of relevant personnel in managing compliance issues, reporting structure and procedures to ensure the applicable compliance obligations are effectively managed;

- Compiled a register which tracks all valid licenses, permits, approvals and certificates required and relevant to our Group's businesses with dates of expiry to facilitate its monitoring effort and renewal prior to expiry. The setting up and continuous update of the said register is overseen and monitored by the Executive Directors and CFO while the implementation of such continuous compliances is undertaken by the respective heads of department; and

- Where necessary, our Group may seek or engage professional advice and assistance from appropriate professional advisers in respect of matters related to regulatory compliances and to keep our Group informed on any latest updates on the applicable laws relevant to our Group.

We are of the view that this past non-compliance will not have a material adverse impact on our Group's business operations and/or financial performance as we have relocated our foreign workers to accommodations with a COA. Our Group has taken the necessary remedial actions to rectify the non-compliance and to ensure future compliance.

As at the LPD, our Group is in compliance with the relevant provisions of EMSHAA 1990. For the Financial Periods Under Review and up to the LPD, our Group has not been issued with any fines or penalties pursuant to the aforementioned EMSHAA 1990.

**7.21.8 Environmental Quality Act 1974 ("EQA 1974")**

The EQA 1974 and the regulations made thereunder govern the emission, discharge or deposit of environmentally hazardous substances, pollutants or wastes or the emission of noise into any area, segment or element of the environment.

Section 23(1) of the EQA 1974 provides that no person shall, unless licensed, emit or cause or permit to be emitted any noise greater in volume, intensity or quality in contravention of the acceptable conditions. Any person who contravenes this provision shall be guilty of an offence and shall on conviction, be liable to a fine not less than RM10,000.00 and not exceeding RM250,000.00 or to imprisonment for a period not exceeding 5 years or to both and to a further fine not exceeding RM1,000.00 for every day that the offence is continued.

Furthermore, Section 25(1) of the EQA 1974 also states that no person shall, unless licensed, emit, discharge or deposit any environmentally hazardous substances, pollutants or wastes into any inland waters in contravention of the acceptable conditions. Any person who contravenes this provision commits an offence and shall, on conviction, be punished with imprisonment for a term not exceeding 5 years and shall also be liable to a fine of not less than RM50,000.00 and not exceeding RM10,000,000.00.

Pursuant to Section 24(1) of the EQA 1974, no person shall, unless licensed, pollute or cause or permit to be polluted any soil or surface of any land in contravention of the acceptable conditions. Any person who contravenes this provision commits an offence and shall, on conviction, be liable to a fine of not less than RM50,000.00 and not exceeding RM500,000.00 or to imprisonment for a term not exceeding 5 years or to both, and shall also be liable to a further fine not exceeding RM1,000.00 for every day during which the offence continues after a notice requiring him to cease the act specified therein has been served on him.

Section 41 of the EQA 1974 also provides that every omission or neglect to comply with, and every act done or attempted to be done contrary to, the provisions of the EQA 1974 or any regulations made thereunder or any breach of the conditions and restrictions subject to, or upon which, any licence is issued under the EQA 1974 or any regulations made thereunder shall be an offence against the EQA 1974 and in respect of any such offence for which no penalty is expressly provided the offender shall be liable to a fine not less than RM5,000.00 and not exceeding RM250,000.00 or to imprisonment for a period not exceeding 2 years or to both.

As at the LPD, our Group is in compliance with the relevant provisions of EQA 1974. For the Financial Periods Under Review and up to the LPD, our Group has not been issued with any fines or penalties pursuant to the aforementioned EQA 1974.

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## 7.22 MATERIAL INVESTMENTS AND DIVESTITURES

### (i) Material investments

Save as disclosed below, our Group has not incurred any other material capital expenditure for the Financial Periods Under Review and up to the LPD.

| Material capital expenditure | FYE 2022 (RM'000) | FYE 2023 (RM'000) | FYE 2024 (RM'000) | FYE 2025 (RM'000) | 1 April 2025 up to the LPD (RM'000) |
|---|---|---|---|---|---|
| Leasehold land and building | 1,575 | - | 1,567 | 3,814 | - |
| Plant and machinery | - | 1,670 | 1,104 | 643 | - |
| Motor vehicles | - | 2,640 | 426 | 145 | 283 |
| Renovation | - | - | 457 | - | 704 |
| Furniture and fittings | - | - | - | - | 272 |
| Work in progress | - | - | - | 767 | - |
| **Total** | **1,575** | **4,310** | **3,554** | **5,369** | **1,259** |

For FYE 2022, our material investments amounted to RM1.58 million, comprising leasehold land and building of RM1.58 million. It mainly comprised purchase of 2 leasehold office units located at Leisure Commerce Square.

For FYE 2023, our material investments amounted to RM4.31 million, comprising:

(i) motor vehicles of RM2.64 million which comprised purchase of 22 units of pickup trucks; and

(ii) plant and machinery of RM1.67 million which comprised purchase of 1 unit of backhoe loader, 3 units of excavators, 1 unit of concrete mixer and 1 unit of breaker.

For FYE 2024, our material investments amounted to RM3.55 million, comprising:

(i) leasehold land and building of RM1.57 million which comprised purchase of 2 units of leasehold office units located at Leisure Commerce Square;

(ii) renovation of RM0.46 million for the aforementioned properties in item (i) above;

(iii) plant and machinery of RM1.10 million which comprised purchase of 1 unit of breaker, 1 unit of excavator, 2 units of forklifts and 3 units of concrete mixer; and

(iv) motor vehicles of RM0.43 million which comprised purchase of 4 units of pickup trucks.

For FYE 2025, our material investments amounted to RM5.37 million, comprising:

(i) leasehold land and building of RM3.81 million which comprised purchase of 1 unit of office located at Leisure Commerce Square as well as the renovation of RM0.77 million classified under work in progress;

(ii) plant and machinery of RM0.64 million which comprised purchase of 1 unit of piling machine and 1 unit of cut and bend machine;

(iii) motor vehicles of RM0.15 million which comprised purchase of 1 unit of pickup truck; and

For the period from 1 April 2025 up to the LPD, our material investments amounted to RM1.26 million, comprising:

(i) motor vehicles of RM0.28 million which comprised purchase of 2 units of pickup truck;

(ii) renovation of RM0.70 million in relation to our new office unit located at Leisure Commerce Square as set out above; and

(iii) furniture and fittings of RM0.27 million.

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**(ii) Material capital divestitures**

Save as disclosed below, our Group has not incurred any other material capital divestitures for the Financial Periods Under Review and up to the LPD.

| Material capital divestitures | FYE 2022 (RM'000) | FYE 2023 (RM'000) | FYE 2024 (RM'000) | FYE 2025 (RM'000) | 1 April 2025 up to the LPD (RM'000) |
|---|---|---|---|---|---|
| Motor vehicles | 432 | - | - | - | 88 |
| Land | - | - | - | 1,832 | - |
| **Total** | **432** | **-** | **-** | **1,832** | **88** |

For FYE 2022, our material divestitures amounted to RM0.43 million, comprising disposal of 1 unit of motor vehicle for a consideration of RM0.13 million to Ng Lam Tiong, further details of which are set out in **Section 10.1** of this Prospectus.

For FYE 2025, our material divestitures amounted to RM1.83 million, comprising disposal of the Agriculture Land. On 16 December 2024, Pembinaan Bukit Cheeding has entered into a sale and purchase agreement with Ng Kian Chai to dispose the Agriculture Land for a disposal consideration of RM1,831,980 via cash. The aforesaid sale and purchase transaction was completed on 7 January 2025.

The disposal consideration of RM1.83 million was arrived based on "willing-buyer willing-seller" basis after taking into consideration the net book value of the Agriculture Land as at 31 March 2024 of RM1.83 million.

There are no liabilities, including contingent liabilities in relation to the disposal which will remain with Pembinaan Bukit Cheeding upon completion of the disposal. In addition, there are no guarantees given by Pembinaan Bukit Cheeding to Ng Kian Chai in relation to the disposal of the agricultural land.

The disposal of the Agriculture Land is undertaken after considering, among others, the following:

(a) the Agriculture Land is vacant, and it is not being used for our Group's business operations and is not intended to be used as part of our Group's future plans; and

(b) the Agriculture Land is a family asset of our Promoters. Such disposal is part of our Group's and Promoter's rationalisation efforts to dispose off assets not being used / intended to be used in the business operations of our Group prior to the Listing.

## 7. BUSINESS OVERVIEW

The Proposed Disposal is undertaken by Pembinaan Bukit Cheeding as a private limited company and intended to be completed before the Listing.

For period from 1 April 2025 up to the LPD, our material divestitures amounted to RM0.09 million, comprising disposal of 1 unit of motor vehicle for a consideration of RM0.01 million.

In addition, our Group intends to utilise the disposal consideration arising thereof to fund our Group's working capital requirement.

A summary of the information on the Agriculture Land is as follows:

| | | |
|---|---|---|
| Title No. | : | GM 2805 |
| Lot No. | : | 2304 |
| Postal address | : | Lot 2304, Mukim Tanjong Dua Belas, Daerah Kuala Langat, Negeri Selangor Darul Ehsan |
| Registered owner | : | Pembinaan Bukit Cheeding |
| Land area | : | 5 acres in area |
| Category of land use / proposed use | : | Agricultural |
| Existing use | : | Vacant |
| Encumbrances | : | Nil |
| NBV | : | RM1.83 million (based on audited financial statements as at 31 March 2024);<br>Nil (based on audited financial statements as at 31 March 2025). |
| Original cost of investment | : | RM1.83 million |
| Date of investment | : | 20 May 2015 |

## 7.23 OUR BUSINESS STRATEGIES AND FUTURE PLANS

We intend to adopt the following business strategies and future plans to grow our business:

### 7.23.1 We intend to secure more utilities engineering services projects

Our Group has established our track record as a provider of overhead utilities engineering solutions. Throughout the years, our Group has forged business relationships with various stakeholders in the electricity supply industry, comprising utility company, contractors, property developers and owners as well as suppliers.

We believe that we need to leverage on our current capabilities to expand our revenue stream by securing more underground utilities engineering services projects and substation engineering services projects.

By participating in more substation engineering services projects, we are able to establish our presence and demonstrate our capabilities, and thereby expand our offering in the substation engineering services projects. We presently undertake substation engineering works involving technical design and build of primary equipment inside the primary bay of new or existing substations. In the future, we intend to expand our offerings to include EPCC for substation engineering services.

In tandem with our plan of securing more underground utilities engineering services projects and substation engineering services projects, we intend to hire an additional 8 employees. The hiring of these additional employees shall be funded via internally generated funds over a period of 12 months.

| Description | No. of pax | Total estimated cost (RM'000) |
|---|---|---|
| Project managers | 2 | 376 |
| Project engineers | 6 | 358 |
| **Total** | **8** | **734** |

We shall expand our capability in terms of workforce as well as purchase of machineries (as disclosed in **Section 4.8.1** of this Prospectus) as we secure more utilities engineering services projects. This plan is part of our Group's continuous efforts to achieve higher revenue, foster sustained growth and enhance our overall financial performance.

### 7.23.2 We intend to set up a Design Department to capture growth opportunities

Presently, BC Services is involved in the supply of electrical and civil engineering related activities for projects undertaken by our Group.

We intend to expand the business of BC Services by setting up a Design Department. The Design Department will be responsible for all engineering survey and design of the utilities engineering works undertaken by our Group. With the setting up of a Design Department, we will be able to have better control of the design process and offer a more comprehensive solution to our customers.

Currently, we engage third-party consultants and professional engineers to develop and endorse design drawings and licensed land surveying firm to conduct site surveys for Pembinaan Bukit Cheeding, the actual costs of which will depend on the scope of works required for the projects. During the Financial Periods Under Review, the aforesaid costs ranged from approximately 0.23% to 2.55% of our Group's total cost of sales.

We intend to hire 2 employees, the hiring of which is estimated at RM0.12 million that will be funded from our internally generated funds. The setting up of the Design Department is expected to take place within 12 months from our Listing.

**7.23.3 We intend to strengthen our internal capabilities to position us more favourably in securing new projects**

In order to progressively secure contracts from our customers, our Group will need to continue demonstrating project track record, financial strength, availability of technical personnel and machineries. Over the years, we have strengthened our technical skills and capabilities in the areas of project planning, project management, project delivery, quality of works performed and site safety matters. We intend to leverage on our track record as well as the licences and certificates (including registrations with CIDB, TNB and MOF) as set out in **Section 7.11** of this Prospectus to undertake larger scaled projects in the future, which would allow us to grow our business further and improve our profitability.

Our Group takes cognisance of the positive industry prospect and outlook of the power infrastructure utilities market as set out in **Section 8** of this Prospectus which signify business opportunities for our Group to tender for potential projects within Peninsular Malaysia. We will continue to leverage on our project track record, financial strength, availability of technical personnel and machineries to participate in such tenders for potential projects that spread across Peninsular Malaysia.

Furthermore, it is at the discretion of the project owner (e.g., TNB) to determine which main contractor will be appointed to carry out a particular project based on the commercial and technical aspects of the proposals submitted by tender participants. Our Group believes that the project owner would consider, among others, the track record of the tender participants who are bidding for a project including their historical performance, capabilities, available resources (i.e., financial and technical) and previous accomplishments in assessing the submitted tender. We believe that by continuing to demonstrate good service performance with our project owners will position us favourably for further project opportunities with them,

Our Group also believes that it is important to the project owners that projects are completed in a timely manner and in accordance with its requirements. In this regard, contractors play a critical role in assisting the project owner in developing transmission and distribution infrastructure to ensure the accessibility and connectivity of electricity.

The IPO of our Group will accord us the status of being a listed entity. As a listed entity, we stand to gain recognition and enhance the stature of our Group as a provider of infrastructure utilities engineering solutions. Further, the listing status will enhance our Group's reputation in tendering for new projects, as well as retaining and attracting new, skilled and experienced employees to support our business operations and project delivery.

Our Group will continue to emphasise our track record in undertaking infrastructure utilities projects as well as conformance and adherence to the specifications of TNB, a major utilities company in Malaysia to position our Group favourably in the course of tendering for new projects.

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Further, our Group intends to acquire more machinery and equipment to expand our range of utilities engineering solutions. To facilitate this initiative, we have allocated approximately RM3.20 million from the proceeds of the Public Issue to fully fund the acquisition of machinery within 24 months from the date of Listing, comprising:

| Machinery | No. of units | Total estimated cost (RM'000) |
|---|---|---|
| Excavators | 5 | 2,100 |
| Cranes | 2 | 1,100 |
| **Total** | **7** | **3,200** |

The acquisition of these machinery will allow us to strengthen our internal capabilities which will position us more favourably in securing new projects. This is expected to contribute towards further growth in our operations and financial performance.

## 7.24 MATERIAL DEPENDENCY ON COMMERCIAL OR FINANCIAL CONTRACTS, INTELLECTUAL PROPERTY RIGHTS, LICENCES, PERMITS AND OTHER ARRANGEMENTS

As at the LPD, save for the major licences and certificates, and intellectual properties as disclosed in **Sections 7.11** and **7.12** of this Prospectus respectively, we do not have any other regulatory approvals, licences, permits and intellectual property rights which we are materially dependent for our business or profitability.

Further, in view of TNB's significant contribution to the revenue of our Group, our Group's business or profitability is also materially dependent on the contracts entered into with TNB ("**TNB Contracts**"). As at the LPD, our Group's contracts with TNB in respect of the on-going projects are set out as follows:

(a) Letter of acceptance dated 17 June 2022 and the relevant contract documents for the Kluang Project;

(b) Letter of acceptance dated 17 August 2022 and the relevant contract documents for the Kedah Project;

(c) Letter of acceptance dated 17 August 2022 and the relevant contract documents for the Kedah 2 Project;

(d) Letter of acceptance dated 20 July 2022 and the relevant contract documents for the Tapah Project;

(e) Letter of acceptance dated 8 December 2022 and the relevant contract documents for the Ayer Tawar Project;

(f) Letter of acceptance dated 25 September 2023 and the relevant contract documents for the Kampung Gajah Project;

(g) Letter of acceptance dated 13 August 2024 and the relevant contract documents for the Kulim Project.

(h) Letter of acceptance dated 4 February 2025 and the relevant contract documents for the Bedong Project;

(i) Letter of acceptance dated 10 February 2025 and the relevant contract documents for the Cyberjaya Project;

(j) Letter of acceptance dated 21 April 2025 and the relevant contract documents for the Iskandar Puteri Project;

(k) Letter of acceptance dated 26 May 2025 and the relevant contract documents for the Gurun East Project; and

(l) Letter of acceptance dated 28 July 2025 and the relevant contract documents for the Sedenak Project.

Save for the scope of works required under each of the contracts above, the terms such as the payment and termination terms are materially similar. The salient terms of the TNB Contracts are set out below:

(a) Payment terms

TNB shall pay to Pembinaan Bukit Cheeding:

(i) the amount certified in each interim payment certificate within 56 days after the engineer receives the statement and supporting documents. Any discrepancy shall be rectified in the next payment to Pembinaan Bukit Cheeding; and

(ii) the amount certified in the final payment certificate within 56 days after TNB receives the payment certificate.

Payment of the amount due in each currency shall be made to the bank account, nominated by Pembinaan Bukit Cheeding, in the payment country specified in the contract.

(b) Delayed payment

If Pembinaan Bukit Cheeding does not receive payment in accordance with the payment terms, Pembinaan Bukit Cheeding shall be entitled to receive financing charges compounded monthly on the amount unpaid during the period of delay. This period shall be deemed to commence on the date for payment specified in the payment terms, irrespective of the date on which any interim payment certificate is issued.

These financing charges shall be calculated at the rate of 5% per annum.

This payment, if any, shall be subjected to the clause in relation to Pembinaan Bukit Cheeding's claims.

(c) Payment of retention money

When the TOC has been issued for the project, the first half of the retention money shall be certified by the engineer for payment to Pembinaan Bukit Cheeding. If a TOC is issued for a section or part of the project, a proportion of the retention money shall be certified and paid.

Promptly after the latest expiry dates of the defects notification periods as set out in the contract, the outstanding balance of the retention money shall be certified by the engineer for payment to Pembinaan Bukit Cheeding. If a TOC was issued for a section, a proportion of the second half of the retention money shall be certified and paid promptly after the expiry date of the defects notification periods for the section.

However, if any work remains to be executed under clause in relation to defects liability, the engineer shall be entitled to withhold certification of the estimated cost of this work until it has been executed.

(d) Penalties for non-performance and fatal accident

Action shall be taken in accordance with the terms and conditions of the contract in the event of non-performance by Pembinaan Bukit Cheeding or fatal accidents caused by lack of care by Pembinaan Bukit Cheeding.

Pembinaan Bukit Cheeding shall be subjected to further penalties as follows:

(i) suspension from participating in TNB's future procurement exercise for a period of 1 to 3 years.

(ii) for second offence, de-registered and banned from participating in any of TNB's future procurement exercise. For companies that have been de-registered, the directors and majority shareholders shall also be blacklisted.

(e) Latent defect

Latent defect refers to defects which appear or become apparent after the issuance of the performance certificate, if and to the extent that the project is attributed to:

(i) any design for which Pembinaan Bukit Cheeding is responsible;

(ii) plant, materials or workmanship not being in accordance with the contract; or

(iii) failure by Pembinaan Bukit Cheeding to comply with any other obligation.

If and to the extent that such project is attributable to any other cause, Pembinaan Bukit Cheeding shall be notified promptly by TNB, and the variation procedure shall apply.

Pembinaan Bukit Cheeding shall remain liable to TNB for any latent defect that appears in the project after the issue or deemed issue of the performance certificate. TNB shall notify Pembinaan Bukit Cheeding as soon as practicable after becoming aware of the appearance of the latent defect. If Pembinaan Bukit Cheeding fails to remedy the defect within reasonable time after TNB notifies Pembinaan Bukit Cheeding of the same, TNB may remedy the defects and any damage resulting from the defect, either by TNB itself or by others and Pembinaan Bukit Cheeding shall pay to TNB the cost incurred by TNB in remedying the defect and damage and loss, costs or expenses directly incurred by the TNB as a result of such defect and damage and the carrying out of remedial work.

Pembinaan Bukit Cheeding's liability to TNB in respect of the project shall expire at the end of a period of 3 years calculated from whichever is the earlier of the expiry of the relevant defect notification period or the date of issue or deemed issue of the performance certificate, save in respect of any claim in respect of a defect notified to Pembinaan Bukit Cheeding by or on behalf of TNB prior to the expiry of the 3-year period.

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(f) Delay damages

If Pembinaan Bukit Cheeding fails to comply with the clause in relation to the time for completion, Pembinaan Bukit Cheeding shall subject to the clause in relation to TNB's claim, pay delay damages to TNB for this default. Unless otherwise stated in the appendix to the letter of tender, these delay damages shall be 0.15% per day of the contract value, which shall be paid for every day which shall elapse between the relevant time for completion and the date stated in the TOC. However, total amount due under this clause shall not exceed 15% of the final contract value.

These delay damages shall be deemed to be the actual loss, which TNB will suffer in the event that Pembinaan Bukit Cheeding fails to comply with the clause in relation to the time for completion. Pembinaan Bukit Cheeding by entering into this contract agrees to pay to TNB the said sum if the same become due without the need of TNB to prove his actual damage or loss.

(g) Termination by TNB

TNB shall be entitled to terminate the contract if Pembinaan Bukit Cheeding:

(i) fails to comply with performance security or with a notice to correct,

(ii) abandons the works or otherwise plainly demonstrates the intention not to continue performance of his obligations under the contract,

(iii) without reasonable excuse fails:

(a) to proceed with the works set out in the contract, with regards to the commencement, delay and suspension of works, or

(b) to comply with a notice issued for rejection or for remedial work as set out in the contract, within 28 days after receiving it,

(iv) subcontracts the whole of the works or assigns the contract without the required agreement, or

(v) becomes bankrupt or insolvent, goes into liquidation, has a receiving or administration order made against Pembinaan Bukit Cheeding, compounds with Pembinaan Bukit Cheeding's creditors, or carries on business under a receiver, trustee or manager for the benefit of Pembinaan Bukit Cheeding's creditors, or if any act is done or event occurs which (under applicable laws) has a similar effect to any of these acts or events

In any of these events or circumstances, TNB may, upon giving 14 days' notice, terminate the contract and expel Pembinaan Bukit Cheeding from the project site. However, in the case of sub-item (v) above, TNB may by notice terminate the contract immediately.

TNB's election to terminate the contract shall not prejudice any other rights of TNB, under the contract or otherwise.

After termination, TNB may complete the projects and/or arrange for any other entities to do so. TNB and these entities may then use any goods, Pembinaan Bukit Cheeding's documents and other design documents made by or on behalf of Pembinaan Bukit Cheeding.

Without prejudice to any other rights of TNB, if Pembinaan Bukit Cheeding, its employee(s), director(s) or agent(s) is convicted by a court of law for corrupt practices, unfair means and illegal activities in relation to this contract, or any other contract that Pembinaan Bukit Cheeding may have with TNB, TNB shall be entitled to terminate this contract at any time, by giving immediate written notice to that effect to Pembinaan Bukit Cheeding.

Pembinaan Bukit Cheeding shall be liable for all losses, costs, damages and expenses (including any incidental costs and expenses) incurred by TNB arising from termination as mentioned in the paragraph above.

For the avoidance of doubt, the parties hereby agree that Pembinaan Bukit Cheeding shall not be entitled to claim from TNB, any form of losses including loss of profit, damages, claims or other items whatsoever upon termination as mentioned in the paragraph above.

(h) Termination by Pembinaan Bukit Cheeding

Pembinaan Bukit Cheeding shall be entitled to terminate the contract if:

(i) the engineer fails, within 56 days after receiving a statement and supporting documents, to issue the relevant payment certificate,

(ii) Pembinaan Bukit Cheeding does not receive the amount due under an interim payment certificate within which payment is to be made,

(iii) TNB substantially fails to perform his obligations under the contract in such manner as to materially and adversely affect the ability of the Pembinaan Bukit Cheeding to perform the contract,

(iv) TNB fails to comply the contract agreement or assignment,

(v) a prolonged suspension affects the whole of the works, or

(vi) TNB becomes bankrupt or insolvent, goes into liquidation, has a receiving or administration order made against them, compounds with their creditors, or carries on business under a receiver, trustee or manager for the benefit of their creditors, or if any act is done or event occurs which (under applicable laws) has a similar effect to any of these acts or events.

In any of these events or circumstances, Pembinaan Bukit Cheeding may, upon giving 14 days' notice to TNB, terminate the contract. However, in the case of sub-item (v) or (vi), TNB may by notice terminate the contract immediately.

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## 7. BUSINESS OVERVIEW

(i) Limitation of liability

Neither party shall be liable to the other party for loss of use of any project, loss of profit, loss of any contract or for any indirect or consequential loss or damage which may be suffered by the other party in connection with the contract, provided that this exclusion shall not apply to any obligation of Pembinaan Bukit Cheeding to pay delay damages to TNB under the delay damages clause.

The total liability of Pembinaan Bukit Cheeding to TNB, under or in connection with the contract other than clauses in relation to electricity, water and gas, TNB's equipment and free-issue material, indemnities as well as intellectual and industrial property rights, shall not exceed the sum stated in the particular conditions or (if a sum is not so stated), the contract value.

This clause shall not limit liability in any case of fraud, deliberate default or reckless misconduct by the defaulting party.

(j) Confidential details

Pembinaan Bukit Cheeding shall treat the details of the contract as private and confidential, except to the extent necessary to carry out obligations under it or to comply with applicable laws. Pembinaan Bukit Cheeding shall not publish, permit to be published or disclose any particulars of the projects in any trade or technical paper or elsewhere without the prior written agreement of TNB.

(k) Governing Law

The validity, construction, operation and effect of the contract shall be determined and governed by the laws of Malaysia.

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## 7.25 ENVIRONMENT, SOCIAL AND GOVERNANCE PRACTICES OF OUR GROUP

Our Group is cognisant of the responsibilities to integrate sustainability into the core of our business, incorporating Environmental, Social and Governance ("**ESG**") considerations into our decision-making and operational processes. We strive to enhance corporate accountability, foster long-term value creation, and strengthen our Group's reputation by aligning business goals with global sustainability standards. We are committed to upholding good ESG practices, which include the following:

### 7.25.1 Environmental

To minimize the adverse impact of our operations on the environment, appropriate actions have been taken to ensure environmental sustainability and compliance with applicable legal and regulatory requirements. The following practices represent measures that have been implemented or are currently being implemented:

(a) Environmental management system certification

We adopt the ISO 14001:2015 environment management system as a proactive approach to minimise environmental interference and heighten environmental consciousness within our Group's business and operations. We are pleased to inform that our ISO 14001:2015 certification has been renewed and valid till 8 June 2026.

By adhering to such standards, we believe our Group is able to deliver tangible benefits to the environmental footprint, including waste reduction, energy conservation and cost savings.

(b) Environmental compliance

We are committed to adhering and complying with the relevant regulatory, statutory and other relevant requirements as stipulated in the Environmental Quality Act 1974 and Environmental Quality (Amendment) Act 2024. Additionally, we strive to raise awareness within our workforce by promoting best practices to protect the environment. As part of our commitment to environmental compliance, we have implemented the following range of initiatives across our operations:

- All operating licences, registrations, and approvals related to environmental matters are obtained, approved, and maintained in full compliance with current requirements.
- We have developed an environmental monitoring programme for each operational site to facilitate the identification of any short and/ or long-term environmental impact. The monitoring programme is conducted by an environmental consultant on a monthly basis to ensure the overall project activity is conducted in a proper manner thus minimising the environmental impacts within and surrounding the operational site.
- A legal register for environmental compliance is established and monitored annually by our certified environmental officer.
- We prohibit any open burning at our operational site to minimise air pollution.
- We provide personal protective equipment to our workforce to protect them from any adverse environmental and incidental impacts.
- Provision of good environment management practices awareness training to our workforce.

(c) Waste management

Construction wastes generated by our operations are mainly steel bar and concrete. All the construction wastes are sorted at a designated area on sites. As part of our sustainability efforts, we closely monitor our material purchases to minimize resource wastage. The disposal of construction waste is conducted in compliance with the waste management regulations.

### 7.25.2 Social

The prosperity of our business relies on our employees, who contribute to our Group's development and growth. We recognise the significance of our relationships with people, communities and society by prioritising social capital to foster a positive impact on society whilst ensuring long-term sustainability. We have undertaken the following initiatives to advocate social sustainability:

(a) OSHA

A robust health and safety measures is ingrained in our business and extended throughout our value chain. It is our responsibility to provide a healthy and safe work environment at all operational sites for our employees and workers to enhance their overall well-being and foster greater job satisfaction.

Our Group has set up a Health and Safety Committee to monitor, discuss and implement solutions to safety and health issues. The committee holds monthly meetings amongst others, to discuss on the enforcement of health and safety practices, review incidents and corrective actions to be taken, implementation of prevention measures and monitor the effectiveness of the measures conducted.

We have taken the following initiatives to achieve health and safety excellence:

- Performed safety inspection at operational sites on a weekly basis at minimum.
- Provided safety trainings including safety induction, fire drill exercise, working at heights training, introduction of fire-fighting equipment and handling of chemical materials as well as emergency response plan.
- Provided personnel protection equipment to our workforce.
- Complied with Occupational Safety and Health (Classification, Labelling and Safety Data Sheet of Hazardous Chemicals) Regulations 2013 to properly handle chemicals.
- Embedded Safety Passport Programmes provided by National Institute of Occupational Safety and Health ("NIOSH") across our Group.
- Performed regular inspection on critical machineries and equipment to prevent incident.
- Conducted hazard identification, risk assessment and risk control assessment on each operational site.
- Embraced ISO 45001:2018 occupational health and safety management systems as our framework for managing and mitigating workplace incidents.

(b) Human rights and labour practices

We uphold human rights throughout our operations to build trust with our employees, suppliers, contractors, customers and communities. Our core principles to ensure fair labour practices are as follows:

- Provide equitable wages and benefits
- Fair human treatment
- Prevention of child labour
- Prohibit discrimination
- Ensure a safe working environment
- Provision of accommodation to foreign workers
- Adherence to the working hours requirements as outlined in the employment laws

Our Group has not received any complaint regarding human rights violation.

(c) Equal opportunities and diversity

We appreciate and acknowledge our employees as our Group's greatest asset, who contribute their knowledge, skills and efforts to our business growth. Our Group acknowledges the importance of equal treatment for all employees.

We ensure all employees enjoy equal privileges and opportunities regardless of gender, age, ethnicity, religion and national origin.

(d) Talent management and benefits

We recognise the significance of cultivating a skilled and productive workforce as this foster resilience and enable us to achieve our strategic priorities. We are committed to ensure efficient talent management and for maintenance of employee well-being to support our business strategy. We continue to provide on-the-job training and offer opportunities to employees to participate in external training so as to enhance their knowledge, skill sets and capabilities.

(e) Maintain a high standard of customer satisfaction

Our Group is committed to maintain quality services in our provision of utilities engineering solutions, comprising EPCC and maintenance of overhead and underground infrastructure, as well as substation engineering services and related activities. We engaged certification bodies and undergone audits to ensure our services meet specific standards and requirements and achieve the certification, as outlined below:

(i) ISO 9001:2015 Quality Management System Certification by QA International Certification Sdn Bhd;

(ii) Certified grade 7 contractor by CIDB;

(iii) Certified work contractor by TNB; and

(iv) Certified electrical contractor by Energy Commission.

We consistently train our employees to ensure our Group delivers quality services, aiming for maximum customer satisfaction and supporting sustained commercial success.

(f) Prioritise local suppliers

Furthermore, to advocate positive impacts on local economic, we implement sustainable practices in our supply chain management. We source materials exclusively from qualified suppliers, which are in line with our customers' requirements and our quality standards. The materials purchased have undergone thorough quality assessment. We also prioritize a localized supply chain to enhance operational efficiency and to streamline the delivery process.

### 7.25.3 Governance

In our commitment towards maintaining the highest standards of integrity and efficiency in our sustainability agenda, we have established a clear delineation of roles and responsibilities for our Board, Directors, and key senior management. We also recognise the importance of upholding effective governance practices to safeguard stakeholders' interests and build trust with them. As such, our Group has implemented the following policies to promote good corporate governance, accountability and integrity at the workplace:

(a) Board composition

We are committed achieving and maintaining board diversity to enhance our Board's effectiveness, and to provide well-thought perspectives to the boardroom, and improve overall decision-making. As such, we have adopted measures to align with the principles and practices of the MCCG, ensuring that more than half of our Board consists of independent directors. As of the LPD, 4 out of 6 board members are independent directors, and 4 out of 6 board members are female.

(b) Integrity in corporate reporting

In ensuring an accurate and fair view of our Group's financial position, independent auditors are engaged to audit our Group's financial statements. We will ensure that financial statements and reports are presented to the Board on a timely manner in order to provide full transparency and accountability to our stakeholders.

(c) Anti-corruption policy and procedures

We adopt a zero-tolerance approach to bribery and corruption and ensure our business activities are conducted ethically. To support this commitment, we have developed an anti-corruption policy and procedures in line with the Malaysian Anti-Corruption Commission Act 2009, including any amendments or re-enactments by relevant authorities. This policy outlines core principles to guide our Directors and employees in preventing and addressing acts of bribery and corruption.

### 7.25.4 Future Initiatives

As we continue on our sustainability journey, we will keep abreast with developments in our industry and seek to further embed sustainable practices within our businesses so as to improve our overall sustainability and longevity.

Going forward, our Group's ESG practices will be disclosed in the sustainability statement which is part of our annual report, in accordance with the standards and requirements set forth in the Sustainability Reporting Guide issued by Bursa Securities.

## 8. IMR REPORT

PROVIDENCE STRATEGIC PARTNERS SDN BHD
(1238910-A)
67-1, Block D, Jaya One, Jalan Prof Diraja Ungku Aziz,
46200 Petaling Jaya, Selangor, Malaysia.
T: +603 7625 1769

26 August 2025

The Board of Directors
**CHEEDING HOLDINGS BERHAD**
Suite 923, Block B1, Level 9, Leisure Commerce Square
No. 9, Jalan PJS 8/9
46150 Petaling Jaya
Selangor Darul Ehsan
Malaysia.

Dear Sirs,

**Outlook of the Power Infrastructure Utilities Market in Malaysia in conjunction with the Listing of CHEEDING HOLDINGS BERHAD on the ACE Market of Bursa Malaysia Securities Berhad**

PROVIDENCE STRATEGIC PARTNERS SDN BHD ("**PROVIDENCE**") has prepared this Outlook of the Power Infrastructure Utilities Market in Malaysia strictly for inclusion in the Prospectus of CHEEDING HOLDINGS BERHAD.

PROVIDENCE has taken prudent measures to ensure reporting accuracy and completeness by adopting an independent and objective view of these industries within the confines of secondary statistics, primary research and evolving industry dynamics.

No part of this publication may be copied, reproduced, published, distributed, transmitted or passed, in whole or in part, without the prior express written consent of PROVIDENCE.

For and on behalf of PROVIDENCE:

ELIZABETH DHOSS
EXECUTIVE DIRECTOR

***About PROVIDENCE STRATEGIC PARTNERS SDN BHD:***

*PROVIDENCE is an independent research and consulting firm based in Petaling Jaya, Selangor, Malaysia. Since our inception in 2017, PROVIDENCE has been involved in the preparation of independent market research reports for capital market exercises. Our reports aim to provide an independent assessment of industry dynamics, encompassing aspects such as industry performance, demand and supply conditions, competitive landscape and government regulations.*

***About ELIZABETH DHOSS:***

*Elizabeth Dhoss is the Executive Director of PROVIDENCE. She has more than 15 years of experience in market research for capital market exercises. Elizabeth Dhoss holds a Bachelor of Business Administration from the University of Malaya, Malaysia*.

# 1 POWER INFRASTRUCTURE UTILITIES MARKET IN MALAYSIA

Utilities are infrastructure services provided to consumers, and include electricity, piped gas, water and sewerage as well as communications services. Utility projects refer to construction projects where design, construction, installation, repair and maintenance of utility infrastructure are included. Thus, the power infrastructure utilities market relates to the construction of subsurface and above surface pipelines, communication and power lines, water mains and line construction, reservoirs, irrigation systems, sewer systems and sewage disposal plants, electricity substations and power plants.

Overhead utilities (also known as overhead power lines) are overhead wires and supporting infrastructure used in electric power transmission and distribution to transmit electricity. Overhead power lines consist of one or more conductors suspended by towers or poles.

Underground utilities, also known as subsurface utilities, are infrastructures installed beneath the ground surface. Underground utilities include lines used for electricity distribution, traffic lights, street lights, natural gas transportation, telecommunications, water and sewerage pipelines, and broadband internet services. These infrastructures are typically installed and maintained by public utility companies or contractors engaged by public utility companies. Underground utilities construction activities are undertaken for the installation, repair, maintenance and upgrading of such subsurface utilities.

Underground utilities construction can be performed by way of:

- Open trench excavation method - a method of pipeline installation, repair and replacement that requires opening up the surface of the ground to the required depth for installing a pipeline. Upon installation, the excavated route is then backfilled, and the surface is restored. This can be an affordable method for non-pavement covered surfaces.
- Trenchless method - a method for the installation of new, replacement or rehabilitation of existing underground infrastructure with minimal disruption to surface traffic, businesses and other activities. Trenchless methods include:
  - horizontal directional drilling ("**HDD**") involves the use of a directional drilling machine that can be precisely steered to avoid any obstructions for any pipeline crossing to be completed. Through HDD, pipelines can be laid in the underground space without breaking the surface or with minimal excavation works. The HDD technique does not involve a large working space and does not disrupt other works as well as urban traffic systems. HDD can be done at any time of the day, subject to approval from the relevant authorities, and thus requires a shorter duration for completion. Hence, HDD can be cost effective when compared to the conventional open-trench excavation methods;
  - pipe jacking allows for the installation of prefabricated pipelines through the ground from a drive shaft to a reception shaft. The benefits of pipe jacking include minimal traffic disruption and disturbance to public with regards of noise, dirt and vibration. Pipe jacking techniques include microtunneling and manshield; and
  - cable tunnelling refers to the installation of high-voltage electricity cables along tunnel sections that can go as deep as 60 metres beneath the ground level.

The open trench excavation method and trenchless method can be used for the installation of pipelines such as electricity cables, sewerage pipes and water mains.

The electricity supply industry comprises electricity generation, transmission and distribution / retail. Utility companies and independent power producers (IPPs) generate electricity from energy sources to be sold to consumers. Utility companies are companies typically involved in all three phases of electricity supply chain from generation to transmission to distribution. The three main utility companies, namely Tenaga Nasional Berhad, Sabah Electricity Sdn Bhd and Sarawak Energy Berhad, typically engage third party engineering companies to design, construct, install, repair and maintain underground and overhead utility infrastructure. Large industrial customers such as mining operators, steel mills, cement plants, oil refineries, airports and seaports require high volumes of electricity and therefore may erect electricity substations within their premises which draw electricity supply from the National Grid.

Utility companies typically engage third party engineering companies to undertake the design and development of transmission and distribution infrastructure, connecting residential, commercial and industrial consumers to the National Grid. These third-party engineering companies are typically main contractors such as Cheeding Holdings Berhad, who subsequently engage subcontractors to perform the required works. Property developers and large industrial users also engage these third-party engineering companies to erect electricity substations within their premises and/or lay pipelines and cables to draw power from the National Grid to their premises. Thus, these third-party engineering companies play a critical

role in developing transmission and distribution infrastructure to ensure the accessibility and connectivity of utilities such as electricity, telecommunications, piped gas, water and sewerage.

Cheeding Holdings Berhad is principally involved in the provision of utilities engineering solutions where its main activities involve the engineering, procurement, construction and commissioning ("**EPCC**") and maintenance of overhead infrastructure for utilities, EPCC of underground infrastructure for utilities and substation engineering services.

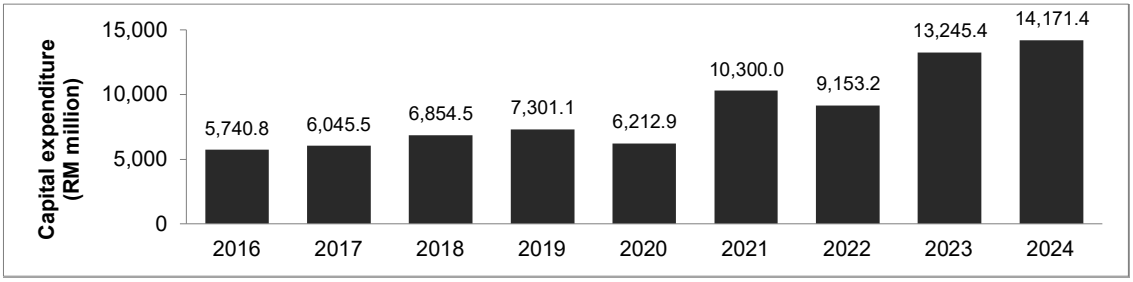
## INDUSTRY SIZE AND GROWTH POTENTIAL

The power infrastructure utilities market in Malaysia, based on the capital expenditure incurred for recurring electricity generation, transmission and distribution, rose from RM5.7 billion in 2016 to RM14.2 billion in 2024 at a compound annual growth rate ("**CAGR**") of 12.1%.

In 2020, the capital expenditure incurred for electricity transmission and distribution was affected by the COVID-19 pandemic and the subsequent phases of the movement control order ("**MCO**") that stifled economic activity. In 2023, Tenaga Nasional Berhad expanded and upgraded its transmission and distribution network via investments of RM7.3 billion from its total incurred capital expenditure of RM10.3 billion.[1] Further in 2024, Tenaga Nasional Berhad's capital expenditure amounted to RM11.2 billion, from which RM8.0 billion was for regulated capital expenditure while the remaining RM3.2 billion was allocated for energy transition projects.[2]

The power infrastructure utilities market comprises the capital expenditure of utility companies for utility systems and related services in relation to the construction of generation facilities, transmission and distribution lines, as well as related structures for power utilities by industry players. All structures that are integral parts of utility systems are included in this market. The works performed by these industry players include new installations, additions, alterations, maintenance, and repairs.

**Capital expenditure for recurring power generation, transmission and distribution in Malaysia**




Source: Annual Reports 2016 - 2023, Tenaga Nasional Berhad; Sarawak Energy Berhad; PROVIDENCE analysis

## DEMAND CONDITIONS: KEY GROWTH DRIVERS

### Long term economic growth supports investments in power infrastructure

Malaysia faced economic challenges in 2022 ranging from a volatile external environment, surges in Omicron cases at the start of the year, labour shortages, supply chain disruptions, and rising inflation. Despite this, the nation's economy expanded by 8.7% in 2022. Domestically, the full upliftment of containment measures and the revival of tourism activity amid continued policy support led to an improvement in economic growth. Externally, the impact of lower global growth and trade activity arising from the geopolitical conflicts, and tightening monetary policy was contained.[3] Malaysia's economy grew by 3.7% in 2023, supported by resilient domestic demand and further recovery in tourism activities. The more moderate growth also reflected normalising conditions from the high base in 2022, which was supported by the reopening of the economy and sizeable policy measures.[4] In 2024, Malaysia' economy grew by 5.1% attributable to continued expansion in domestic demand and a rebound in exports.[5] Malaysia

[1] Annual Report 2023, Tenaga Nasional Berhad
[2] Analyst Briefing 3QFY2024, Tenaga Nasional Berhad
[3] Economic and Monetary Review 2022, Central Bank of Malaysia
[4] Economic and Monetary Review 2023, Central Bank of Malaysia
[5] Economic and Monetary Review 2024, Central Bank of Malaysia

is expected to achieve economic growth of between 4.5% and 5.5% in 2025, attributable to a resilient external sector, improved global trade and stronger demand for electrical and electronic goods.[6] The resilient external sector will be supported by the continued demand for electrical and electronic goods, alongside higher tourist receipts.

Economic growth is a key driver for investments in utilities, as a robust utility infrastructure supports economic activities and attracts foreign and domestic investments. PROVIDENCE anticipates that the private and public sector will still incur capital investments for power infrastructure, as infrastructure and utilities are important drivers for the growth of economy of any region. Electricity, roads, water systems, public utilities, airports, railways, and telecommunications are essential services that drive economic activity by channelling trade and mobility.

**Growing data centre infrastructure in Malaysia will support investments in power infrastructure**

Data centres are a critical digital enabler. The development of digital infrastructures, such as data centres, are central to enabling 5G applications. Due to a growth of cloud computing, demand for data centres is growing significantly and Malaysia is fast becoming a hub. The data centre co-location market in Malaysia has been witnessing very steady growth due to the increasing volume of data generated and the increased usage of Internet-based services. The use of the internet in commerce, social media, entertainment and cloud adoptions has become more extended during the COVID-19 lockdowns. The pandemic has accelerated the migration towards cloud infrastructure as organisations look for business agility and growth in digital services.

Data centre development in Malaysia has predominantly taken place in Selangor and Johor. Several factors support Malaysia's position as a potential leading data centre market globally including it being an existing regional hub for manufacturing, logistics and big data analytics; low electricity tariffs; adequate and affordable water supply for the cooling of data centres; tax incentives of up to five years by the Government of Malaysia; high literacy rates; low occurrence of natural disasters; and ample land supply at attractive prices.

In 2021, Microsoft Corporation, an American information technology company, announced plans to establish its first data centre in Malaysia to deliver cloud services locally. Further in 2024, Microsoft Corporation announced that it would invest RM10.5 billion over the next four years to support Malaysia's digital transformation.[7] In 2021, NASDAQ listed Chindata Group Holdings Limited, a China data centre solution provider, announced the construction of its fourth hyperscale data centre in Johor with an investment value of about RM2.5 billion over a five-year period. Malaysia has also attracted Hong Kong-listed GDS Holdings Ltd, a China data centre developer and operator, which broke ground in Johor in April 2022 for the development of a data centre with a total investment value of RM1.38 billion. YTL Power International Berhad, a subsidiary of YTL Corporation and Malaysian independent power producer, through its subsidiary, YTL Data Center Holdings Pte Ltd, announced investments of RM1.5 billion for the first phase of the YTL Green Data Centre Park in Johor. During the year, Japan-listed Nippon Telegraph and Telephone Corporation, a Japanese telecommunications company, also announced plans to invest over USD50.0 million (RM227.0 million) for its sixth data centre in Cyberjaya.[8]

In 2022, Google LLC announced plans to include Malaysia as its new Google Cloud region, an investment that will involve a data centre. Subsequently in November 2023, Google LLC announced a strategic collaboration with the Government of Malaysia to invest in Malaysia's digital competitiveness, including infrastructure and artificial intelligence innovation programmes. These initiatives are built on Google LLC's investments in Malaysia over the last 12 years. In 2022 alone, Google LLC's products and programmes had supported more than 47,900 jobs and also contributed, directly and indirectly, an estimated USD2.8 billion in economic benefits to local businesses. Further in 2024, Google Inc committed USD2.0 billion (approximately RM9.4 billion) in Malaysia, including the development of its first Google data centre and Google Cloud region to meet the growing demand for cloud services locally and around the world, as well as artificial intelligence (AI) literacy programmes for students and educator. The data centre will power its popular digital services such as Search, Maps and Workspace, that people and organisations worldwide use on a daily basis.[9]

[6] Economic Outlook 2025, Ministry of Finance Malaysia
[7] Microsoft to invest RM10.5bil in Malaysia's cloud and AI infrastructure, NST, 1 May 2024
[8] Data centre investments – good or bad for Malaysia, Malaysian Investment Development Authority ("**MIDA**"), 17 September 2022
[9] Google to invest RM9.4 bln in Malaysia, develop data centre, cloud region, MIDA, 30 May 2024

The Malaysia Digital Economy Blueprint aims to provide access to extensive and high-quality digital infrastructure, such as broadband, data centres and submarine cable landing stations, which allow for the generation, flow, exchange, consumption and storage of data, as well as enable people to participate in the digital economy.

Power utility companies track and analyse electricity demands in anticipation of new and emerging economic growth. In recent years, there has been a significant increase in demand from hyperscale co-location data centres in Malaysia. In response to this growing market, Tenaga Nasional Berhad introduced the Green Lane Pathway in 2023 to fast-track the on-boarding process and reduce the time taken for the supply connection of electricity to data centres. In 2023, Tenaga Nasional Berhad saw a surge in electricity demand from data centres, as it received 63 applications with a cumulative maximum demand of 8.2GW, underscoring the digital economy's growing energy need. By the end of 2024, 18 data centres were energised, and 38 supply agreements secured, totalling 5.9GW.[10] The growing data centre market in Malaysia creates demand for power infrastructure to connect data centres to the National Grid.

**Population growth and urbanisation promotes investments in utility infrastructure**

Based on a projection by the United Nations Department of Economic and Social Affairs ("**DESA**"), it is estimated that Malaysia's population will increase over the next 60 years. According to the 2024 Revision of World Population Prospects, the nation's population is expected to reach approximately 41.4 million in 2040 and subsequently approximately 44.2 million in 2050. The same trend has been projected for the nation's urbanisation rate, which is expected to reach 85.0% in 2040 and subsequently 87.3% in 2050. In 2023, Malaysia's population stood at 34.1 million. According to the Key Findings of Population and Housing Census of Malaysia 2020 published by the Department of Statistics Malaysia in December 2022, Malaysia's urbanisation rate increased to 75.1% in 2020 from 70.9% in 2010.[11]

The increase in urbanisation will bring changes and challenges unless it can be supported by robust utility infrastructure for electricity, piped gas, water and sewerage as well as communications services. This will ensure that Kuala Lumpur and other cities will continue to experience growth and remain competitive. Thus, investments in utility infrastructure to support population growth and urbanisation will benefit industry players that are involved in the EPCC of power infrastructure such as overhead and underground transmission and distribution power lines as well as power substations.

**Recovery and growth in the residential, commercial and industrial property markets support demand for power infrastructure**

Between 2019 and 2024, residential, commercial and industrial property transactions rose from RM116.2 billion to RM192.9 billion at a CAGR of 10.7%. From this, residential property transactions rose from RM72.4 billion to RM106.9 billion at a CAGR of 8.1%. Comparatively, commercial property transactions rose from RM29.0 billion to RM58.1 billion at a CAGR of 14.9% while industrial property transactions rose from RM14.8 billion to RM27.9 billion at a CAGR of 13.4%.

In 2020, all economic sectors registered a contraction in growth. While the COVID-19 pandemic containment measures aided Malaysia's efforts to rein in the outbreak, the tighter operating procedures (such as operating hours, capacity limit on premise and activity restrictions), mobility restrictions and supply-chain disruptions affected economic activity. Additionally, most industries also faced weaker demand conditions both domestically and externally, which further weighed on production and business activities. As a result, residential and commercial property transactions were affected in 2020. In 2021, the property market in Malaysia began showing signs of recovery, mainly supported by the implementation of various stimulus packages under Pelan Jana Semula Ekonomi Negara (PENJANA) and Prihatin Rakyat Economic Stimulus Package (PRIHATIN), as well as measures under Budget 2021 which sustained consumer confidence and spending.

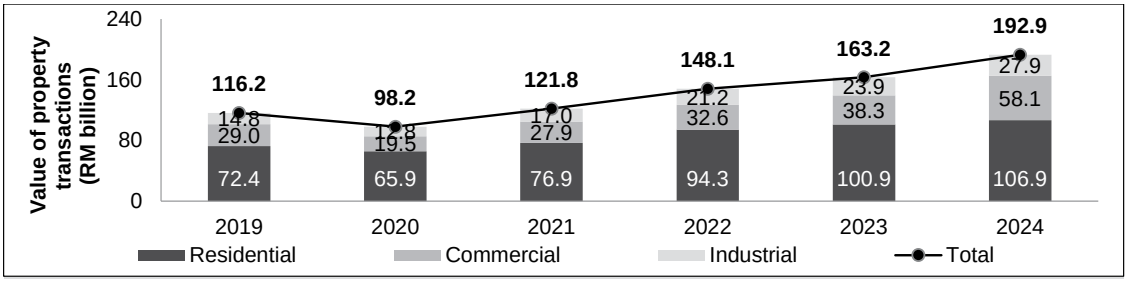
Growth in the property market in 2022 was supported by the implementation of various government initiatives and assistance, improving labour market conditions and higher tourist arrivals. Several initiatives which were outlined under Budget 2022 contributed to improving property market activities including lifting of the Real Property Gains Tax on the disposal of properties in the 6th year onwards by Malaysian citizens, permanent residents and other than companies, as well as guarantees of up to RM2.0 billion to banks via Skim Jaminan Kredit Perumahan in assisting gig works, small entrepreneurs and farmers in obtaining home financing. Property market growth in 2023 was supported by the implementation of various government

[10] Annual Report 2024, Tenaga Nasional Berhad
[11] Department of Statistics Malaysia. Latest available statistics as at 20 August 2025

initiatives and assistance as well as improving labour market conditions. Several initiatives outlined under Budget 2023 also boosted property market activities.

In 2024, Malaysia's economy grew by 5.1% attributable to continued expansion in domestic demand and a rebound in exports. Strong investment approvals and further progress of multi-year projects by the private and public sectors, which includes catalytic initiatives under national master plans, namely the New Industrial Master Plan, National Energy Transition Roadmap and National Semiconductor Strategy, provided further impetus to investment growth. Malaysia's exports also recovered amid steady global growth, continued technology upcycle as well as higher tourist arrivals and spending. The Economic Outlook 2025 by the Ministry of Finance Malaysia further projects economic growth between 4.5% and 5.5% in 2025, supported by a resilient external sector, benefitting from improved global trade and stronger demand for electrical and electronic goods, leveraging the country's strategic position within the semiconductor supply chain. Additionally, robust domestic demand, fuelled by strong private sector expenditure, will support the expansion, through continued implementation of key national master plans and ongoing initiatives. The real estate and business services subsector is forecast to increase by 6.3% in 2025, driven by sustained demand for professional services, particularly engineering-related services in construction activities, including new data centre facilities and the construction sector is forecast to increase by 9.4% in 2025, supported by the improvement in sales of residential houses and construction activities for data centers.

**Residential, commercial and industrial property transactions in Malaysia**




Source: National Property Information Centre (NAPIC), PROVIDENCE analysis

The development of residential, commercial and industrial properties requires corresponding infrastructure for the supply of utilities such as electricity, water and telecommunications to these developments. Thus, this will bode well for industry players that are involved in the design, construction, installation, repair and maintenance of power infrastructure.

**Growing demand for electricity stimulates investments in new and replacement utility infrastructure**

Electricity energy is a crucial element in the development process as well as economic growth of a country. Shortage of electricity supply may negatively affect the development progress of the country, and possibly limit its potential growth. Malaysia's consumption of electricity increased from 132,199.0 gigawatt hours ("**GWh**") in 2015[12] to 187,366.1 GWh in 2024.[13] Regionally, Peninsular Malaysia remains as the primary consumer of electricity in Malaysia, consuming close to 80.0% of the electricity sold.

Peninsular Malaysia and Sabah's transmission systems were 26,371.5 kilometres ("**km**") and 3,147.4 km in length respectively comprising 500.0 kilovolt ("**kV**") lines, 275.0 kV lines, 132.0 kV lines and 66.0 kV lines. Separately, Peninsular Malaysia and Sabah's distribution systems, comprising overhead lines and underground cables, were 761,546.4 km and 27,667.7 km in length respectively. Peninsular Malaysia had 494 transmission substations and 90,142 distribution substations, while Sabah had 49 transmission substations and 9,232 distribution substations in 2024.[14] Comparatively, Sarawak transmission system was 2,391 km comprising 500.0 kV lines, 275.0 kV lines and 132.0 kV lines, and its distribution system was 37,174 km comprising overhead lines and underground cables in 2019. In 2020, Sarawak had 43

[12] Malaysia Energy Statistics Handbook 2022, Energy Commission Malaysia
[13] Department of Statistics Malaysia
[14] Annual Report 2024, Tenaga Nasional Berhad

transmission substations and 14,395 distribution substations.[15]

The consumption of electricity is a key driver for the electricity supply industry, and spurs investments in generation, transmission and distribution infrastructure. Over the longer term, the demand for electricity is expected to recover and exhibit growth at a healthy pace as a result of future economic growth, supporting Government policies, as well as population growth. Thus, this is expected to benefit industry players that are involved in the design, construction, installation, repair and maintenance of utility infrastructure. Further, Tenaga Nasional Berhad has embarked on a Grid of the Future initiative which will enable the grid system to accommodate innovative energy solutions as these emerge while having inbuilt cybersecurity as well as resilience against the impact of climate change.[16] This too presents opportunities for industry players that are involved in the design, construction, installation, repair and maintenance of power infrastructure.

**Foreign investment and domestic investment growth support investments in utility infrastructure**

Malaysia recorded RM378.5 billion in approved investments in 2024, a 14.9% year-on-year growth compared to the RM329.5 billion raised in 2023. The services sector continues to be a key driver of Malaysia's economic expansion, securing RM252.7 billion in approved investments or 66.8% of the total approvals. The information and communication sub-sector led the sector's growth, attracting RM136.0 billion or 53.8% of total service sector investments. These investments reflect the country's rapid adoption of digital technologies across industries such as agriculture, healthcare, finance, tourism, and Islamic digital economy. Other segments of the services sector also received approved investments, namely real estate (RM64.5 billion), support services (RM12.9 billion), utilities (RM11.1 billion) and transport services (RM8.5 billion). Malaysia's manufacturing sector secured RM120.5 billion in approved investments or 31.8% of the total approvals. Foreign investments were the dominant contributor, totalling RM88.9 billion (73.8%), while domestic investments remained substantial at RM31.6 billion. This inflow of foreign capital underscores Malaysia's appeal as a global manufacturing hub. E&E industry secured the major share of investments in the manufacturing sector with RM55.8 billion or 46.3% affirming Malaysia's role in the global technology supply chain. Other segments within the manufacturing sector that also received approved investments include transport equipment (RM15.8 billion), chemicals and chemical products (RM10.6 billion), machinery and equipment (RM10.6 billion) and food manufacturing (RM6.1 billion). The primary sector registered approved investments of RM5.3 billion or 1.4% of the total approvals. The segments within the primary sector that received approved investments are mining (RM4.5 billion), agriculture (RM766.8 million) and plantation and commodities (RM71.6 million).[17]

Malaysia aims to attract quality investments, as this will be key in driving a more sustainable economic recovery for Malaysia and to achieve its aspirations of becoming a high-income nation. Foreign investment and domestic investment are important contributors to the country's economic growth and the Government has been proactive in encouraging growth based on productivity, innovation and shared prosperity in order for wages to continue rising. Foreign investment also plays an important role in supporting Malaysia's move to become a high-income technology-based economy. As such, investments in properties and infrastructure also crucial to support the investment prospects of Malaysia for foreign investors. Such investments are expected to be benefit industry players offering underground utilities engineering solutions.

**Malaysia's renewable energy generation targets create opportunities for investments in power infrastructure**

In May 2023, Malaysia's Cabinet agreed for the renewable energy capacity mix target to be raised to 70.0% of the nation's total capacity by 2050 under the Renewable Energy Strategic Development Roadmap, from the initial 40.0% target under the Malaysia Renewable Energy Roadmap. The robustness of grid infrastructure is a key prerequisite for accommodating the anticipated growth in renewable energy. Efforts to increase the renewable energy capacity would require new investments estimated at RM637.0 billion up to year 2050, where this would include investments in renewable energy generation resources as well as the strengthening of the transmission and distribution grid infrastructure. The Government of Malaysia aims to introduce two new roadmaps by the second half of 2023 to ensure Malaysia achieves long-term energy security that is environmentally sustainable.

The Government launched the National Energy Policy 2022-2040 ("**NEP**") which provides details for the

[15] Sourced from Malaysia Energy Statistics Handbook 2022, Energy Commission Malaysia. Latest available statistics as at 20 August 2025

[16] TNB invests RM21b in Grid of the Future programme, The Edge Markets, 21 September 2022

[17] Malaysia Performance Investment Report 2024, MIDA

energy sector encompassing affordability, sustainability, and energy security as well as optimising economic opportunities in line with trends in sectoral developments. A roadmap is included on how the country can achieve the NEP's Low Carbon Aspiration 2040 initiative with an annual contribution of RM13.0 billion to gross domestic product, potentially creating more than 207,000 new job opportunities and attracting RM9.2 billion in investments. One of the main areas under the NEP is unlocking the potential of solar resources with increasing capital access for solar energy distribution, with rooftop aggregation, and promoting the economic benefits of distributed solar with peer-to-peer (P2P) and virtual power purchase agreements.

To facilitate RE100 corporations (global companies that have committed to 100% renewable energy utilisation) and those companies with similar green-consciousness to achieve their environmental, social and governance (ESG) and sustainability commitments, the Government introduced the Corporate Green Power Programme ("**CGPP**") as a platform for the purchase of renewable energy virtually through the virtual power purchase agreements with mutually agreed terms and conditions from solar energy generators. A total of 600 MW was allocated for CGPP, and eligible companies need to enter into Corporate Green Power Agreements. The CGPP is a mechanism of virtual power purchase agreement, which is implemented using the New Enhanced Dispatch Arrangement ("**NEDA**") framework. The parties involved in the energy delivery and transaction process under CGPP are the solar power producer, corporate consumer and electricity utility company. The solar power producer shall develop, own and operate the solar power plant. The energy produced by the solar power plant is exported through the electricity supply system of the electricity utility company in accordance with the NEDA requirements. The electricity supply for the corporate consumer is provided by the electricity utility company, however the corporate consumer can have a virtual PPA with the solar power producer for the virtual supply of solar energy. In reality, the electricity supplied to the corporate consumer is not directly from the solar plant but from a pool of generation sources connected to the electricity supply system. The CGPP is an initiative by the Government to provide opportunity for business entities to participate in the promotion and use of renewable energy in their business operations, thereby supporting the increasing number of electricity consumers that aim to achieve their environmental, social and governance target.

The National Energy Transition Roadmap ("**NETR**") outlines several key observations for Malaysia's electricity supply mix as the nation progresses along this pathway, among which include:

- Renewable energy will constitute the majority share of installed capacity by 2050. However, the contribution of renewable energy to the total generation mix will be comparatively lower than fossil fuels, particularly natural gas. This reflects the inherent low-capacity factor associated with solar, compared against the high-capacity factor of gas; and
- The ambition to achieve 70.0 % renewable energy share of installed capacity by 2050 is expected to be achieved, predominantly driven by solar PV installation. Significant solar capacity growth is required in the next three decades, with 59 GW of installed capacity by 2050.

Phase 1 of the NETR also entails the setting up of five centralised large scale solar parks with 100 MW capacity each, to be co-developed by Tenaga Nasional Berhad. Tenaga Nasional Berhad will also develop 2.5 gigawatt (GW) of hybrid hydro-floating solar PV projects at its hydro dams.

The Ministry of Energy Transition and Water Transformation through the Energy Commission Malaysia offered a solar quota of 2,000 megawatts alternating current ("**MWac**") through a competitive bidding process under Malaysia's fifth round of Large Scale Solar ("**LSS**") Programme also known as LSS-Energy Transition SuRiA – LSS 5. The solar power plants under the LSS-Energy Transition SuRiA - LSS5 are scheduled to start operating in 2026. The categories of packages offered under LSS-Energy Transition SuRiA - LSS5 are:

- Package 1 for rooftop/ground solar power plants with a total quota offered of 250MWac and the allowed capacity range is between 1MWac to <10MWac;
- Package 2 is for rooftop/ground solar power plants with a total quota offered of 250MWac with an allowed capacity range of between 10MWac to <30MWac;
- Package 3 is for rooftop/ground solar power plants with a total quota offered of 1,000MWac with an allowed capacity range of between 30MWac to 500MWac; and
- Package 4 for floating solar power plants with a total quota offered of 500MWac with an allowed capacity range of between 10MWac to 500MWac.

In January 2025, the Energy Commission Malaysia opened the bidding for the LSS Kementerian Peralihan Tenaga Dan Transformasi Air (PETRA) 5+ with a target total capacity of 2,000MWac comprising:

- Package A for ground-based solar power plants with a total quota offered of 1,500MWac. For this package, the capacity range of each solar power plant is between 30MWac to 500Mwac; and
- Package B for floating / on-water solar power plants with a total quota of 500MWac. For this package, the capacity range of each solar power plant is between 10MWac to 500MWac.

These solar PV plants are scheduled to start operating in 2027.

In September 2024, the Government launched the Corporate Renewable Energy Supply Scheme ("**CRESS**") to enhance corporate access to green electricity supply. Through an open grid access system, third parties can sell or purchase electricity via the grid network. The CRESS Programme will offer broader green electricity supply options to corporate consumers, enabling them to fulfil respective environmental, social and governance commitments on green electricity through the concept of third-party access. The Ministry of Energy Transition and Water Transformation is confident that the implementation of the CRESS programme will support and be the catalyst to the energy transition goals and development of the electricity supply sector, particularly in efforts to increase the share of renewable energy capacity from 26.0% (equivalent to 10.6GW) to 40.0% by 2035 and 70.0% by 2050. This initiative will play a crucial role in reducing the carbon footprint of the electricity supply sector and decreasing the country's dependence on fossil fuels for power generation.

In order to achieve these renewable energy targets, corresponding power infrastructure such as overhead and underground transmission and distribution power lines as well as power substations are required to connect renewable energy generation facilities, such as solar PV systems and large scale solar power plants, to the National Grid. This is expected to benefit industry players involved in the EPCC of overhead and underground transmission and distribution power lines as well as power substations.

**Government initiatives to strengthen power infrastructure in Malaysia**

The Government of Malaysia has proposed several initiatives under Budget 2025 to strengthen accessibility to electricity in Malaysia. Among others, these include:

- To increase access to renewable energy (RE),
  - UEM Lestra Berhad and Tenaga Nasional Berhad will invest RM16.0 billion to increase the transmission and distribution network capabilities as well as to decarbonise industrial parks; and
  - The open grid access initiative will be implemented through the CRESS to allow corporate companies to obtain electricity supply from a renewable energy generator of their choice;
- Basic infrastructure in rural, village, and remote areas will be further upgraded to provide comfort to the residents with overall allocation of RM2.9 billion, including an allocation of nearly RM500.0 million to provide water and electricity supply to 5,150 houses in Sabah and Sarawak; and
- The Orang Asli community continues to be protected under the MADANI Budget, with an allocation of RM380.0 million. This includes allocation to improve the Orang Asli's living standards, including through the Orang Asli farm redevelopment project nationwide. From this, a total of RM10.0 million is provided for non-governmental organisations and the Jabatan Kemajuan Orang Asli to collaborate in building houses under the EPIC Homes programme, which will also provide electricity and clean water to the Orang Asli more economically and quickly.

The abovementioned initiatives will require investments in overhead and underground transmission and distribution power lines as well as power substations, thereby benefitting industry players offering such solutions.

## COMPETITIVE LANDSCAPE

Cheeding Holdings Berhad's customers in Malaysia are Tenaga Nasional Berhad as well as property developers that require its services to enable the supply of power to specific locations and/or premises. As at 12 August 2025, there is no publicly available information on the total number of contractors registered with Tenaga Nasional Berhad for the categories of EPCC and maintenance of overhead infrastructure for utilities, EPCC of underground infrastructure for utilities and substation engineering services. Notwithstanding this, there are high barriers to entry as industry players must first possess the relevant licenses and registrations and have the competent persons required under the relevant licenses and registrations, experienced technical employees who can carry out large scale and complex projects as well as project track record in order to be able to participate in tenders from Tenaga Nasional Berhad.

Contractors will need to meet certain criteria when submitting their proposals for overhead and underground transmission and distribution power lines as well as power substations with utility companies. As an illustration, based on tender notices posted on Tenaga Nasional Berhad's website, Tenaga Nasional Berhad requires tenderers to be registered as a Tenaga Nasional Berhad vendor and possess the requisite Construction Industry Development Board (CIDB) license registrations (for which the grade and specialisation will be stipulated in the tender notice), demonstrate experience / project track record and financial strength. In instances where participation in tenders is restricted to Bumiputera registered contractors, such requirement will be indicated in Tenaga Nasional Berhad's tender notices.[18]

The power infrastructure utilities market comprises the capital expenditure for utility systems and related services by industry players that construct generation facilities, transmission and distribution lines, as well as related structures for power utilities. All structures that are integral parts of utility systems are included in this market. The work performed by these industry players includes new installations, additions, alterations, maintenance, and repairs. Thus, the revenue of industry players that are involved in the delivery of underground and overhead utilities engineering services and solutions; and substation engineering services and solutions for power utilities are a subset of the capital expenditure incurred for utility systems and related services.

In 2024, the power infrastructure utilities market in Malaysia, based on the capital expenditure incurred for recurring electricity generation, transmission and distribution, was RM14.2 billion. In the financial year ended ("**FYE**") 31 March 2025, Cheeding Holdings Berhad recorded a revenue of RM117.7 million from the EPCC and maintenance of overhead infrastructure for utilities and, EPCC of underground infrastructure for utilities substation engineering services. Cheeding Holdings Berhad achieved a market share of 0.8% based on its revenue of RM117.7 million in comparison to the capital expenditure incurred for recurring electricity generation, transmission and distribution in Malaysia of RM14.2 billion.

The prospects and outlook of Cheeding Holdings Berhad is positive premised on the increasing capital expenditure incurred for recurring electricity generation, transmission and distribution which will be supported by the rising demand for electricity. The future growth of Cheeding Holdings Berhad will be backed by the following growth drivers:

- long term economic growth that supports investments in power infrastructure;
- growing data centre infrastructure in Malaysia that will support investments in power infrastructure;
- population growth and urbanisation which promotes investments in utility infrastructure;
- recovery and growth in the residential, commercial and industrial property markets which support demand for power infrastructure;
- growing demand for electricity that stimulates investments in new and replacement utility infrastructure;
- foreign investment and domestic investment growth that support investments in utility infrastructure;
- Malaysia's renewable energy generation targets that create opportunities for investments in power infrastructure;
- Government initiatives to strengthen power infrastructure in Malaysia.

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[18] Source: https://www.tnb.com.my/doing-business-with-tnb/suppliers

## 8. IMR REPORT

PROVIDENCE

**Financial performance of selected industry players**

| Industry player [a] | Electricity supply projects undertaken [b] | Latest available FYE | Revenue (RM) | Gross profit (RM) | Gross profit margin (%) | Profit / loss before tax (RM) | Profit after tax (RM) | Profit / loss after tax margin (%) |
|---|---|---|---|---|---|---|---|---|
| CBH Engineering Holding Berhad [c] | (b) | 31 December 2024 | 271,692,307 | 73,424,159 | 27.0 | 54,811,060 | 41,749,292 | 15.4 |
| Transgrid Ventures Sdn Bhd | (b) | 31 December 2023 | 257,699,553 | 16,405,538 | 6.4 | 27,009,987 | 24,412,197 | 9.5 |
| MN Holdings Berhad [c] | (a), (b) | 30 June 2024 | 256,175,183 | 51,976,928 | 20.3 | 24,716,078 | 17,160,898 | 6.7 |
| UUE Holdings Berhad [c] | (a) | 28 February 2025 | 170,024,142 | 46,969,192 | 27.6 | 30,194,238 | 22,971,935 | 13.5 |
| Larsen & Toubro (East Asia) Sdn Bhd | (a) | 31 March 2024 | 167,465,718 | 13,829,827 | 8.3 | 5,363,941 | 4,008,203 | 2.4 |
| Swis Resources Sdn Bhd | (a), (b) | 31 December 2023 | 154,749,952 | 20,122,943 | 13.0 | 6,424,613 | 4,798,716 | 3.1 |
| Jati Tinggi Group Berhad [c] | (a), (b) | 30 November 2024 | 128,013,975 | 19,389,329 | 15.1 | 13,173,847 | 9,666,384 | 7.6 |
| Cheeding Holdings Berhad | (a), (b) | 31 March 2025 | 117,682,517 | 45,075,897 | 38.3 | 34,967,413 | 26,346,596 | 22.4 |
| Technofit Sdn Bhd | (a) | 31 December 2023 | 111,087,826 | 16,322,925 | 14.7 | 1,420,762 | 826,976 | 0.7 |
| Pembinaan Terasmaju Sdn Bhd | (a) | 31 December 2024 | 105,225,690 | 9,684,144 | 9.2 | 1,137,800 | 921,593 | 0.9 |
| HG Power Transmission Sdn Bhd [d] | (a) | 31 December 2024 | 103,557,384 | 19,038,140 | 18.4 | -4,077,757 | -8,202,691 | -7.9 |
| Bras Ventures Bhd | (a), (b) | 30 September 2024 | 101,626,539 | 5,605,201 | 5.5 | 3,430,276 | 2,306,790 | 2.3 |
| HULS Transmission Sdn Bhd | (a), (b) | 30 June 2024 | 97,922,521 | 49,731,578 | 50.8 | 33,505,305 | 25,219,731 | 25.8 |
| AMBC Transmission Sdn Bhd | (a), (b) | 31 December 2023 | 94,725,082 | 8,726,495 | 9.2 | 3,086,174 | 2,337,401 | 2.5 |
| Hasilwan (M) Sdn Bhd | (a) | 31 December 2021[e] | 65,576,935 | 6,044,121 | 9.2 | 1,299,780 | 904,027 | 1.4 |
| Worktime Engineering Sdn Bhd | (a) | 31 March 2024 | 65,455,417 | 7,529,051 | 11.5 | 2,971,856 | 2,188,985 | 3.3 |
| A&A Dinar Sdn Bhd | (a), (b) | 31 December 2023 | 58,061,962 | 3,765,870 | 6.5 | 370,328 | 144,907 | 0.2 |
| Komasi Engineering Sdn Bhd | (a) | 31 December 2023 | 56,782,053 | 8,962,846 | 15.8 | 90,169 | - 94,283 | -0.2 |
| Eiscon Construction Sdn Bhd | (a) | 31 July 2023 | 53,901,076 | - 19,101,908 | -35.4 | - 20,205,859 | - 20,985,260 | -38.9 |

Notes:

[a] The selected industry players were identified from publicly available sources, such as the internet, published documents and industry directories based on the following criteria:

i) are involved in the provision of EPCC of underground and overhead power infrastructure and / or substation engineering services in Malaysia; and

ii) have achieved a revenue ranging between RM50.0 million and RM300.0 million in the latest available audited financial statement.

The list of selected industry players identified above is non-exhaustive, as it does not include industry players that do not have public presence, are not listed in industry directories and do not have corporate websites.

[b] Categories of business activities: (a) EPCC of underground and overhead power infrastructure; and (b) substation engineering services

[c] Listed on the ACE Market of Bursa Malaysia Securities Berhad

[d] Subsidiary of Rohas Tecnic Berhad, which is listed on the Main Market of Bursa Malaysia Securities Berhad

[e] Latest available audited financial statements prior to Hasilwan (M) Sdn Bhd being an exempt private company commencing FYE 31 December 2022

Latest available as at 20 August 2025

Source: Various annual reports, Companies Commission of Malaysia, PROVIDENCE analysis

## 9. RISK FACTORS

**NOTWITHSTANDING THE PROSPECTS OF OUR GROUP AS OUTLINED IN THIS PROSPECTUS, YOU SHOULD CAREFULLY CONSIDER, IN ADDITION TO THE OTHER INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS, THE FOLLOWING RISK FACTORS THAT MAY HAVE A SIGNIFICANT IMPACT ON THE FUTURE PERFORMANCE OF OUR GROUP BEFORE INVESTING IN OUR SHARES.**

**IF YOU ARE IN ANY DOUBT AS TO THE INFORMATION CONTAINED IN THIS SECTION, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.**

### 9.1 RISKS RELATING TO OUR BUSINESS OPERATIONS

#### 9.1.1 We are dependent on TNB as we derive a significant portion of our revenue from them

During the Financial Periods Under Review, our largest customer was TNB, which had contributed to the majority of our revenue. The revenue from TNB accounted for 53.80%, 90.48%, 99.60% and 98.34% of our total revenue for FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. In addition, our order book for contracts secured from TNB amounted to RM201.18 million, which represents 99.26% of our Group's total order book.

As the National Grid is operated and owned by TNB, the demand for our services from TNB is dependent on the level of capital expenditure for recurring power transmission initiatives in Peninsular Malaysia, being our principal market. A decline in such capital expenditure may possibly result in a decline in the number of contracts that we are able to secure from TNB. This will then have an adverse effect on our future financial performance. Further, there is no alternative customer in Peninsular Malaysia which could provide the same level of demand for our services as TNB.

Our revenue from TNB is derived from contracts awarded by them, and these contracts are secured through tenders. Despite our ability to secure contracts from TNB in the past, there is no assurance that TNB will continue to award new contracts to us in the future, nor can we assure that new contracts secured in the future would be as commercially favourable to us in terms of overall project profitability.

Further, if we are unable to meet the safety expectation, technical and quality requirements of TNB, TNB might not renew our certificate of registration with them, or we may be subjected to further penalties, including suspension, de-registration or be banned from participating in any of TNB's future procurement exercises.

Consequentially, we may not be able to provide our services as a contractor to participate in TNB procurement activities directly in the capacity of a main contractor or to secure future projects from TNB. Failure to secure new contracts will have an adverse impact on our business and financial performance, and we may not be able to secure other customers who can contribute a similar revenue proportion by TNB on a timely basis.

On 6 March 2024, TNB imposed a penalty of RM20,000.00 for the Ayer Tawar Project due to a first-time line tripping incident. As of the LPD, our Group is in discussions with TNB and our insurance provider regarding the settlement of this penalty. Notwithstanding this, the parties are focusing on completion of this project. Our Group expects to resolve such discussion prior to the completion of the Ayer Tawar Project (i.e. by November 2025) and pay the penalty (if any) with immediate action.

Additionally, on 23 January 2024, TNB imposed a penalty of RM21,779.83 for the Kedah Project due to cable damage, of which RM18,279.83 will be covered by our insurance provider, while the remaining RM3,500.00 will be borne by our Group. Our Group has paid the remaining RM3,500.00 in March 2025.

The above penalties did not result in a material adverse impact to our Group's financial performance and business operations as the penalty amounting to RM23,500.00 which are borne by our Group represented less than 1% of our Group's PAT for the FYE 2024 and FYE 2025.

Subsequent to the incidents above, we have been able to secure and maintain contracts with TNB.

**9.1.2 We are subject to regulatory requirements for our business operations**

Our business is subject to various laws, rules and regulations. We have obtained the required certificates of registrations and licences as set out in **Section 7.11** and are in compliance with the relevant governing laws and regulations as set out in **Section 7.21**, to carry out our business operations.

As part of our business operations, we employ foreign employees to carry out works, particularly at our project sites. As at the LPD, all foreign employees employed by our Group possess valid working permits or working passes which are renewable annually. Notwithstanding this, any changes to the policies on employment of foreign workers in Malaysia and the countries from which our foreign workers are sourced from may result in difficulties for us to source for the manpower required for our business operations. In such event, this may result in material disruption to our business operations.

Apart from the above, our licences and approvals are subject to the compliance with relevant conditions, laws and regulations under which they were issued. If we do not comply with any of these conditions and/or laws and regulations, our licences and approvals may be revoked or may not be renewed upon expiry, in the event of which we may not be able to undertake our business activities. Additionally, any breach of these conditions, laws and regulations can result in penalties, fines, potential prosecution against us and/or our Directors, restrictions on operations and/or remedial liabilities. These could result in a material adverse impact to our business operations.

In addition, as set out in **Section 9.1.1** above, we are dependent on TNB as we derive a significant portion of our revenue from them. As at the LPD, we are registered with TNB as a work contractor as well as a supplier and services contractor, and these registrations allow us to participate in tenders and undertake TNB's projects. There is no assurance that the said registrations may not be revoked by TNB and/or we will be able to renew these registrations upon expiry, which could be due to, among others, the following:

(i) our failure to comply with the major conditions imposed under the said registration (which include the valid registration issued by MOF, CIDB and other relevant professional certificates);

(ii) our failure to meet our obligations under any of the contracts with TNB; and

(iii) our failure to meet the expectations and/or quality requirements of TNB in providing our services.

In such event, our Group's financial performance and financial position may be materially and adversely affected.

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### 9.1.3 Our revenue is project-based and our historical financial performance may not be indicative of our future performance

We provide utilities engineering solutions to our customers on a project basis. In our industry, it is common for projects to be awarded based on competitive bidding/ pricing, and as such, we have to bid/ price competitively. Our customers are under no obligation to continue to award projects to us and there is no assurance that we are able to continuously and consistently secure new projects, nor will there be any assurance that we can continue to secure projects based on similar commercial terms.

Accordingly, the scale and number of projects and the amount of revenue that we are able to derive therefrom are affected by various factors including but not limited to changes in our customers' businesses, economic downturn and availability of funds/ budgetary considerations on the part of project owners. Consequentially, our revenue may vary significantly from period to period, and it may be difficult to forecast our financial performance.

The financial performance of our Group depends on our ability to secure new projects to sustain our order book. Any significant decline in our order book will materially and adversely impact our sustainability, growth potential, and future financial performance. As at the LPD, the total unbilled contract value of our on-going projects based on contracts secured was RM202.67 million and our Group expects that the unbilled order book to be recognised over the next 3 financial years.

There is no assurance that we will be able to maintain our order book at such levels in the future. In addition, our order book may be subject to unexpected project cancellations or scope adjustments which may occur from time to time. There can also be no certainty that projects from our order book will not be delayed or terminated or we may face situation of delays in securing new contracts due to factors outside our control such as deferment in project awarded by project owners or economic downturns. Any delay or cancellation or reduction in the contract value or scope of work of projects secured in our order book may reduce the value of our order book and in turn, affect our future financial performance.

The success of our tenders is affected by various factors which include our pricing strategy, level of competition and our customers' evaluation standards. Therefore, there is no guarantee that we will be able to secure every contract that we tender for or achieve a similar success in our tenders for every bid that we put in. We may have to adjust our pricing strategy in order to maintain the competitiveness of our tenders.

In the event that our Group fails to secure new projects from our customers with contract values and/or margins comparable to existing ones, our business and financial performance and results of operations will be materially and adversely affected. Therefore, the historical financial performance and financial condition of our Group may not be indicative of our future financial performance.

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**9.1.4 We depend on our Managing Director, Executive Director and other key senior management for our continued success**

Our future prospects are, to a significant extent, attributable to the abilities, skills, experience, competency and continuous effort of our Managing Director, Executive Director and key senior management. A team of experienced personnel in our business is crucial in guiding and implementing our Group's strategies, maintaining the quality of our Group's services whilst retaining the business confidence of our customers as well as to ensure our business continues to grow.

The continued success and future growth of our Group are largely dependent on the contributions and involvement of our Promoter and Managing Director, Ng Kian Chai who has approximately 42 years of experience in construction related works. Throughout the years, he has played a significant role in developing and implementing business strategies of our Group, which have contributed to our Group's business growth. Ng Chai Hsia, our Promoter and Executive Director, possesses approximately 19 years of experience in the utilities engineering industry and has also contributed significantly to our business growth.

They are supported by Ng Lam Shein and Ng Lam Tiong, who serve as our COO and Project Director, respectively. Each possesses approximately 8 years and 21 years of experience in the utilities engineering industry. Further, they are supported by Yap Hoong Yun who is our CFO, whom possess approximately 13 years of experience within the accounting and finance industry. Please refer to **Section 5** of this Prospectus for further details on our Managing Director, Executive Director and key senior management.

The loss of our Managing Director, Executive Director and key senior management simultaneously or within a short time without timely replacement or discontinuity in knowledge transfer may potentially create an unfavourable impact on our Group's business operations, performance and prospects if our framework for succession planning is not well executed, or inability to retain qualified personnel.

**9.1.5 We are dependent on skilled foreign workers for our overhead utilities engineering projects**

As at the LPD, our Project, Safety and Environment department comprised 48 local employees and 156 foreign employees signifying a degree of reliance on skilled foreign workers to execute and complete our overhead utilities engineering projects. We employ them to, amongst others, position pylon towers, install cables and carry out road/ surface restoration and are thus dependent on the continuous supply of these workers to meet our project demands.

As foreign workers come from various countries, any unfavourable changes of labour policies and visa restrictions in these countries and/or Malaysia may cause disruptions to our project site works and business operations due to the shortage of foreign labour. In the event of a shortage, delays in project delivery may occur. This exposes us to LAD claims which may have a material adverse effect on our business and financial performance.

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### 9.1.6 Our operations depend on the availability of an adequate supply of materials at competitive prices

We utilise various materials such as pylon towers and cables in carrying out our utilities engineering projects, and are thus dependent on the continuous supply of such materials. Please refer to **Section 7.9** of this Prospectus for further details on our material purchases and subcontractors' fee.

Our materials are price sensitive, and we face the risk of inability to obtain sufficient materials at competitive prices. Some of our materials such as pylon towers and cables which are made from steel and copper are subjected to the fluctuation in global market commodity prices. Any price fluctuations in the materials caused by demand and supply and price volatility, which are beyond our control, could result in increased costs and delays in the delivery of our projects. Delays in the delivery of our projects exposes us to potential LAD claims which may have a material adverse effect on our business and financial performance.

### 9.1.7 We are dependent on a major supplier

We are also dependent on our major supplier, Rohas-Euco, for the supply of pylon towers, being a major cost component. Rohas-Euco contributed to approximately 38.61%, 29.96%, 37.48% and 28.31% of our Group's material purchases and subcontractors' fee for FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively.

As such, our Group is exposed to the risks that the supplier may, amongst others, cease to supply to our Group at competitive prices or on terms less favourable to our Group. In such circumstances, our Group's financial performance may be materially and adversely affected.

### 9.1.8 Any unanticipated cost overruns may affect our profitability and our financial performance

Our projects are generally awarded through a tendering process. Our contracts with customers normally have a fixed and pre-determined value throughout the contract period in accordance with the scope of works that we tendered for. In pricing a tender or quotation, we estimate the project costs based on numerous factors including but not limited to:

(i) scope of works;
(ii) material and labour requirements and costs;
(iii) project complexity;
(iv) time required for completing a project;
(v) types of equipment and machinery required;
(vi) historical fees we charged for similar projects; and
(vii) prevailing market conditions.

Incorrect estimations of our project costs may result in cost overruns and will affect our profitability and financial performance. If the actual costs to complete the projects significantly deviate from the estimated costs when the tenders or quotations were submitted, we may be bound by the contract to undertake the project at a substantial loss and hence our business operations as well as financial performance and profitability may be adversely affected.

We may not be able to complete the project on time or we may be subject to cost overruns due to certain events that are not within our control, such as the timing required to obtain the necessary work permits from local authorities, adverse weather conditions and outbreak of diseases. In such cases, our business operations as well as financial performance and profitability may be adversely affected.

### 9.1.9 We are subject to the risk of defect liability claims from our customers

Our projects are subject to a defect liability period ranging from 12 to 36 months from the date of the TOC. During the defect liability period, we are liable for any repair work, reconstruction or rectification of any defects which may surface or be identified during this period at our own cost.

In situations where we are affected by defect liability claims, we may experience an increase in project costs if:

(i) no corresponding claim can be asserted against a subcontractor/ supplier;

(ii) amount of the claim cannot be recovered in full or at all from the subcontractor/ supplier or the retention sum retained from the subcontractor is insufficient, we may be required to bear some or all the cost of such claim; and/ or

(iii) we are unable to enforce or experience delay in enforcing legal recourse against our subcontractors/ suppliers to indemnify or compensate us (such as the subcontractor's insolvency).

As a result of this, our business, reputation and financial performance may be materially and adversely affected.

During the Financial Periods Under Review and up to the LPD, we have not experienced any defect liability claim which has materially affected our business operations and financial performance. Furthermore, as at the LPD, there is no claim for any compensation and retention sum asserted by our customers against us in relation to any defect works performed by us or our subcontractors, as well as the quality of construction materials supplied by our suppliers.

Nonetheless, there can be no assurance that in the future we will not be subject to material defect liability claims, which may have an adverse impact on our business operations, profitability, reputation and financial performance.

### 9.1.10 We rely on the services and quality of our subcontractors' and our consultants' works

We engage subcontractors to carry out selected parts of our project activities, such as design, fiber jointing and secondary works for our overhead utilities engineering works as well as utilities mapping, HDD works, cable termination and jointing as well as electrical works for our underground utilities engineering works. We also engage consultants and professional engineers to develop and endorse design drawings.

We schedule, monitor and provide overall supervision of the on-site operational activities carried out by the subcontractors such that they are in compliance with contractual requirements and safety regulations. As we do not have the expertise to undertake the aforesaid works, we are reliant on our subcontractors. We are responsible for the quality of our subcontractors' and our consultants' works.

As our subcontractors have no direct contractual relationships with our customers, we are subject to risks associated with non-performance by our subcontractors. If our subcontractors or consultants are unable to:

(i) deliver their services in a timely manner;
(ii) deliver work of good standards to us;
(iii) meet the technical specifications and requirements; and/ or
(iv) make good of the defects or undertake all rectification works,

our Group's operations may experience delays in project completion, quality issues concerning the work done, or non-performance on the affected projects. Further, we are exposed to defects liability claims as a result of the non-performance of our subcontractors.

There is no assurance that we would be able to monitor the performance of our subcontractors efficiently. Notwithstanding that we may attempt to seek compensation from the relevant subcontractors, we may incur significant time, cost and resources to rectify the defects and resolve the issues concerning the quality of works performed by our subcontractors. This in turn would affect the project delivery schedule and accordingly our Group would need to request for extension of time or be subject to defects liability claims from our customers, or LAD arising from delays in completion of our projects which would have a material impact on our Group. Any faults in the technical or design standards by our third-party consultants may also cause material delays or interruptions to the implementation and completion of our projects. We may be susceptible to risks of our customers claiming against our performance bond, or legal liabilities arising from such defects or substandard works.

The subcontracted services accounted for approximately 4.86%, 16.75%, 5.45% and 6.49% of our total material purchases and subcontractors' fee for FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. During the Financial Periods Under Review and up to the LPD, we have not experienced any material complaint(s) from our customers in respect of the services and quality of our subcontractors' and consultants' works and all the defect rectification works requested have been attended by our Group or our subcontractors in a timely manner.

**9.1.11 Our business and financial performance may be affected in the event of delay or inability to complete projects on a timely basis**

Our projects are subject to timelines for us to adhere to. In the event there are any delays in the timeline of a project, it would usually result in project cost overruns, which attract negative publicity and legal uncertainties such as potential LAD claims from our customers.

Our revenue is recognised based on percentage of completion and billing is based on actual work performed and certified by our customers. Thus, any delays or postponement in projects may influence our resource allocation for the execution of subsequent projects and delay our revenue recognition. Any form of delay in completing the projects will therefore affect our billings, revenue, operational cash flow and financial performance. We may be required to pay our suppliers and subcontractors regardless of such delays if the works have been performed, and as such, it would affect our cash flow.

The timely completion of projects undertaken by our Group is dependent on external factors inherent in the infrastructure utilities engineering services industry including, amongst others, the final approved project design, timely receipt of requisite licenses, permits or approvals from regulatory authorities, performance of any subcontractors appointed, safety and site conditions, shortage of materials, equipment and/ or labour, economic downturn and changes to government policies.

Any adverse developments in respect of these factors can lead to interruptions or delays in completing a project, which may result in our customers imposing LAD claims on us as stipulated in our contracts and our reputation, financial performance and operational cash flows would be materially affected. There was no LAD incurred by our Group during the Financial Periods Under Review and up to the LPD.

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**9.1.12 We cannot assure you that our insurance coverage is adequate for our operations and to cover all losses and/ or liabilities arising from potential claims**

Pursuant to the terms of the contracts awarded by our customers, we are to procure and maintain insurance policies relevant to the projects, such as contractor's all risks and workmen's compensation.

Although we have procured and maintained the relevant insurance policies for our projects, we may receive claims from our customers, subcontractors or other parties in respect of various matters concerning our business operations from time to time. Further, the insurance coverage is subject to exclusions and limitations of liability both in amount and with respect to the insured events. The outcome of any claim is subject to the relevant parties' negotiation and the result of claims may be unfavourable to us.

If we are held liable for uninsured losses or the amounts of claims for insured losses exceed the limit of our insurance coverage, our business and financial performance will be impacted. There is also no assurance that our current insurance policies will sufficiently protect us against all potential liabilities arising from any claims or losses.

We have also purchased fire insurance for our business operations premises (including our head office) located at Leisure Commerce Square, Petaling Jaya, Selangor Darul Ehsan.

Leisure Commerce Square is a designated premises within the meaning of the FS Order. The fire certificate for the Leisure Commerce Square expired on 30 May 2024, after which the Building Management commenced the renewal process. The renewal was delayed as the Building Management was carrying out certain rectification works in the building based on the recommendations from the Director General of BOMBA. As at the LPD, the Building Management obtained the renewed fire certificate from BOMBA, with a validity period from 24 June 2025 to 23 June 2026.

Please refer to **Section 7.11** of this Prospectus for further details.

For the Financial Periods Under Review and up to the LPD, we have not encountered any events that resulted in any insurance claims that materially affected our business and financial condition.

**9.1.13 Our contracts may be subject to early termination**

Our contracts with customers ordinarily contain clauses which could give rise to a right of early termination by our customers or us, in the event of, amongst others, suspension of works, our persistent failure to comply with the terms and conditions contained in the contracts, failure for payment of our works as per the payment schedule, and in situations of insolvency faced by our customers or us.

In the event we experience any early termination of our contracts, the loss of revenue and/ or costs incurred arising from such termination may have an adverse impact on the financial condition and prospects of our Group. If our Group is at fault, we may also be susceptible to the risks of legal claims, liabilities and compensation to our customers. This could have a negative impact on our financial condition and reputation.

As at the LPD, our Group has not experienced any termination of our contracts.

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## 9. RISK FACTORS

### 9.2 RISKS RELATING TO OUR INDUSTRY

#### 9.2.1 There are inherent risks in utilities engineering industry

As our business is mainly in the provision of utilities engineering services where our main activities involve the EPCC and maintenance of overhead infrastructure for utilities, EPCC of underground infrastructure for utilities as well as substation engineering services. Therefore, we are subject to inherent risks within the utilities engineering industry.

These are, amongst others, dependency on public and private investments in utilities infrastructure which in turn are affected by the economic conditions, foreign direct investments, construction industry and government initiative and spending. Some of the changes, which include changes to economic conditions, government initiatives and spending or situations may reduce new utilities engineering projects available in the market. In such instance, there will be more competition in tenders among the industry players and we may need to be more competitive in our pricing strategy. This will adversely affect our business, financial performance, prospects and liquidity.

#### 9.2.2 We face competition from industry players

We face competition from competitors which may be capable of offering similar services and compete with us in terms of pricing, technology, range and quality of services and timeliness of project delivery. Some of our competitors may have longer operating track record and financial resources or are equipped with better machineries, resources and technical expertise, thereby allowing them to offer a more comprehensive range of services or specialised services in comparison to us.

In the event our competitors are able to offer the services at a more competitive price than ours, we may be forced to match their pricing to secure the projects, and this may affect our profit margins adversely. In addition, if we fail to match or be better than our competitors in terms of the range of comprehensive solutions and technology offered, our clients may choose our competitors. Additionally, consolidation of small market players would also result in a competitive environment.

There is no assurance that we can or will remain competitive among our existing or new competitors in light of the competitive business environment. As such, the competition we face and failure to remain competitive or to build on our competitive advantages and key strengths going forward may adversely affect our business operations and financial performance.

#### 9.2.3 We are subject to economic, political and/ or regulatory risks in Malaysia

Our principal market is Peninsular Malaysia, which contributed to all of our revenue for the Financial Periods Under Review.

Our business, prospects, financial condition and results of operations may be affected by any adverse developments, changes and/ or uncertainties in the political, economic and legal environments that are beyond our control in Malaysia. These risks include unfavourable changes in political conditions, economic conditions, interest rates, changes in government policies and regulations such as minimum wage policies, import and export restrictions, duties and tariffs, civil unrest, methods of taxation, inflation and foreign exchange controls.

Any adverse developments in one or more of the abovementioned conditions may cause disruptions in the delivery and completion schedules of our utilities engineering services projects, which may consequently cause a decline in our revenue and profitability, or may cause a decline in demand for our Group's services or may cause an increase in our operating cost. As such, there is no assurance that any adverse political, economic or regulatory developments, would not materially affect our business, financial performance and prospects.

## 9.3 RISKS RELATING TO OUR SHARES AND OUR LISTING

### 9.3.1 There is no prior market for our Shares

Prior to our IPO, there has been no public market for our Shares. Accordingly, there can be no assurance that an active market for our Shares will develop upon our Listing or, if developed, that such market will be sustained.

Furthermore, notwithstanding that our IPO Price was determined after taking into consideration a number of factors including but not limited to our historical earnings, prospects and future plans and our financial and operating history, we cannot assure you that our IPO Price will correspond to the price at which our Shares will be traded on the ACE Market upon or subsequent to our Listing and that the market price of our Shares will not decline below the IPO Price or that an active market for our Shares will develop and continue upon or subsequent to our Listing.

### 9.3.2 Our Share price and trading volume may be volatile

The market price of our Shares may be highly volatile and could be subject to wide fluctuations in response to, among others, the following factors, some of which are beyond our control:

(i) variation in our operating results;

(ii) success or failure of our management in implementing business and growth strategies;

(iii) changes in securities analysts' recommendations, perceptions or estimates of our financial performance;

(iv) changes in conditions affecting the industry, general economic conditions or stock market sentiments or other events or factors;

(v) changes in market valuations and share prices of companies with similar businesses to our Company that may be listed in Malaysia or anywhere else in the world;

(vi) additions or departures of key management;

(vii) fluctuations in stock market prices and volume;

(viii) involvement in litigation;

(ix) changes in government policy, legislation or regulation; or

(x) natural disasters, health epidemics and outbreaks of contagious diseases.

The performance of Bursa Securities is also affected by external factors such as the performance of the regional and global stock exchanges, inflow or outflow of foreign funds. Sentiment is also largely driven by internal factors such as economic and political conditions of the country as well as the growth potential of the various sectors of the economy. These factors invariably contribute to the volatility of trading volumes on Bursa Securities, thus adding risks to the market price of our Shares.

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### 9.3.3 Our Listing is exposed to risk that it may be aborted or delayed

Our Listing may be aborted or delayed due to possible occurrences of certain events, which include the following:

(i) the selected investors fail to subscribe for their portion of our IPO Shares;

(ii) our Underwriter exercising its rights under the Underwriting Agreement to discharge itself of its obligations under such agreement;

(iii) we are unable to meet the minimum public shareholding spread requirement under the Listing Requirements of having at least 25.00% of the total number of our Shares for which our Listing is sought being in the hands of a minimum number of 200 public shareholders holding not less than 100 Shares each at the point of our Listing;

(iv) the occurrence of any event or circumstance beyond the control of our Group; and/or

(v) the revocation of the approvals from the relevant authorities for our Listing for whatever reason.

Where prior to the issuance and allotment of our IPO Shares:

(i) the SC issues a stop order pursuant to Section 245(1) of the CMSA, the applications shall be deemed to be withdrawn and cancelled. Our Company and Selling Shareholders, shall repay all monies paid in respect of the applications for our IPO Shares within 14 days of the stop order, failing which our Company and Selling Shareholders shall be liable to return such monies with interest at the rate of 10% per annum or at such other rate specified by the SC pursuant to Section 245(7)(a) of the CMSA; or

(ii) our Listing is aborted, investors will not receive any of our IPO Shares and all monies paid in respect of applications for our IPO Shares will be refunded free of interest.

Where subsequent to the issuance and allotment of our IPO Shares:

(i) the SC issues a stop order pursuant to Section 245(1) of the CMSA, any issue of our IPO Shares shall be deemed to be void and all monies received from the applicants shall be forthwith repaid and if any such money is not repaid within 14 days of the date of service of the stop order, our Company and Selling Shareholders shall be liable to return such monies with interest at the rate of 10% per annum or at such other rate specified by the SC pursuant to Section 245(7)(b) of the CMSA; or

(ii) our Listing is aborted other than pursuant to a stop order by the SC under Section 245(1) of the CMSA, a return of monies to our shareholders could only be achieved by way of a cancellation of share capital as provided under the Act and its related rules. Such cancellation can be implemented by either:

(a) the sanction of our shareholders by special resolution in a general meeting, consent by our creditors (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 sanction of our shareholders by special resolution in a general meeting supported by a solvency statement from the directors.

Nonetheless, our Board will endeavour to ensure compliance with the various requirements for our Listing.

**9.3.4 The sale, or the possible sale, of a substantial number of our Shares in the public market following our Listing could adversely affect the price of our Shares**

Following our Listing, we will have in issue 797,257,000 Shares, of which up to 208,000,000 Shares, will be held by investors participating in our Listing (representing approximately 26.08% of our enlarged share capital) and not less than 73.92% will be held by our Promoters and substantial shareholders via their direct interests in our Company.

Our Promoter and substantial shareholders could dispose of some or all of our Shares that they hold after the moratorium period pursuant to their own investment objectives. If our Promoter and substantial shareholders sell, or are perceived as intending to sell, a substantial amount of our Shares that they hold, the market price for our Shares could be adversely affected.

**9.3.5 Our future fund raising exercise may result in dilution of your shareholdings**

Our capital requirements are dependent on, amongst others, our business, the availability of our resources for attracting, maintaining and enlarging our client base and the need to maintain and expand our service offering. Thus, we may need additional capital expenditure for future expansions and/ or investments. An issue of new Shares or other securities to raise funds will dilute shareholders' equity interest and may, in case of a rights issue, require additional investments by shareholders.

**9.3.6 There is no assurance of payment of dividends to our shareholders**

We are a holding company and we conduct all our operations through our subsidiaries. Accordingly, our main source of income, which is an important factor in our ability to pay dividends to our shareholders, is the receipt of dividends and other distributions to us from our subsidiaries. It is the intention of our Board to recommend and distribute a dividend of at least 25% of our consolidated PAT attributable to the owners of our Company. This will allow our shareholders to participate in our Group's profits. Any final dividends declared are subjected to the approval of our shareholders at our AGM.

However, our Group's ability to distribute dividends or make other distributions to our shareholders is subject to various factors, such as profits recorded, excess of funds not required to be retained for working capital for our business, capital expenditure and other investment plans.

There can be no assurance that dividends will be paid out in the future or on timing of any dividends that are to be paid in the future. If we do not pay dividends or pay dividends at levels lower than that anticipated by investors, the market price of our Shares may be negatively affected.

**9.3.7 Our Promoter and substantial shareholders will be able to exert significant influence over our Company and the interest of our Promoter and substantial shareholders who control our Company may not be aligned with the interest of our other shareholders**

Our Promoter and substantial shareholders (whom are also our Specified Shareholders) will collectively hold at least 73.92% of our enlarged number of issued Shares upon Listing. As a result, they will be able to effectively control the business direction and management of our Group including the election of Directors, the timing and payment of dividends as well as having substantial voting control and as such, will likely influence the outcome of certain matters requiring the vote of our shareholders, unless they and persons connected with them are required to abstain from voting either by law, relevant guidelines or regulations. Therefore, there is a risk of non-alignment of interests by our Promoter and substantial shareholders with those of our other shareholders.

## 10. RELATED PARTY TRANSACTIONS

Pursuant to the Listing Requirements, subject to the exemptions, generally a "related party transaction" is a transaction entered into by a listed corporation or its subsidiary which involves the interest, direct or indirect, of a related party. A "related party" is defined as a director, major shareholder or person connected with such director or major shareholder (including, a director or major shareholder within the preceding 6 months before the transaction was entered into) as per Rule 10.02 of the Listing Requirements. "Major shareholder" means a shareholder with a shareholding of 10% or more (or 5% or more where such person is the largest shareholder in the company) of all the voting shares in the company as per Rule 1.01 of the Listing Requirements.

Upon our Listing, we may be required to seek our shareholders' approval each time we enter into a material related party transaction in accordance with Rule 10.08 of the Listing Requirements. However, if the related party transactions are deemed as recurrent related party transactions, we may seek a general mandate from our shareholders to enter into these transactions without having to seek separate shareholders' approval each time we wish to enter into such related party transactions during the validity period of the mandate and the interested person shall abstain from voting on resolution(s) pertaining to the respective transaction.

Under the Listing Requirements, related party transactions may be aggregated to determine its materiality if the transactions occurred within a 12-month period, are entered into with the same party or with parties related to one another or if the transactions involved the acquisition or disposal of securities or interests in one corporation/ asset or of various parcels of land contiguous to each other.

### 10.1 RELATED PARTY TRANSACTIONS

Save for the Acquisition of Pembinaan Bukit Cheeding and Acquisition of BC Services and as disclosed below, there are no other related party transactions, existing or proposed, entered or to be entered into by our Group which involve the interests, direct or indirect, of our Directors, major shareholders and/or persons connected with them for the Financial Periods Under Review and up to the LPD:

| No. | Transacting parties | Nature of relationship | Nature of transaction | Transaction value | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | | FYE 2022 RM'000 | FYE 2023 RM'000 | FYE 2024 RM'000 | FYE 2025 RM'000 | 1 April 2025 up to LPD RM'000 |
| 1. | Pembinaan Bukit Cheeding and Ng Kian Chai | Ng Kian Chai is the Promoter, substantial shareholder and Managing Director of our Company. | Rental of a residential unit from Pembinaan Bukit Cheeding for Ng Kian Chai's accommodation.<br><br>This is a recurrent transaction and will subsist after our Listing. | 66.00 (N/A as our Group recorded LAT) | 66.00 (0.80% of our Group's PAT) | 66.00 (0.32% of our Group's PAT) | 66.00 (0.25% of our Group's PAT) | 22.00 |

## 10. RELATED PARTY TRANSACTIONS

| No. | Transacting parties | Nature of relationship | Nature of transaction | Transaction value | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | | FYE 2022 RM'000 | FYE 2023 RM'000 | FYE 2024 RM'000 | FYE 2025 RM'000 | 1 April 2025 up to LPD RM'000 |
| 2. | Pembinaan Bukit Cheeding and Ng Kian Chai | Ng Kian Chai is the Promoter, substantial shareholder and Managing Director of our Company. | Rental of storage space from Ng Kian Chai for Pembinaan Bukit Cheeding's storage of equipment. | 19.20 (N/A% as our Group recorded LAT) | 19.20 (0.23% of our Group's PAT) | 19.20 (0.09% of our Group's PAT) | 8.00 (0.03% of our Group's PAT) | - |
| 3. | Pembinaan Bukit Cheeding and BC Services | The shareholders and directors of BC Services are Ng Lam Tiong and Lee Bee Wei.<br><br>Ng Lam Tiong is the key senior management of our Group and the son of Ng Kian Chai, the Promoter, substantial shareholder and Managing Director of our Company.<br><br>Lee Bee Wei is the spouse of Ng Lam Tiong.<br><br>In view of the above, Ng Lam Tiong and Lee Bee Wei are persons connected to a Director of our Company.<br><br><u>Note:</u><br>Prior to the completion of the Acquisition of BC Services, BC Services is a related party to our Company. | Provision of services (engineering design and survey) by BC Services. | - | 470.80 (2.47% of our Group's cost of sales) | 1,250.20 (2.55% of our Group's cost of sales) | - | - |

## 10. RELATED PARTY TRANSACTIONS

| No. | Transacting parties | Nature of relationship | Nature of transaction | Transaction value | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | | FYE 2022 RM'000 | FYE 2023 RM'000 | FYE 2024 RM'000 | FYE 2025 RM'000 | 1 April 2025 up to LPD RM'000 |
| | | Subsequent to the completion of the Acquisition of BC Services, BC Services has become our wholly-owned subsidiary. Accordingly, any transactions between our company and BC Services will no longer be deemed as related party transaction. | | | | | | |
| 4. | Pembinaan Bukit Cheeding and Ng Lam Tiong | Ng Lam Tiong is the key senior management of our Group and the son of Ng Kian Chai, the Promoter, substantial shareholder and Managing Director of our Company.<br><br>In view of the above, Ng Lam Tiong is a person connected to Ng Kian Chai. | Disposal of motor vehicle to Ng Lam Tiong | 125.00 (0.66% of our Group's NA) | - | - | - | - |
| 5. | Pembinaan Bukit Cheeding and BC Services | The shareholders and directors of BC Services are Ng Lam Tiong and Lee Bee Wei.<br><br>Ng Lam Tiong is the key senior management of our Group and the son of Ng Kian Chai, the Promoter, substantial shareholder and Managing Director of our Company. | Rental of an office from Pembinaan Bukit Cheeding | 6.00 (N/A as our Group recorded LAT) | 6.00 (0.07% of our Group's PAT) | 6.00 (0.03% of our Group's PAT) | 10.40 (0.04% of our Group's PAT) | 3.60 |

## 10. RELATED PARTY TRANSACTIONS

| No. | Transacting parties | Nature of relationship | Nature of transaction | Transaction value | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | | FYE 2022 RM'000 | FYE 2023 RM'000 | FYE 2024 RM'000 | FYE 2025 RM'000 | 1 April 2025 up to LPD RM'000 |
| | | Lee Bee Wei is the spouse of Ng Lam Tiong.<br><br>In view of the above, Ng Lam Tiong and Lee Bee Wei are persons connected to a Director of our Company.<br><br><u>Note:</u><br>Prior to the completion of the Acquisition of BC Services, BC Services is a related party to our Company. Subsequent to the completion of the Acquisition of BC Services, BC Services has become our wholly-owned subsidiary. Accordingly, any transactions between our company and BC Services will no longer be deemed as related party transaction. | | | | | | |
| 6. | Pembinaan Bukit Cheeding and Ng Kian Chai | Ng Kian Chai is the Promoter, substantial shareholder and Managing Director of our Company. | Disposal of a parcel of vacant agriculture land | - | - | - | *1,832 | - |

* On 16 December 2024, Pembinaan Bukit Cheeding had entered into a sale and purchase agreement with Ng Kian Chai to dispose a parcel of agriculture land for a disposal consideration of RM1,831,980 via cash. Further details of the foregoing are set out in **Section 15.4.1** of this Prospectus.

## 10. RELATED PARTY TRANSACTIONS

Our Directors, having considered all aspects of the related party transactions, are of the opinion that, save for the following transactions, all the above related party transactions were transacted on an arm's length basis as the respective considerations were fixed at the prevailing market rate and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders:

(i) Transaction number 2 above, being the rental of storage space for storage of equipment from Ng Kian Chai, had not been carried out on an arm's length basis as the rentals were based on negotiated terms. We had ceased the aforesaid rentals in October 2024 and hence this transaction will not subsist after our Listing. The amounts transacted with Ng Kian Chai during the Financial Periods Under Review and up to the LPD were not material as they were less than 1% of the Group's PAT for the FYE 2025.

Currently, the aforementioned equipment stored in this storage space are being deployed for use in our Group's project sites. We may consider renting a suitable location for the storage of these equipment after our Listing.

(ii) Transaction number 3 above, being the provision of services (engineering design and survey) by BC Services. The shareholders of BC Services (namely Ng Lam Tiong and his spouse) were immediate family members of our Promoters. BC Services assisted our Group in design works for projects undertaken by our Group. The Promoters did not seek for alternate quotes for the services provided by BC Services then, as they were of the view that it was unnecessary since the shareholders are immediate family members of our Promoters.

As such, the services were not undertaken on an arms' length basis as they were conducted based on negotiated terms. The Acquisition of BC Services was completed on 5 August 2025, following which BC Services has become a wholly-owned subsidiary of our Group. Therefore, the transactions with BC Services are no longer deemed as related party transactions.

(iii) Transaction number 5 above, being the rental of an office from Pembinaan Bukit Cheeding by BC Services. This transaction had not been carried out on an arm's length basis as the rentals were based on negotiated terms. The amounts transacted with BC Services during the Financial Periods Under Review and up to the LPD were not material as they were less than 1% of the Group's PAT for the FYE 2025. The Acquisition of BC Services was completed on 5 August 2025, following which BC Services has become a wholly-owned subsidiary of our Group. Therefore, the transactions with BC Services are no longer deemed as related party transactions.

(iv) Transaction number 6 above, being the disposal of a parcel of agriculture land from Pembinaan Bukit Cheeding to Ng Kian Chai. This transaction had not been carried out on arm's length basis as the disposal consideration was based on the net book value of the land. This transaction is one-off in nature and will not subsist after our Listing.

## 10. RELATED PARTY TRANSACTIONS

Save for the transaction number 1 above ("**Continuing RPT**"), there are no subsisting transactions with the related parties after our Listing.

For transaction number 1 above, the monthly rate of RM5,500 represented a rental rate of RM1.16 per sq. ft. Based on the comparable rentals which ranged from RM1.04 and RM1.20 per sq. ft., the rental rate for the transaction number 1 is within the prevailing market rates and are on normal commercial terms which are not more favourable to the related party i.e. Ng Kian Chai.

After our Listing, the terms of the Continuing RPT will be reviewed by our Audit and Risk Management Committee and our Board shall seek the relevant approvals from our shareholders to enter into such recurrent related party transactions at a general meeting, if required under the Listing Requirements. As at the LPD, our Board has confirmed that there are no other related party transactions entered into but not yet effected.

Upon our Listing, our Audit and Risk Management Committee will review the terms of any related party transactions and ensure that any related party transactions (including any recurrent related party transactions) are conducted on an arm's length basis and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to our Group. We will make disclosures in our annual report of the aggregate value of recurrent related party transactions entered into by us based on the nature of transactions made, names of the related parties involved and their relationship with our Group during the financial year and in the annual reports for the subsequent financial years.

### 10.2 OTHER TRANSACTIONS

#### 10.2.1 Transactions which are unusual in their nature or conditions

There were no transactions that are unusual in nature or conditions, involving goods, services, tangible or intangible assets, to which our Group was a party during the Financial Periods Under Review and up to the LPD.

#### 10.2.2 Outstanding loans and/ or financial assistance made to or for the benefit of related parties

There are no outstanding loans and/ or financial assistance (including guarantees of any kind) made by our Group to or for the benefit of the related parties for the Financial Periods Under Review and up to the LPD.

## 10. RELATED PARTY TRANSACTIONS

### 10.2.3 Loans and/ or financial assistance from related parties to our Group

Save for the following, there are no outstanding loans and/ or financial assistance (including guarantees of any kind) received by our Group from any related parties during the Financial Periods Under Review and up to the LPD.

| Banks | Types of facility | Guarantor(s) | Guaranteed amount[4] (RM'000) | Principal amount as at the LPD (RM'000) |
|---|---|---|---|---|
| RHB Bank Berhad | Banking facilities (comprising bank guarantee) | Ng Kian Chai[1], Tan Sook Hoi[2] and Ng Chai Hsia[3]<br><br>They have given joint and several guarantees in favour of RHB Bank Berhad for banking facilities granted to Pembinaan Bukit Cheeding.<br><br>The banking facilities were secured against legal charges over properties which is registered under the name of Pembinaan Bukit Cheeding. | 1,350 | - |
| | Banking facilities (comprising bank guarantee) | Ng Kian Chai[1], Tan Sook Hoi[2] and Ng Chai Hsia[3]<br><br>They have given joint and several guarantees in favour of RHB Bank Berhad for banking facilities granted to Pembinaan Bukit Cheeding. | 18,000 | 7,196 |
| Hong Leong Bank Berhad | Banking facilities (comprising overdraft, letter of credit, trust receipt, banker acceptance, invoice financing, bank guarantee, temporary overdraft, fixed term loan and forward exchange contract) | Ng Kian Chai[1], Tan Sook Hoi[2] and Ng Chai Hsia[3]<br><br>They have given joint and several guarantees in favour of Hong Leong Bank Berhad for banking facilities granted to Pembinaan Bukit Cheeding.<br><br>The banking facilities were secured against legal charges over properties which is registered under the name of Pembinaan Bukit Cheeding. | 19,100 | - |

## 10. RELATED PARTY TRANSACTIONS

| Banks | Types of facility | Guarantor(s) | Guaranteed amount[4] (RM'000) | Principal amount as at the LPD (RM'000) |
|---|---|---|---|---|
| Malayan Banking Berhad | Banking facilities (comprising overdraft, letter of credit, trust receipt and bank guarantee) | Ng Kian Chai[1]<br><br>He has given personal guarantee in favour of Malayan Banking Berhad for banking facilities granted to Pembinaan Bukit Cheeding. | 2,020 | - |
| | Banking facilities (comprising bank guarantee) | Ng Kian Chai[1], Tan Sook Hoi[2] and Ng Chai Hsia[3]<br><br>They have given joint and several guarantees in favour of Malayan Banking Berhad for banking facilities granted to Pembinaan Bukit Cheeding.<br><br>The banking facilities were secured against legal charges over properties which is registered under the name of Pembinaan Bukit Cheeding. | 3,600 | 3,198 |
| Public Bank Berhad | Banking facilities (comprising fixed loan, business loan and overdraft) | Ng Kian Chai[1], Tan Sook Hoi[2] and Ng Chai Hsia[3]<br><br>They have given joint and several guarantees in favour of Public Bank Berhad for banking facilities granted to Pembinaan Bukit Cheeding.<br><br>The banking facilities were secured against legal charges over properties which is registered under the name of Pembinaan Bukit Cheeding. | 1,338 | 607 |
| | Banking facilities (comprising bank guarantee) | Ng Kian Chai[1], Tan Sook Hoi[2] and Ng Chai Hsia[3]<br><br>They have given joint and several guarantees in favour of Public Bank Berhad for banking facilities granted to Pembinaan Bukit Cheeding. | 6,500 | 6,028 |

## 10. RELATED PARTY TRANSACTIONS

| Banks | Types of facility | Guarantor(s) | Guaranteed amount[4] (RM'000) | Principal amount as at the LPD (RM'000) |
|---|---|---|---|---|
| | | The banking facilities were secured against a legal charge over a property which is registered under the name of Ng Kian Chai<br>. | | |
| | Banking facilities (comprising letter of credit, trust receipt, banker acceptance, shipping guarantee, and bank guarantee) | Ng Kian Chai[1], Tan Sook Hoi[2] and Ng Chai Hsia[3]<br><br>They have given joint and several guarantees in favour of Public Bank Berhad for banking facilities granted to Pembinaan Bukit Cheeding.<br><br>The banking facilities were also secured against a legal charge over a property which is registered under the name of Ng Kian Chai. | 5,000 | 2,148 |
| Pac Lease Berhad | Hire purchase | Ng Kian Chai[1] and Tan Sook Hoi[2]<br><br>They have given joint and several guarantees in favour of Pac Lease Berhad for hire purchase facilities granted to Pembinaan Bukit Cheeding. | 261 | 89 |
| Mitsubishi HC Capital Malaysia Sdn Bhd | Hire purchase | Ng Kian Chai[1] and Tan Sook Hoi[2]<br><br>They have given joint and several guarantees in favour of Mitsubishi HC Capital Malaysia Sdn Bhd for numerous hire purchase facilities granted to Pembinaan Bukit Cheeding. | 1,761 | 672 |
| Public Bank Berhad | Hire purchase | Ng Kian Chai[1]<br><br>He has given personal guarantee in favour of Public Bank Berhad for numerous hire purchase facilities granted to Pembinaan Bukit Cheeding. | 2,995 | 1,168 |

## 10. RELATED PARTY TRANSACTIONS

Notes:

(1) Ng Kian Chai is our Promoter, substantial shareholder and Managing Director.

(2) Tan Sook Hoi is our substantial shareholder.

(3) Ng Chai Hsia is our Executive Director.

(4) The amount guaranteed represents the total banking / hire purchase facilities.

In conjunction with our Listing, we have applied to the financiers for their approval to release and/or discharge of the existing guarantees as well as the third-party legal charges by replacing/ substituting the same with a corporate guarantee from our Company and/or other securities from our Group acceptable to the financiers.

As at the LPD, we have received conditional approvals from all the relevant financiers (i.e. Pac Lease Berhad, Mitsubishi HC Capital Malaysia Sdn Bhd, Hong Leong Bank Berhad, Malayan Banking Berhad, RHB Bank Berhad and Public Bank Berhad), to discharge the above guarantees upon the successful implementation of our Listing and substituting the guarantees with a corporate guarantee from our Company and/or other securities from our Group acceptable to the financial institutions.

Furthermore, we have put in place internal control and compliance procedures in relation to loans and/or financial assistance to be provided to related parties and/or third parties, and no further loans or financial assistance will be provided to any related parties by our Group unless such loans are permitted under the applicable laws and the Listing Requirements and brought to our Audit and Risk Management Committee and our Board for deliberation and approval.

We will be utilising part of the IPO proceeds to repay some of the banking facilities above, further details of which are set out in **Section 4.8.1(i)** of this Prospectus.

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## 10. RELATED PARTY TRANSACTIONS

### 10.3 MONITORING AND OVERSIGHT OF RELATED PARTY TRANSACTIONS

#### 10.3.1 Audit and Risk Management Committee review

Our Audit and Risk Management Committee will review related party transactions and conflict of interest situations that may arise within our Group including any transaction, procedure or course of conduct that raises questions of management integrity. Our Audit and Risk Management Committee will also maintain and periodically review the adequacy of the procedures and processes established by our Company to monitor related party transactions and conflicts of interest. It also sets the procedures and processes to ensure that transactions are carried out in the best interest of our Company on normal commercial terms that are industry norms and not more favourable to the related party than those generally available to third parties dealing at arm's length, and are not to the detriment of the interest of our Company's minority shareholders. Among others, the related parties and parties who are in a position of conflict with the interest of our Group will be required to abstain from deliberations on the transactions.

All reviews by our Audit and Risk Management Committee will be reported to our Board for its further action.

#### 10.3.2 Our Group's policy on related party transactions

Related party transactions by their nature, involve conflict of interest between our Group and the related parties with whom our Group has entered into such transactions. Any such related party transactions may individually and in aggregate have conflicts of interest.

Any related party transactions shall be reviewed by our Audit and Risk Management Committee to ensure that they are carried out on normal commercial terms which are not more favourable to the related parties than those generally available to the public dealing at arm's length with our Group and are not detrimental to our minority shareholders.

In addition, we have adopted a comprehensive corporate governance framework that meets best practice principles to mitigate any potential conflict of interest situation, and intend for the framework to be guided by the Listing Requirements and MCCG upon our Listing. The procedures which may form part of the framework include, amongst other things, the following:

(i) our Board shall ensure that half of our Board members are independent directors and will undertake an annual assessment on our independent directors;

(ii) our Directors will be required to immediately make full disclosure of any direct/ indirect interest that they may have in any business enterprise that is engaged in or proposed to be engaged in a transaction with our Group, whether or not they believe it is a material transaction. Upon such disclosure, the interested director shall be required to abstain from deliberation and voting on any resolution related to the related party transaction; and

(iii) all existing or potential related party transactions would have to be disclosed by the interested party for management reporting. Our management will propose the transaction to our Audit and Risk Management Committee for evaluation and assessment who would in turn, make a recommendation to our Board for deliberation and approval.

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## 11. CONFLICT OF INTEREST

### 11.1 INTEREST IN SIMILAR BUSINESS AND IN BUSINESSES OF OUR CUSTOMER OR SUPPLIERS

As at the LPD, none of our Directors or substantial shareholders has any interest, direct or indirect, in any businesses or corporations which are carrying on a similar or related trade as that of our Group or which are the customers and/or suppliers of our Group.

### 11.2 DECLARATION BY THE ADVISERS

(i) TA Securities has confirmed that there is no existing or potential conflict of interest in its capacity as the Principal Adviser, Sponsor, Underwriter and Placement Agent in respect of our IPO;

(ii) TGS TW PLT has confirmed that there is no existing or potential conflict of interest in its capacity as the Auditors and Reporting Accountants in respect of our IPO;

(iii) David Lai & Tan has confirmed that there is no existing or potential conflict of interest in its capacity as the Solicitors to our Company in respect of our IPO; and

(iv) Providence has confirmed that there is no existing or potential conflict of interest in its capacity as the Independent Market Researcher in respect of our IPO.

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## 12. FINANCIAL INFORMATION

### 12.1 HISTORICAL FINANCIAL INFORMATION

The financial information of BC Services was not included in the combined financial statements of our Group, for the FYE 2022, FYE 2023, FYE 2024 and FYE 2025, as BC Services is not regarded as an entity under common control of Ng Kian Chai, being the shareholder of Cheeding.

#### 12.1.1 Historical combined statements of profit or loss and other comprehensive income

The following table sets out a summary of our combined statements of profit or loss and other comprehensive income for the Financial Periods Under Review, which was extracted from the Accountants' Report set out in **Section 13** of this Prospectus. The historical combined statements of profit or loss and other comprehensive income have been prepared in accordance with MFRS.

The following financial information should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations as set out in **Section 12.3** of this Prospectus and the Accountants' Report and accompanying notes set out in **Section 13** of this Prospectus.

| | **Audited** | | | |
|---|---|---|---|---|
| | **FYE 2022 RM'000** | **FYE 2023 RM'000** | **FYE 2024 RM'000** | **FYE 2025 RM'000** |
| Revenue | 9,481 | 36,951 | 88,162 | 117,683 |
| Cost of sales | (4,634) | (19,049) | (48,938) | (72,607) |
| GP | **4,847** | **17,902** | **39,224** | **45,076** |
| Other income | 509 | 317 | 531 | 845 |
| Administrative expenses | (5,571) | (6,944) | (12,094) | (10,736) |
| **(Loss) / Profit from operations** | **(215)** | **11,275** | **27,661** | **35,185** |
| Finance costs | (8) | (51) | (250) | (217) |
| **(LBT) / PBT** | **(223)** | **11,224** | **27,411** | **34,968** |
| Taxation | (53) | (2,996) | (6,956) | (8,621) |
| **(LAT) / PAT / Total comprehensive (loss) / income attributable to owners of the Company** | **(276)** | **8,228** | **20,455** | **26,347** |
| EBITDA[(1)] | 964 | 12,655 | 29,567 | 36,533 |
| GP margin (%)[(2)] | 51.12 | 48.45 | 44.49 | 38.30 |
| (LBT) / PBT margin (%)[(3)] | (2.35) | 30.38 | 31.09 | 29.71 |
| (LAT) / PAT margin (%)[(4)] | (2.91) | 22.27 | 23.20 | 22.39 |
| Number of Shares assumed in issue ('000)[(5)] | 797,257 | 797,257 | 797,257 | 797,257 |
| Basic / diluted (LPS) / EPS (sen)[(6)] | (0.03) | 1.03 | 2.57 | 3.30 |

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## 12. FINANCIAL INFORMATION

Notes:

(1) The table below sets forth a reconciliation of our (LBT) / PBT to EBITDA.

| | Audited | | | |
|---|---|---|---|---|
| | **FYE 2022 RM'000** | **FYE 2023 RM'000** | **FYE 2024 RM'000** | **FYE 2025 RM'000** |
| **(LBT) / PBT** | **(223)** | **11,224** | **27,411** | **34,968** |
| Add: | | | | |
| Finance costs | 8 | 51 | 250 | 217 |
| Depreciation | 1,470 | 1,536 | 2,270 | 1,918 |
| Less: | | | | |
| Interest income | (291) | (156) | (364) | (570) |
| **EBITDA** | **964** | **12,655** | **29,567** | **36,533** |

(2) GP margin is computed based on our GP over revenue.

(3) (LBT) / PBT margin is computed based on our (LBT) / PBT over revenue.

(4) (LAT) / PAT margin is computed based on our (LAT) / PAT over revenue.

(5) Assumed number of ordinary shares in issue in Cheeding after our IPO.

(6) Computed based on our (LAT) / PAT attributable to owners of the Company over the enlarged total number of 797,257,000 Shares after our IPO. The diluted (LPS) / EPS is equal to the basic (LPS) / EPS as our Company does not have any outstanding convertible securities during the Financial Periods Under Review.

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## 12. FINANCIAL INFORMATION

### 12.1.2 Historical combined statements of financial position

The following table sets out a summary of our combined statements of financial positions for the Financial Periods Under Review, which was extracted from the Accountants' Report set out in **Section 13** of this Prospectus.

The following financial information should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations set out in **Section 12.3** of this Prospectus and the Accountants' Report and accompanying notes set out in **Section 13** of this Prospectus.

| | Audited | | | |
|---|---|---|---|---|
| | As at 31 March | | | |
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 | 2025 RM'000 |
| **ASSETS** | | | | |
| **Non-current assets** | | | | |
| Property, plant and equipment | 4,351 | 7,584 | 9,102 | 10,814 |
| Investment properties | 8,973 | 8,799 | 8,625 | 8,451 |
| **Total non-current assets** | **13,324** | **16,383** | **17,727** | **19,265** |
| **Current assets** | | | | |
| Trade receivables(1) | 538 | 6,932 | 16,677 | 21,227 |
| Other receivables(2) | 47 | 409 | 1,641 | 2,435 |
| Contract assets | 2,519 | 10,449 | 13,343 | 9,826 |
| Fixed deposits with licensed banks | 3,257 | 5,051 | 11,177 | 9,276 |
| Cash and banks balances | 2,068 | 535 | 3,033 | 32,036 |
| **Total current assets(4)** | **8,429** | **23,376** | **45,871** | **74,800** |
| **TOTAL ASSETS** | **21,753** | **39,759** | **63,598** | **94,065** |
| **EQUITY AND LIABILITIES** | | | | |
| **EQUITY** | | | | |
| Share capital | - | - | - | * |
| Invested equity | 9,500 | 9,500 | 9,500 | 9,500 |
| Retained earnings | 9,344 | 17,571 | 33,027 | 40,874 |
| **TOTAL EQUITY** | **18,844** | **27,071** | **42,527** | **50,374** |
| **LIABILITIES** | | | | |
| **Non-current liabilities** | | | | |
| Lease liabilities | 8 | 125 | 57 | - |
| Borrowings | 167 | 2,715 | 2,842 | 1,682 |
| Deferred tax liabilities | 149 | 256 | 256 | 256 |
| **Total non-current liabilities** | **324** | **3,096** | **3,155** | **1,938** |
| **Current liabilities** | | | | |
| Trade payables | 1,438 | 4,453 | 3,817 | 4,878 |
| Other payables(3) | 307 | 1,537 | 257 | 7,283 |
| Contract liabilities | 181 | 59 | 10,180 | (6)27,606 |
| Lease liabilities | 9 | 113 | 109 | 6 |
| Borrowings | 29 | 870 | 1,280 | 1,442 |
| Tax payable | 621 | 2,560 | 2,273 | 538 |
| **Total current liabilities(5)** | **2,585** | **9,592** | **17,916** | **41,753** |
| **TOTAL LIABILITIES** | **2,909** | **12,688** | **21,071** | **43,691** |
| **TOTAL EQUITY AND LIABILITIES** | **21,753** | **39,759** | **63,598** | **94,065** |

## 12. FINANCIAL INFORMATION

Notes:

* Represents RM1.

(1) Further breakdown of trade receivables is as follows:

| | Audited | | | |
|---|---|---|---|---|
| | As at 31 March | | | |
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 | 2025 RM'000 |
| Trade receivables | 100 | 4,259 | 4,590 | 3,455 |
| Retention sum | 438 | 2,673 | 12,087 | 17,772 |
| **Total** | **538** | **6,932** | **16,677** | **21,227** |

(2) Further breakdown of other receivables is as follows:

| | Audited | | | |
|---|---|---|---|---|
| | As at 31 March | | | |
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 | 2025 RM'000 |
| Non-trade receivables[(a)] | - | 48 | 26 | - |
| Deposits[(b)] | 19 | 211 | 54 | 141 |
| Prepayments[(c)] | 28 | 150 | 420 | 133 |
| Prepayment for initial public offering expenses | - | - | - | 2,161 |
| Advances to suppliers[(d)] | - | - | 1,141 | - |
| **Total** | **47** | **409** | **1,641** | **2,435** |

Sub-notes:

(a) Non-trade receivables mainly comprise advance payments for purchase of consumables and tools.

(b) Deposits mainly comprise rental and utility deposits. As at 31 March 2023, the deposits were higher at RM0.21 million, mainly attributable to deposits paid for the acquisition of 2 office units located at Leisure Commerce Square. The said acquisitions were only completed in FYE 2024.

(c) Prepayments mainly comprise the prepayments for hire purchase instalment of motor vehicles and machineries amounting to RM0.09 million and RM0.15 million as at 31 March 2023 and 31 March 2024 respectively, as well as prepayments for the purchase of motor vehicles amounting to RM0.15 million as at 31 March 2024.

(d) Advances to suppliers comprise advance payments to suppliers mainly for the purchase of insulators for our projects' use.

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(3) Further breakdown of other payables is as follows:

| | Audited | | | |
|---|---|---|---|---|
| | As at 31 March | | | |
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 | 2025 RM'000 |
| Non-trade payables[(a)] | 129 | 185 | 185 | 276 |
| Accruals[(b)] | 161 | 1,335 | 55 | 490 |
| Dividend payable[(c)] | - | - | - | 6,500 |
| Goods and services tax payable | 17 | 17 | 17 | 17 |
| **Total** | **307** | **1,537** | **257** | **7,283** |

Sub-notes:

(a) Non-trade payables mainly comprise outstanding balances on non-trade expenses such as rentals, office expenses, upkeep and maintenance costs.

(b) Accruals mainly comprise accruals for expenses such as employees' salaries and statutory contributions, audit fee and tax agent fees. As at 31 March 2023, the accruals were higher at RM1.34 million, mainly attributable to accrued employees' salaries and statutory contributions amounting to RM1.19 million that was paid in April 2024.

(c) Relates to dividend declared in respect of the FYE 2025 which had been paid on 23 April 2025.

(4) Our Group's current assets as at 31 March 2023 had increased by RM14.95 million. This was mainly attributable to the following:

(i) increase in trade receivables by RM6.39 million mainly attributable to higher billings to customers in line with the increase in revenue in FYE 2023, particularly in the last quarter of FYE 2023; and

(ii) increase in contract assets by RM7.93 million mainly attributable to higher amounts of work done which remains unbilled as at 31 March 2023.

Our Group's current assets as at 31 March 2024 had increased by RM22.50 million. This was mainly attributable to the following:

(i) increase in trade receivables by RM9.75 million, mainly attributable to higher billings and retention sums to customers in line with the increase in revenue in FYE 2024, particularly in the last quarter of FYE 2024;

(ii) increase in fixed deposits with licensed banks by RM6.13 million, mainly attributable to additional security provided for banking facilities to the Group; and

(iii) increase in contract assets by RM2.89 million, mainly attributable to higher amounts of work done which remains unbilled as at 31 March 2024.

Our Group's current assets as at 31 March 2025 had increased by RM28.93 million. This was mainly attributable to the following:

(i) increase in cash and bank balances by RM29.00 million, attributable to the internally generated fund, mainly from collections from our customers.

(ii) increase in trade receivables by RM4.55 million, mainly attributable to the increase in retention sum issued to customers for our projects; and

This was offset by the following:

(i) decrease in contract assets by RM3.52 million, mainly attributable to billings issued to customer for work done which was unbilled previously; and

(ii) decrease in fixed deposits with licensed banks by RM1.90 million, attributable to release of bank guarantees upon the receipt of projects' certification of completion.

(5) Our Group's current liabilities as at 31 March 2023 had increased by RM7.01 million. This was mainly attributable to the following:

(i) increase in trade payables by RM3.01 million, mainly attributable to higher material purchases and subcontractors' fee incurred in line with the increase in revenue in FYE 2023;

(ii) increase in tax payables by RM1.94 million, attributable to higher tax expenses in FYE 2023 in line with the PBT recorded for FYE 2023 as compared to a LBT in FYE 2022; and

(iii) increase in other payables by RM1.23 million, mainly attributable to accrued employees' salaries and statutory contributions amounting to RM1.19 million that was paid in April 2024.

Our Group's current liabilities as at 31 March 2024 increased by RM8.33 million. This was mainly attributable to the increase in contract liabilities by RM10.12 million as our Group has issued billings / received payments for works where revenue has yet to be recognised as the performance obligations have not been fully met.

This was offset by the decrease in other payables of RM1.28 million, mainly due to lower accruals for staff salaries in FYE 2024.

Our Group's current liabilities as at 31 March 2025 increased by RM23.84 million. This was mainly attributable to the following:

(i) increase in contract liabilities of RM17.43 million as our Group has issued billings / received payments for works where revenue has yet to be recognised as the performance obligations have not been fully met; and

(ii) increase in other payables of RM7.03 million, due to higher accruals for staff salaries and statutory contributions in FYE 2025 and dividend payables in respect of FYE 2025.

(6) The higher contract liabilities as at 31 March 2025 was attributable to timing difference with higher amounts of billings issued to the customers or advance payments received for some projects, mainly the Ayer Tawar Project and Kampung Gajah Project, for which the revenue has not been recognised as the performance obligations have not been fully met.

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### 12.1.3 Historical combined statements of cash flows

The following table sets out our combined statements of cash flows for the Financial Periods Under Review, which have been extracted from the Accountants' Report set out in **Section 13** of this Prospectus. The following financial information should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations set out in **Section 12.3** of this Prospectus and the Accountants' Report and accompanying notes set out in **Section 13** of this Prospectus.

| | Audited | | | |
|---|---|---|---|---|
| | **FYE 2022 RM'000** | **FYE 2023 RM'000** | **FYE 2024 RM'000** | **FYE 2025 RM'000** |
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | | | |
| (LBT) / PBT | (223) | 11,224 | 27,411 | 34,968 |
| Adjustments for: | | | | |
| Depreciation of property, plant and equipment | 1,293 | 1,362 | 2,096 | 1,744 |
| Depreciation of investment properties | 177 | 174 | 174 | 174 |
| Gain on early termination of lease contracts | - | - | - | (4) |
| Interest expenses | 8 | 51 | 250 | 217 |
| Interest income | (291) | (156) | (364) | (570) |
| Gain on disposal of property, plant and equipment | (93) | - | - | - |
| **Operating profit before working capital changes** | **871** | **12,655** | **29,567** | **36,529** |
| Changes in working capital: | | | | |
| Receivables | 3,770 | (6,756) | (10,977) | (5,344) |
| Payables | (5,676) | 4,245 | (1,916) | 1,587 |
| Contract balances | 2,731 | (8,052) | 7,227 | 20,943 |
| **Cash generated from operations** | **1,696** | **2,092** | **23,901** | **53,715** |
| Interest received | - | * | 5 | 234 |
| Tax paid | (1,016) | (951) | (7,242) | (10,356) |
| Tax refunded | - | - | - | * |
| **Net cash from operating activities** | **680** | **1,141** | **16,664** | **43,593** |
| **CASH FLOWS USED IN INVESTING ACTIVITIES** | | | | |
| Purchase of property, plant and equipment | (294) | (744) | (2,542) | (4,968) |
| Purchase of investment properties | (1,863) | - | - | - |
| Proceeds from disposal of property, plant and equipment | 125 | - | - | 1,832 |
| **Net cash used in investing activities** | **(2,032)** | **(744)** | **(2,542)** | **(3,136)** |

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## 12. FINANCIAL INFORMATION

| | Audited | | | |
|---|---|---|---|---|
| | FYE 2022 RM'000 | FYE 2023 RM'000 | FYE 2024 RM'000 | FYE 2025 RM'000 |
| **CASH FLOWS FROM / (USED IN) FINANCING ACTIVITIES** | | | | |
| Drawdown of term loans | - | - | 648 | - |
| Repayments of term loans | (31) | (30) | (35) | (49) |
| Repayments of hire-purchase creditors | (69) | (161) | (1,097) | (1,365) |
| Repayments of lease liabilities | (9) | (50) | (123) | (60) |
| Dividends paid to owners | (4,500) | - | (5,000) | (12,000) |
| Interest received | 291 | 156 | 359 | 336 |
| Interest paid | (8) | (51) | (250) | (217) |
| Proceeds from issuance of share capital | - | - | - | * |
| Withdrawal / (Placement) of fixed deposits pledged with licensed banks | 5,712 | (1,794) | (6,126) | 5,036 |
| **Net cash from / (used in) financing activities** | **1,386** | **(1,930)** | **(11,624)** | **(8,319)** |
| **Net increase / (decrease) in cash and cash equivalents** | **34** | **(1,533)** | **2,498** | **32,138** |
| **Cash and cash equivalents at beginning of the financial year** | **2,034** | **2,068** | **535** | **3,033** |
| **Cash and cash equivalents at end of the financial year** | **2,068** | **535** | **3,033** | **35,171** |

Note:
* Less than RM1,000

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## 12. FINANCIAL INFORMATION

### 12.2 CAPITALISATION AND INDEBTEDNESS

The following table sets out our Group's capitalisation and indebtedness based on our unaudited financial information as at 31 July 2025 and after adjusting for the effects and utilisation of proceeds from our Public Issue.

| | Unaudited as at 31 July 2025 RM'000 | After Public Issue RM'000 | After Public Issue and utilisation of proceeds RM'000 |
|---|---|---|---|
| **Capitalisation** | | | |
| Shareholders' equity | 60,264 | 111,744 | 106,544 |
| **Total capitalisation** | **60,264** | **111,744** | **106,544** |
| **Indebtedness** | | | |
| **Current** | | | |
| Secured and guaranteed | | | |
| Term loans | 22 | 22 | - |
| Secured but not guaranteed | | | |
| Hire purchase payables | 1,349 | 1,349 | 236 |
| Unsecured and unguaranteed | | | |
| Lease liabilities (rentals)(1) | 3 | 3 | 3 |
| | **1,374** | **1,374** | **239** |
| **Non-current** | | | |
| Secured and guaranteed | | | |
| Term loans | 585 | 585 | - |
| Secured but not guaranteed | | | |
| Hire purchase payables | 580 | 580 | - |
| | **1,165** | **1,165** | **-** |
| **Total indebtedness** | **2,539** | **2,539** | **239** |
| **Total capitalisation and indebtedness** | **62,803** | **114,283** | **106,783** |
| Gearing ratio (times)(2) | 0.04 | 0.02 | * |

Notes:

* Less than 0.01.

(1) Lease liabilities (rentals) represent the present value of the remaining rental payments over the rental period for our rented properties.

(2) Computed based on total indebtedness divided by total capitalisation.

As at the LPD, save for the bank guarantees as disclosed in Section 10.2.3 of this Prospectus, there is no indirect and/or material contingent liabilities incurred by our Group which may have a substantial impact on the financial position of our Group.

## 12.3 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following management's discussion and analysis of our Group's financial condition and results of operations for the Financial Periods Under Review should be read in conjunction with our Accountants' Report and accompanying notes presented in **Section 13** of this Prospectus.

This discussion and analysis contains data derived from our financial statements as well as forward-looking statements that reflect our views with respect to future events and our future financial performance. Actual events and results may differ materially from those anticipated in these forward-looking statements. Factors that may cause future events and results to differ significantly from those described in the forward-looking statements include, but are not limited to, those discussed below and elsewhere in this Prospectus, particularly the risk factors as set out in **Section 9** of this Prospectus.

### 12.3.1 Overview of business operations

Our Group is principally involved in the provision of utilities engineering solutions where our main activities involve the EPCC and maintenance of overhead infrastructure for utilities. Our Group is also involved in the EPCC of underground infrastructure for utilities and substation engineering services. Our business activities are segmented as follows:

(i) EPCC, comprising the EPCC of overhead and underground infrastructure for utilities;

(ii) Substation engineering services; and

(iii) Maintenance of overhead infrastructure for utilities.

Our business activities are undertaken on a project basis. We are engaged by our customers for EPCC and substation engineering services based on LOAs which set out among others, the scope of work and contract value. Any subsequent revision to the scope of works / contract value will be agreed upon with our customers via variation orders. As for the maintenance of overhead infrastructure for utilities, we are engaged by our customers based on purchase orders.

Our revenue from EPCC, substation engineering services and maintenance of overhead infrastructure for utilities are measured and recognised based on the contract by reference to the progress towards complete satisfaction of our performance obligation. The progress towards complete satisfaction of a performance obligation is determined based on the proportion of construction costs for work performed up to the end of reporting period as a percentage of the estimated total cost of construction of the contract. On the other hand, we are entitled to invoice our customers based on a series of performance-related milestones.

In view of the foregoing, the amount of revenue recognised and invoice billed to our customers for a relevant project may differ, and such disparity will result in contract balances, comprising contract assets and contract liabilities, as follows:

(i) contract assets, when the revenue recognised is higher than the invoice billed; and

(ii) contract liabilities, when the invoiced billed is higher than the revenue recognised. This may include instance when we receive advance payments from customers for works that have yet to be performed.

## 12. FINANCIAL INFORMATION

Considering the above, our revenue may be influenced by several factors, which include:

(i) the number and/or contract value of the projects that we undertake, including any subsequent variation orders;

(ii) the progress / percentage of completion of our projects, which is determined based on the cost incurred for our projects over the estimated total cost of construction of the project (i.e. the budgeted cost); or

(iii) any revision in the budgeted cost for our projects, as this may result in a change to the percentage of completion of our projects.

During the Financial Periods Under Review, we derive all our revenue from Peninsular Malaysia.

Please refer to **Section 7** of this Prospectus for further information on our Group's business overview.

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### 12.3.2 Revenue

#### (i) Revenue by business activities

The table below presents the breakdown of our Group's total revenue by business activities:

| | Audited | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | | FYE 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| EPCC | | | | | | | | |
| - overhead infrastructure for utilities | 6,436 | 67.88 | 32,734 | 88.59 | 87,705 | 99.48 | 81,106 | 68.92 |
| - underground infrastructure for utilities(1) | - | - | - | - | - | - | 26,636 | 22.63 |
| **Subtotal** | **6,436** | **67.88** | **32,734** | **88.59** | **87,705** | **99.48** | **107,742** | **91.55** |
| Substation engineering services | - | - | 810 | 2.19 | 103 | 0.12 | 7,994 | 6.79 |
| Maintenance of overhead infrastructure for utilities | 3,045 | 32.12 | 3,407 | 9.22 | 354 | 0.40 | 1,947 | 1.66 |
| **Total revenue** | **9,481** | **100.00** | **36,951** | **100.00** | **88,162** | **100.00** | **117,683** | **100.00** |

Note:

(1) Our Group started participating in projects for the EPCC of underground infrastructure for utilities in 2009, and had undertaken 6 of such projects during the period from 2009 to 2014. Since 2015 and up to FYE 2024, our Group did not derive any revenue from the EPCC of underground infrastructure for utilities, as our Group has remained focused on overhead infrastructure for utilities as part of our business strategies in building a track record as a provider of overhead utilities engineering solutions. In FYE 2025, our Group had undertaken the Kulim Project, where part of the works of this project involves the EPCC of underground infrastructure for utilities.

As shown above, we mainly derived our revenue from EPCC of overhead infrastructure for utilities, which accounted for more than 67% of our Group's total revenue during the Financial Periods Under Review

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## 12. FINANCIAL INFORMATION

Further details of our Group's material EPCC and substation engineering services projects (all of which are from TNB, save for the Bandar Sri Damansara Project) undertaken during the Financial Periods Under Review are as follows:

| No. | Project name | Contract period | Total contract value[1] | Revenue recognised | | | | Balance contract value |
|---|---|---|---|---|---|---|---|---|
| | | | | FYE 2022 | FYE 2023 | FYE 2024 | FYE 2025 | |
| | | | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| 1. | Salak South Project | January 2019 to November 2020 | [2]13,557 | 2,715 | - | - | - | - |
| 2. | Bandar Sri Damansara Project | October 2018 to June 2021 | [3]8,500 | 1,335 | 11 | - | - | - |
| 3. | Shah Alam Project | November 2020 to March 2022 | [4]4,650 | 2,066 | 389 | 83 | - | - |
| 4. | Kuantan Project[7] | February 2022 to August 2022 | 7,133 | 320 | 6,910 | - | [5](97) | - |
| 5. | Kedah Project | September 2022 to November 2024 | [9]40,153 | - | 6,326 | 26,798 | 4,839 | - |
| 6. | Kedah 2 Project | September 2022 to November 2024 | [9]33,544 | - | 6,617 | 19,157 | 5,940 | - |
| 7. | Tapah Project | August 2022 to February 2024 | 36,181 | - | 7,273 | 19,577 | 6,489 | [6]2,842 |
| 8. | Kluang Project[7] | July 2022 to February 2025 | 27,780 | - | 5,459 | 12,063 | 10,258 | - |
| 9. | Kampung Gajah Project | November 2023 to August 2026 | 55,500 | - | - | 4,433 | 12,736 | 38,331 |
| 10. | Ayer Tawar Project | January 2023 to November 2025 | 61,000 | - | 461 | 5,697 | 32,254 | 22,588 |
| 11. | Kulim Project[7] | August 2024 to April 2025 | 42,950 | - | - | - | 42,950 | - |
| 12. | Bedong Project | March 2025 to March 2027 | 32,700 | - | - | - | 367 | 32,333 |
| 13. | Cyberjaya Project[8] | February 2025 to August 2026 | 30,980 | - | - | - | - | 30,980 |
| **Total** | | | | | | | | **127,074** |

Notes:

(1) Variation orders may occur throughout the contract period and are recognised as part of the contract sum in accordance to the certified progress billings and variation order approval letters.

(2) In relation to the Salak South Project, revenue of RM10.84 million was recognised in the previous financial years. The revenue recognised in FYE 2022 was due to works being carried out subsequent to the early take-over of this project by TNB in November 2020.

(3) In relation to the Bandar Sri Damansara Project, revenue of RM7.15 million was recognised in the previous financial years. The revenue recognised in FYE 2023 was due to works being carried out subsequent to the early take-over of this project by TNB in June 2021.

(4) In relation to the Shah Alam Project, revenue of RM2.11 million was recognised in the previous financial years. The revenue recognised in FYE 2023 and FYE 2024 were due to works being carried out subsequent to the early take-over of this project by TNB in March 2022.

(5) The negative revenue was due to over provision of revenue in FYE 2023 as a result of additional variation order that was only received subsequent to FYE 2024 from the customer. The additional variation order reduces the contract sum of the Kuantan Project and has been adjusted in the audited financial statements for the FYE 2025.

(6) In relation to the Tapah Project, the balance contract value was due to works to be carried out subsequent to the early take-over of this project by TNB in February 2024.

(7) In relation to the Kuantan Project, Kluang Project and Kulim Project, these projects comprise works for EPCC of overhead infrastructure for utilities, EPCC of underground infrastructure for utilities and substation engineering services, further details of which are set out as follows:

| Project name | Total contract value (RM'000) | Revenue recognised | | | | Balance contract value (RM'000) |
|---|---|---|---|---|---|---|
| | | FYE 2022 (RM'000) | FYE 2023 (RM'000) | FYE 2024 (RM'000) | FYE 2025 (RM'000) | |
| **Kuantan Project** | | | | | | |
| - EPCC of overhead infrastructure for utilities | 6,323 | 320 | 6,100 | - | (97) | - |
| - Substation engineering services | 810 | - | 810 | - | - | - |
| **Kluang Project** | | | | | | |
| - EPCC of overhead infrastructure for utilities | 25,927 | - | 5,459 | 11,960 | 8,508 | - |
| - Substation engineering services | 1,853 | - | - | 103 | 1,750 | - |

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| Project name | Total contract value (RM'000) | Revenue recognised | | | | Balance contract value (RM'000) |
|---|---|---|---|---|---|---|
| | | FYE 2022 (RM'000) | FYE 2023 (RM'000) | FYE 2024 (RM'000) | FYE 2025 (RM'000) | |
| **Kulim Project** | | | | | | |
| - EPCC of overhead infrastructure for utilities | 10,070 | - | - | - | 10,070 | - |
| - EPCC of underground infrastructure for utilities | 26,636 | - | - | - | 26,636 | - |
| - Substation engineering services | 6,244 | - | - | - | 6,244 | - |

(8) In relation to the Cyberjaya Project, there was no revenue recognised during the FYE 2025. Notwithstanding that this project has commenced in February 2025 based on the notice of commencement letter, the actual works have only commenced subsequent to FYE 2025.

(9) In relation to the Kedah Project and Kedah 2 Project, our Group had, subsequent to 31 March 2025, received variation orders for which the revenue has been fully recognised in the FYE 2026. For the avoidance of doubt, the aforesaid variation orders relate to works which have been completed for the Kedah Project and Kedah 2 Project, and accordingly, there are no additional works to be undertaken by our Group pursuant to these variation orders.

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**(ii) Commentary on revenue**

Our Group's total revenue was RM9.48 million in FYE 2022, which was lower as compared to FYE 2023 and FYE 2024. During the year 2021 (i.e. January 2021 to December 2021), our Group did not undertake new EPCC for overhead infrastructure projects as main contractor, as there were no new tenders being announced by TNB that relates to activities of Group during the period from September 2020 to July 2021, following the COVID-19 pandemic.

**FYE 2023 compared to FYE 2022**

Our Group's total revenue increased by RM27.47 million or 289.77% from RM9.48 million in FYE 2022 to RM36.95 million in FYE 2023. This was contributed by the higher revenue from all segments, and mainly from the EPCC segment by RM26.30 million in FYE 2023.

**EPCC segment**

Our Group's revenue from EPCC segment increased by RM26.30 million or 408.23% from RM6.44 million in FYE 2022 to RM32.73 million in FYE 2023. This was mainly attributable to:

(a) commencement of the following new projects, namely:

(i) Tapah Project. This new project contributed a revenue of RM7.27 million in FYE 2023, representing 22.21% of our Group's EPCC segment revenue for FYE 2023;

(ii) Kedah 2 Project. This new project contributed a revenue of RM6.62 million in FYE 2023, representing 20.23% of our Group's EPCC segment revenue for FYE 2023;

(iii) Kedah Project. This new project contributed a revenue of RM6.33 million in FYE 2023, representing 19.34% of our Group's EPCC segment revenue for FYE 2023; and

(iv) Kluang Project. This new project contributed a revenue of RM5.46 million in FYE 2023, representing 16.68% of our Group's EPCC segment revenue for FYE 2023.

(b) higher level of construction activities of Kuantan Project. The revenue from this project for EPCC had increased by RM5.78 million from RM0.32 million in FYE 2022 to RM6.10 million in FYE 2023, representing 4.97% and 18.64% of our Group's EPCC segment revenue for FYE 2022 and FYE 2023 respectively.

The abovementioned increase in revenue was offset by the decrease in revenue attributable to projects that were completed in FYE 2022 and FYE 2023, as well as a project with lower construction activities, namely:

(a) Salak South Project. This project was completed in FYE 2022. The revenue from this project was RM2.72 million in FYE 2022;

(b) Shah Alam Project. This project was completed in FYE 2023. The revenue from this project had decreased by RM1.68 million from RM2.07 million in FYE 2022 to RM0.39 million in FYE 2023, representing 32.14% and 1.19% of our Group's EPCC segment revenue for FYE 2022 and FYE 2023 respectively; and

(c) Bandar Sri Damansara Project. The revenue from this project had decreased by RM1.33 million from RM1.34 million in FYE 2022 to RM0.01 million in FYE 2023, representing 20.81% and 0.03% of our Group's EPCC segment revenue for FYE 2022 and FYE 2023 respectively.

**Substation engineering services segment**

Our Group's revenue from substation engineering services segment was RM0.81 million in FYE 2023. This was attributable to substation engineering works under the Kuantan Project that was completed in FYE 2023.

**Maintenance of overhead infrastructure for utilities segment**

Our Group's revenue from maintenance of overhead infrastructure for utilities segment increased by RM0.36 million or 11.80%, from RM3.05 million in FYE 2022 to RM3.41 million in FYE 2023. This was attributable to higher level of maintenance works for 4 service projects located in Johor, Negeri Sembilan and Pahang by RM1.90 million and the commencement of 2 service projects located in Pahang and Melaka in FYE 2023 which contributed to revenue of RM0.95 million.

The abovementioned increase in revenue was offset by the decrease in revenue attributable to 6 completed service projects located in Perak, Penang, Terengganu, Selangor and Kuala Lumpur in FYE 2023 which contributed to a revenue of RM2.49 million in FYE 2022.

**FYE 2024 compared to FYE 2023**

Our Group's total revenue increased by RM51.21 million or 138.59% from RM36.95 million in FYE 2023 to RM88.16 million in FYE 2024. This was mainly contributed by the higher revenue contribution from the EPCC segment by RM54.98 million. The aforementioned increase in revenue was offset by lower revenue contribution from maintenance of overhead infrastructure for utilities segment by RM3.06 million in FYE 2024.

**EPCC segment**

Our Group's revenue from EPCC segment increased by RM54.98 million or 167.98%, from RM32.73 million in FYE 2023 to RM87.71 million in FYE 2024. This was mainly attributable to:

(a) higher level of construction activities of the following ongoing projects, namely:

(i) Kedah Project. The revenue from this project had increased by RM20.47 million from RM6.33 million in FYE 2023 to RM26.80 million in FYE 2024, representing 19.34% and 30.56% of our Group's EPCC segment revenue for FYE 2023 and FYE 2024 respectively;

(ii) Kedah 2 Project. The revenue from this project had increased by RM12.54 million from RM6.62 million in FYE 2023 to RM19.16 million in FYE 2024, representing 20.23% and 21.84% of our Group's EPCC segment revenue for FYE 2023 and FYE 2024 respectively;

(iii) Tapah Project. The revenue from this project had increased by RM12.31 million from RM7.27 million in FYE 2023 to RM19.58 million in FYE 2024, representing 22.21% and 22.32% of our Group's EPCC segment revenue for FYE 2023 and FYE 2024 respectively;

(iv) Kluang Project. The revenue from this project for EPCC had increased by RM6.50 million from RM5.46 million in FYE 2023 to RM11.96 million in FYE 2024, representing 16.68% and 13.64% of our Group's EPCC segment revenue for FYE 2023 and FYE 2024 respectively; and

(v) Ayer Tawar Project. The revenue from this project had increased by RM5.24 million from RM0.46 million in FYE 2023 to RM5.70 million in FYE 2024, representing 1.41% and 6.50% of our Group's EPCC segment revenue for FYE 2023 and FYE 2024 respectively.

(b) Commencement of Kampung Gajah Project which contributed a revenue of RM4.43 million in FYE 2024, representing 5.05% of our Group's EPCC segment revenue for FYE 2024.

The abovementioned increase in revenue was offset by the decrease in revenue mainly attributable to the Kuantan Project that was completed in FYE 2023. The revenue from the Kuantan Project for EPCC was RM6.10 million in FYE 2023.

**Substation engineering services segment**

Our Group's revenue from substation engineering services segment decreased by RM0.71 million or 87.65%, from RM0.81 million in FYE 2023 to RM0.10 million in FYE 2024. This was attributable to completion of the substation engineering works for the Kuantan Project in FYE 2023. The decrease in revenue was offset by a revenue of RM0.10 million for the substation engineering works for the Kluang Project in FYE 2024.

**Maintenance of overhead infrastructure for utilities segment**

Our Group's revenue from maintenance of overhead infrastructure for utilities segment decreased by RM3.06 million or 89.74%, from RM3.41 million in FYE 2023 to RM0.35 million in FYE 2024. This was attributable to completion of 3 service projects located in Pahang, Negeri Sembilan and Johor in FYE 2024 which generated a collective revenue of RM0.33 million in FYE 2024 as compared to RM2.18 million in FYE 2023. In addition, our Group had also completed 2 service projects located in Pahang that contributed to a revenue of RM1.04 million in FYE 2023.

The abovementioned decrease in revenue was offset by an increase in revenue attributable to 2 new service projects located in Selangor and Pahang in FYE 2024 which recorded a revenue of RM0.13 million in FYE 2024.

**<u>FYE 2025 compared to FYE 2024</u>**

Our Group's total revenue increased by RM29.52 million or 33.48% from RM88.16 million in FYE 2024 to RM117.68 million in FYE 2025. This was contributed by the higher revenue contribution from EPCC segment of RM20.03 million, substation engineering services segment of RM7.89 million and maintenance of overhead infrastructure for utilities segment of RM1.60 million.

**EPCC segment**

Our Group's revenue from EPCC segment increased by RM20.03 million or 22.84% from RM87.71 million in FYE 2024 to RM107.74 million in FYE 2025. This was mainly attributable to:

(i) commencement of the Kulim Project, which contributed to a revenue of RM36.71 million representing 34.07% of our Group's EPCC segment revenue for FYE 2025;

(ii) higher revenue contribution from the EPCC of overhead infrastructure for utilities due to higher level of construction activities of the following ongoing projects, as follows:

(a) Ayer Tawar Project. The revenue from this project had increased by RM26.55 million from RM5.70 million in FYE 2024 to RM32.25 million in FYE 2025, representing 6.50% and 29.93% of our Group's EPCC segment revenue for FYE 2024 and FYE 2025 respectively;

(b) Kampung Gajah Project. The revenue from this project had increased by RM8.34 million from RM4.43 million in FYE 2024 to RM12.77 million in FYE 2025, representing 5.05% and 11.85% of our Group's EPCC segment revenue for FYE 2024 and FYE 2025 respectively.

The abovementioned increase in revenue was offset by the decrease in revenue attributable to 4 projects completed or nearing completion in FYE 2025, as follows:

(i) Kedah Project. The revenue from this project had decreased by RM21.96 million from RM26.80 million in FYE 2024 to RM4.84 million in FYE 2025, representing 30.56% and 4.49% of our Group's EPCC segment revenue for FYE 2024 and FYE 2025 respectively;

(ii) Kedah 2 Project. The revenue from this project had decreased by RM13.22 million from RM19.16 million in FYE 2024 to RM5.94 million in FYE 2025, representing 21.84% and 5.51% of our Group's EPCC segment revenue for FYE 2024 and FYE 2025 respectively;

(iii) Tapah Project. The revenue from this project had decreased by RM13.09 million from RM19.58 million in FYE 2024 to RM6.49 million in FYE 2025, representing 22.32% and 6.02% of our Group's EPCC segment revenue for FYE 2024 and FYE 2025 respectively; and

(iv) Kluang Project. The revenue from this project had increased by RM3.45 million from RM11.96 million in FYE 2024 to RM8.51 million in FYE 2025, representing 13.64% and 7.90% of our Group's EPCC segment revenue for FYE 2024 and FYE 2025 respectively.

**Substation engineering services segment**

Our Group's revenue from substation engineering services segment increased by RM7.89 million or 7,890.00% from RM0.10 million in FYE 2024 to RM7.99 million in FYE 2025. This was mainly attributable to:

(i) commencement of the Kulim Project, which contributed to a revenue of RM6.24 million representing 78.10% of our Group's substation engineering services segment revenue for FYE 2025; and

(ii) higher level of construction activities of Kluang Project. The revenue from this project had increased by RM1.65 million from RM0.10 million in FYE 2024 to RM1.75 million in FYE 2025, representing 100.00% and 21.90% of our Group's substation engineering services segment revenue for FYE 2024 and FYE 2025 respectively.

**Maintenance of overhead infrastructure for utilities segment**

Our Group's revenue from maintenance of overhead infrastructure for utilities segment increased by RM1.60 million or 457.14%, from RM0.35 million in FYE 2024 to RM1.95 million in FYE 2025. This was attributable to:

(i) higher level of service activities of 4 service projects located in Selangor (1 service project), Melaka (1 service project), Pahang (2 service projects) in FYE 2025 which generated a collective revenue of RM1.54 million in FYE 2025; and

(ii) commencement of 1 service project located in Kedah contributed to a revenue of RM0.33 million in FYE 2025.

The abovementioned increase in revenue was offset by a decrease in revenue attributable to the completion of 2 service projects located in Johor and Negeri Sembilan prior to FYE 2025.

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### 12.3.3 Cost of sales

#### (i) Cost of sales by business activities

The table below presents the breakdown of our Group's total cost of sales by business activities:

| | Audited | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | | FYE 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| EPCC | | | | | | | | |
| - overhead infrastructure for utilities | 2,781 | 60.01 | 17,282 | 90.72 | 48,495 | 99.10 | 50,199 | 69.14 |
| - underground infrastructure for utilities | - | - | - | - | - | - | 18,468 | 25.43 |
| **Subtotal** | **2,781** | **60.01** | **17,282** | **90.72** | **48,495** | **99.10** | **68,667** | **94.57** |
| Substation engineering services | - | - | 1,017 | 5.34 | 90 | 0.18 | 3,471 | 4.78 |
| Maintenance of overhead infrastructure for utilities | 1,853 | 39.99 | 750 | 3.94 | 353 | 0.72 | 469 | 0.65 |
| **Total cost of sales** | **4,634** | **100.00** | **19,049** | **100.00** | **48,938** | **100.00** | **72,607** | **100.00** |

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## 12. FINANCIAL INFORMATION

### (ii) Cost of sales by cost items

The table below presents the breakdown of our Group's cost of sales by cost items:

| | Audited | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | | FYE 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| **Material purchases[(1)]** | **2,171** | **46.85** | **11,241** | **59.01** | **37,282** | **76.18** | **58,464** | **80.52** |
| **Direct labour[(2)]** | **1,482** | **31.98** | **2,751** | **14.44** | **5,719** | **11.69** | **5,828** | **8.03** |
| **Subcontractors' fees[(3)]** | **111** | **2.40** | **2,261** | **11.87** | **2,151** | **4.39** | **4,059** | **5.59** |
| **Overheads[(4)]** | **870** | **18.77** | **2,796** | **14.68** | **3,786** | **7.74** | **4,256** | **5.86** |
| Travelling expenses | 284 | 6.13 | 496 | 2.60 | 1,156 | 2.36 | 1,284 | 1.77 |
| Upkeep and maintenance expenses | 132 | 2.85 | 321 | 1.69 | 638 | 1.30 | 624 | 0.86 |
| Insurance costs | 136 | 2.94 | 1,061 | 5.57 | 569 | 1.16 | 589 | 0.81 |
| Consultants' fees | 101 | 2.18 | 305 | 1.60 | 558 | 1.14 | 757 | 1.04 |
| Rental expenses | 166 | 3.58 | 256 | 1.34 | 528 | 1.08 | 653 | 0.90 |
| License fee | 15 | 0.32 | 238 | 1.25 | 81 | 0.17 | 84 | 0.12 |
| Utilities | 7 | 0.15 | 24 | 0.13 | 71 | 0.15 | 58 | 0.08 |
| Custom duty and freight charges | 20 | 0.43 | 44 | 0.23 | 59 | 0.12 | 146 | 0.20 |
| Depreciation expenses | 9 | 0.19 | 51 | 0.27 | 126 | 0.26 | 61 | 0.08 |
| **Total** | **4,634** | **100.00** | **19,049** | **100.00** | **48,938** | **100.00** | **72,607** | **100.00** |

Notes:

(1) Material purchases mainly comprise materials used in undertaking our utilities engineering services such as pylon towers, cables, fittings, steel and hardware, wires, paints, and insulators. This is the main component of our cost of sales, representing 46.85%, 59.01%, 76.18% and 80.52% of our total cost of sales for FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. In line with the increase in our revenue during the Financial Periods Under Review, our material purchases have also increased as there was higher level of construction activities for our projects.

(2) Direct labour costs mainly comprise salaries/ wages, overtime and workers' welfare for our employees, representing 31.98%, 14.44%, 11.69% and 8.03% of our total cost of sales for FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively. In line with the increase in our project workforce from 40 headcounts in FYE 2022, to 132 headcounts in FYE 2023 and further to 208 headcounts in FYE 2024, our direct labour costs have also increase. Notwithstanding our project workforce has decreased to 182 headcounts in FYE 2025, our direct labour costs for FYE 2025 was higher than FYE 2024, mainly due to salary increments, higher overtime as well as allowances.

(3) We engage third-party subcontractors to carry out subcontracting works such as electrical and civil engineering works as well as substation control and protection systems for our projects, representing 2.40%, 11.87%, 4.39% and 5.59% of our total cost of sales for Financial Periods Under Review, respectively.

(4) Our overheads mainly consist of the following:

(i) travelling expenses incurred by our staff;
(ii) upkeep and maintenance expenses for machineries, motor vehicles and stores;
(iii) insurance costs for projects (namely contractors all risks and workmen's compensation), machineries and motor vehicles for projects' use;
(iv) consultants' fees are mainly fees paid to third-party health and safety officers that our Group engaged for our projects, and certified engineers to endorse our drawings for permit application to local authorities;
(v) rental expenses comprise rental of machineries to support our EPCC works and maintenance services, rental of store for the storage of equipment and staff hostels;
(vi) license fees comprise license fees paid to local authorities and levies for CIDB in relation to our projects;
(vii) utilities charges;
(viii) custom duty and freight charges for our purchase of construction materials for projects' use; and
(ix) depreciation on right-of-use assets from rented site offices and staff hostels.

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**(iii) Commentary on cost of sales**

**FYE 2023 compared to FYE 2022**

Our Group's total cost of sales increased by RM14.42 million or 311.45% from RM4.63 million in FYE 2022 to RM19.05 million in FYE 2023. This was in line with the increase in total revenue by 289.77% for FYE 2023, which resulted in higher overall cost incurred as follows:

(a) material purchases increased by RM9.07 million or 417.97% from RM2.17 million in FYE 2022 to RM11.24 million in FYE 2023. This was in line with the increase in revenue from EPCC segment during FYE 2023, and mainly attributable to the projects in FYE 2023 as set out in **Section 12.3.2(ii)** of this Prospectus;

(b) subcontractors' fees increased by RM2.15 million or 1,954.55% from RM0.11 million in FYE 2022 to RM2.26 million in FYE 2023, This was in line with the increase in revenue from EPCC segment during FYE 2023, and mainly attributable to the projects in FYE 2023 as set out in **Section 12.3.2(ii)** of this Prospectus;

(c) direct labour increased by RM1.27 million or 85.81% from RM1.48 million in FYE 2022 to RM2.75 million in FYE 2023. This was mainly attributable to salaries for foreign employees hired during FYE 2023 in anticipation of more manpower required for our EPCC projects, whereby we have increased our project workforce from 40 headcounts in FYE 2022 to 132 headcounts in FYE 2023.

(d) our overheads increased by RM1.93 million or 221.84% from RM0.87 million in FYE 2022 to RM2.80 million in FYE 2023, mainly contributed by the following:

    (i) higher insurance costs by RM0.92 million attributable to increased number of new projects during FYE 2023;

    (ii) higher travelling expenses by RM0.21 million incurred by our staff to travel to project sites;

    (iii) higher license fees by RM0.22 million mainly attributable to higher levies for CIDB in relation to our new projects in FYE 2023; and

    (iv) higher consultants' fee by RM0.21 million, mainly attributable to increased number of third-party health and safety officers engaged for our new projects.

**FYE 2024 compared to FYE 2023**

Our Group's total cost of sales increased by RM29.89 million or 156.90% from RM19.05 million in FYE 2023 to RM48.94 million in FYE 2024. This was in line with the increase in total revenue of 138.59% for FYE 2024, which resulted in higher overall cost incurred as follows:

(a) materials purchases increased by RM26.04 million or 231.67% from RM11.24 million in FYE 2023 to RM37.28 million in FYE 2024. This was in line with the increase in revenue from EPCC segment during FYE 2024, and mainly attributable to the projects in FYE 2024 as set out in **Section 12.3.2(ii)** of this Prospectus;

(b) direct labour increased by RM2.97 million or 108.00% from RM2.75 million in FYE 2023 to RM5.72 million in FYE 2024. This was mainly attributable to salaries for foreign employees hired during FYE 2024 in anticipation of more manpower required for our EPCC projects, whereby we have increased our project workforce from 132 headcounts in FYE 2023 to 208 headcounts in FYE 2024;

(c) our overheads increased by RM0.99 million or 35.36% from RM2.80 million in FYE 2023 to RM3.79 million in FYE 2024, mainly contributed by the following:

(i) higher travelling expenses by RM0.66 million incurred by our staff to travel to project sites;

(ii) higher upkeep and maintenance expenses by RM0.32 million, incurred for regular maintenance and services for equipment and machineries for projects' use;

(iii) higher consultants' fee by RM0.25 million, mainly attributable to fee paid to certified engineers to endorse our drawings for permit application to local authorities;

(iv) higher rental expenses by RM0.27 million attributable to renting of machineries to support our EPCC works and maintenance services in FYE 2024; and

(v) lower insurance costs by RM0.49 million, mainly attributable to lesser new project secured and commenced in FYE 2024 compared to FYE 2023.

**FYE 2025 compared to FYE 2024**

Our Group's total cost of sales increased by RM23.67 million or 48.37% from RM48.94 million in FYE 2024 to RM72.61 million in FYE 2025. This was in line with the increase in total revenue of 33.48% for FYE 2025, which resulted in higher overall cost incurred as follows:

(a) material purchases increased by RM21.18 million or 56.81% from RM37.28 million in FYE 2024 to RM58.46 million in FYE 2025. Subcontractors' fees increased by RM1.91 million or 88.84% from RM2.15 million in FYE 2024 to RM4.06 million in FYE 2025. These were in line with the increase in revenue from EPCC and substation engineering services segments during FYE 2025, and mainly attributable to the projects in FYE 2025, as set out in **Section 12.3.2(ii)** of this Prospectus;

(b) direct labour increased by RM0.11 million or 1.92% from RM5.72 million in FYE 2024 to RM5.83 million in FYE 2025. This was mainly attributable to increased salaries arising from salary increments, higher overtime as well as allowance to existing staff;

(c) overheads increased by RM0.47 million or 12.40% from RM3.79 million in FYE 2024 to RM4.26 million in FYE 2025, mainly contributed by the following:

(i) higher consultants' fee of RM0.20 million, attributable to engineering, design and advisory services for new EPCC projects in FYE 2025;

(ii) higher rental of machineries of RM0.12 million to support our EPCC works and substation engineering services in FYE 2025; and

(iii) higher travelling expenses of RM0.12 million incurred by our staff to travel to project sites.

Our total cost of sales was predominantly contributed by our EPCC segment, contributing 99.10% and 94.57% of our total cost of sales in FYE 2024 and FYE 2025, respectively.

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### 12.3.4 GP and GP margin

The table below presents the breakdown of our GP and GP margin by business activities:

| | Audited | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | | FYE 2025 | |
| | GP | GP margin | GP | GP margin | GP | GP margin | GP | GP margin |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| EPCC | | | | | | | | |
| - overhead infrastructure for utilities | 3,655 | 56.79 | 15,452 | 47.20 | 39,210 | 44.71 | 30,907 | 38.11 |
| - underground infrastructure for utilities | - | - | - | - | - | - | 8,168 | 30.67 |
| **Subtotal** | **3,655** | **56.79** | **15,452** | **47.20** | **39,210** | **44.71** | **39,075** | **36.27** |
| Substation engineering services | - | - | (207) | (25.56) | 13 | 12.62 | 4,523 | 56.58 |
| Maintenance of overhead infrastructure for utilities | 1,192 | 39.15 | 2,657 | 77.99 | 1 | 0.28 | 1,478 | 75.91 |
| **Total** | **4,847** | **51.12** | **17,902** | **48.45** | **39,224** | **44.49** | **45,076** | **38.30** |

Our Group prices our projects based on project cost estimates after taking into consideration, amongst others, the size, complexity and specifications of the projects. The project cost is estimated at the beginning of the project based on expected materials consumed, direct labour, subcontractors' cost, project overheads and project duration. Generally, the project cost estimates will be revised when required to reflect the actual incurred costs. Apart from project costs estimates, each project's GP may differ based on the scope of project and project duration.

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## 12. FINANCIAL INFORMATION

### (i) Commentary on GP and GP margin

**FYE 2023 compared to FYE 2022**

Our overall GP in FYE 2023 increased by RM13.05 million or 269.07% from RM4.85 million in FYE 2022 to RM17.90 million in FYE 2023 which was attributable to higher GP from our EPCC and maintenance of overhead infrastructure for utilities segments which recorded an increase by RM11.79 million and RM1.47 million in FYE 2023 respectively. The increase in overall GP was offset by the GL from substation engineering service segment of RM0.21 million in FYE 2023.

Our overall GP margin of 48.45% for FYE 2023 was lower than the GP margin of 51.12% for FYE 2022. This was attributable to lower GP margin from our EPCC segment in FYE 2023 as well as the GL margin of 25.56% from the substation engineering services segment in FYE 2023.

**EPCC segment**

Our GP from EPCC segment increased by RM11.79 million or 322.13% from RM3.66 million in FYE 2022 to RM15.45 million in FYE 2023. This was mainly contributed by the commencement of new projects (i.e. Tapah Project, Kedah 2 Project, Kedah Project and Kluang Project) and the higher level of construction activities for Kuantan Project as set out in **Section 12.3.2(ii)** of this Prospectus. These projects had in aggregate contributed to an increase in GP by RM15.12 million.

The aforementioned increase in GP was offset by a decrease / absence of GP for projects that were completed in FYE 2022 and FYE 2023, as well as project with lower construction activities as set out in **Section 12.3.2(ii)** of this Prospectus. These projects had in aggregate contributed to a decrease in GP by RM3.51 million.

Our Group's GP margin decreased from 56.79% in FYE 2022 to 47.20% in FYE 2023. This was mainly attributable to the absence of GP contribution from the Salak South Project that was completed in FYE 2022. The Salak South Project had a margin of 92.82% in FYE 2022, mainly due to the following:

(a) variation orders where our Group was able to leverage on existing labour that was already on site to perform the relevant works; and

(b) the actual cost incurred for the Salak South Project was lower than the budgeted costs, which was mainly attributable to lower material costs and contingency balance that was unutilised.

The aforementioned decrease in GP margin for FYE 2023 was mainly offset by the following:

(a) the GP contribution from the Tapah Project, Kedah Project and Kedah 2 Project which commenced in FYE 2023. These projects had a collective margin of approximately 54.74%; and

(b) the GP contribution from the Kuantan Project, which recorded a higher margin of 54.28% in FYE 2023 as compared to 16.88% in FYE 2022. This was due to the actual cost incurred for this project was lower than the budgeted cost, mainly attributable to lower material costs and contingency balance that was unutilised. The Kuantan Project was completed in FYE 2023.

**Substation engineering services segment**

Our GL and GL margin from substation engineering services segment were RM0.21 million and 25.56%, respectively. This was attributable to subcontractors' costs incurred for the substation engineering works for the Kuantan Project which exceeded the corresponding revenue arising therefrom. Notwithstanding this, the overall margin for the Kuantan Project was positive. As the substation engineering works for the Kuantan Project only constitutes a small portion (11.72%) of the Kuantan Project, the GL and GL margin from the substation engineering works for the Kuantan Project were not material to the overall profitability of the Kuantan Project.

**Maintenance of overhead infrastructure for utilities segment**

Our GP from maintenance of overhead infrastructure for utilities segment increased by RM1.47 million or 123.53% from RM1.19 million in FYE 2022 to RM2.66 million in FYE 2023. This was contributed by the 4 service projects with higher level of maintenance works and 2 new service projects as set out in **Section 12.3.2(ii)** of this Prospectus which had higher GP in FYE 2023 in line with higher revenue recorded in FYE 2023. The aforesaid service projects had in aggregate contributed to an increase in GP by RM2.28 million.

The aforementioned increase in GP was offset by the 6 completed services projects as set out in **Section 12.3.2(ii)** of this Prospectus. These projects contributed to a GP of RM0.82 million in FYE 2022.

Our GP margin increased from 39.15% in FYE 2022 to 77.99% in FYE 2023. The increase in our GP margin in FYE 2023 was due to the following:

(a) the GP contribution from the 4 service projects with higher level of maintenance works as set out in **Section 12.3.2(ii)** of this Prospectus. These projects had a collective margin of 79.41% in FYE 2023 as compared to 66.97% in FYE 2022, mainly attributable to savings from the reduction in anticipated labour costs for the maintenance services provided to our customers in FYE 2023. Nearing the completion of these service projects, the actual cost for the services projects incurred was lower than the budgeted costs mainly attributable to lower labour costs; and

(b) the GP contribution from the 2 new service projects as set out in **Section 12.3.2(ii)** of this Prospectus, which had a collective margin of 74.29%.

**<u>FYE 2024 compared to FYE 2023</u>**

Our overall GP in FYE 2024 increased by RM21.32 million or 119.11% from RM17.90 million in FYE 2023 to RM39.22 million in FYE 2024 which was mainly attributable to higher GP from our EPCC segment which recorded an increase by RM23.76 million. The increase was offset by lower GP from maintenance of overhead infrastructure for utilities segment by RM2.66 million in FYE 2024.

Our overall GP margin of 44.49% for FYE 2024 was lower than the GP margin of 48.45% for FYE 2023. This was attributable to lower GP margin from maintenance of overhead infrastructure for utilities segments in FYE 2024.

**EPCC segment**

Our GP from EPCC segment increased by RM23.76 million or 153.79% from RM15.45 million in FYE 2023 to RM39.21 million in FYE 2024. This was mainly contributed by the projects with higher level of construction activities (i.e. Kluang Project, Tapah Project, Kedah Project, Kedah 2 Project and Ayer Tawar Project) as set out in **Section 12.3.2(ii)** of this Prospectus. These projects had in aggregate contributed to an increase in GP by RM26.63 million.

Our GP margin of 44.71% for FYE 2024 was lower than the GP margin of 47.20% for FYE 2023. The decrease in GP margin was mainly attributable to the absence of revenue contribution from Kuantan Project, which had a margin of 54.28% in FYE 2023. The Kuantan Project was completed in FYE 2023. The Kuantan Project recorded a loss margin in FYE 2024 due to cost incurred of RM0.08 million for rectification works during the defect liability period.

**Substation engineering services segment**

Our GP and GP margin from substation engineering services segment were RM0.01 million and 12.62% in FYE 2024, respectively, as compared to the GL and GL margin of RM0.21 million and 25.56% in FYE 2023, respectively. The GP and GP margin were attributable to the substation engineering works for the Kluang Project in FYE 2024.

**Maintenance of overhead infrastructure for utilities segment**

Our GP from maintenance of overhead infrastructure for utilities segment decreased by RM2.66 million or 100.00% from RM2.66 million in FYE 2023 to less than RM0.01 million in FYE 2024, contributed by the lower revenue recorded in FYE 2024 as all the existing projects were completed in FYE 2024.

Our GP margin decreased from 77.99% in FYE 2023 to 0.28% in FYE 2024. The lower GP margin in FYE 2024 was mainly due to lower margin for 2 service projects located at Pahang and Melaka arising from the revision in budgeted costs upon completion of these service projects in FYE 2024. The revision in budgeted costs was attributable to the actual labour and material costs incurred were higher than the budgeted costs in FYE 2024.

**FYE 2025 compared to FYE 2024**

Our Group's overall GP in FYE 2025 increased by RM5.86 million or 14.94% from RM39.22 million in FYE 2024 to RM45.08 million in FYE 2025. This was mainly attributable to higher GP from the substation engineering services segment and maintenance of overhead infrastructure for utilities segment which recorded an increase of RM4.51 million and RM1.48 million, respectively, which was in line with the increase in revenue from the projects as set out in **Section 12.3.2(ii)** of this Prospectus in FYE 2025.

Our Group's overall GP margin of 38.30% for FYE 2025 was lower than the GP margin of 44.49% for FYE 2024. This was attributable to lower GP margin from EPCC segment in FYE 2025.

**EPCC segment**

The GP from EPCC segment decreased by RM0.13 million or 0.33% from RM39.21 million in FYE 2024 to RM39.08 million in FYE 2025. This was mainly contributed by the projects with lower level of construction activities (i.e. Tapah Project, Kedah Project and Kedah 2 Project) as set out in **Section 12.3.2(ii)** of this Prospectus.

The aforementioned decrease in GP was offset by Ayer Tawar Project and Kampung Gajah Project with higher level of construction activities and Kulim Project as set out in **Section 12.3.2(ii)** of this Prospectus which had higher GP in FYE 2025 in line with higher revenue recorded in FYE 2025.

The GP margin of 36.27% for FYE 2025 was lower than the GP margin of 44.71% FYE 2024. This was mainly attributable to the larger portion of GP contribution from the Kulim Project, Ayer Tawar Project and Kampung Gajah Project (representing 75.93% of our Group's EPCC segment revenue for FYE 2025) which had lower project margins compared to other projects.

During the FYE 2025, the GP margins of these projects were lower as the actual costs incurred for our Group's other projects were lower than anticipated.

The GP for EPCC of underground infrastructure for utilities was solely contributed by the Kulim Project, which had a lower GP margin as compared to the EPCC of overhead infrastructure for utilities as we had secured the Kulim Project at tender price with a lower margin as compared to our other EPCC of overhead infrastructure for utilities projects.

**Substation engineering services segment**

The GP and GP margin from substation engineering services segment increased by RM4.51 million or 45,100.00% from RM0.01 million in FYE 2024 to RM4.52 million in FYE 2025, and GP margin increased from 12.62% for FYE 2024 to 56.58% for FYE 2025, mainly contributed by the commencement of Kulim Project. The higher GP margin from the substation engineering services for the Kulim Project was mainly due to lower material and subcontractors' cost incurred proportion to the revenue, as compared to the contribution from the Kluang Project in FYE 2024.

**Maintenance of overhead infrastructure for utilities segment**

The GP and GP margin from maintenance of overhead infrastructure for utilities segment were RM1.48 million and 75.91% in FYE 2025, respectively, as compared to the GP and GP margin of less than RM0.01 million and 0.28% in FYE 2024, respectively. The higher GP in FYE2025 was contributed by the higher revenue and GP from 4 ongoing service projects located in Selangor, Pahang and Melaka as well as 1 new service project located in Kedah recorded in FYE 2025 attributable to higher service activities.

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### 12.3.5 Other income

| | Audited | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | | FYE 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| Interest income(1) | 291 | 57.17 | 156 | 49.21 | 364 | 68.55 | 570 | 67.46 |
| Gain on disposal of property, plant and equipment(2) | 93 | 18.27 | - | - | - | - | - | - |
| Rental income(3) | 95 | 18.67 | 161 | 50.79 | 167 | 31.45 | 176 | 20.83 |
| Wage subsidy(4) | 30 | 5.89 | - | - | - | - | - | - |
| Income from dismantling works(5) | - | - | - | - | - | - | 95 | 11.24 |
| Gain on early termination of lease contracts | - | - | - | - | - | - | 4 | 0.47 |
| **Total** | **509** | **100.00** | **317** | **100.00** | **531** | **100.00** | **845** | **100.00** |

Notes:

(1) Relates to interest income from cash deposited in licensed banks.

(2) Gain on disposal of property, plant and equipment relates to the disposal of 1 unit of motor vehicle in FYE 2022.

(3) Rental income derived from the rental of 3 office units and 1 unit of 2½ storey detached house in FYE 2022, 4 office units and 1 unit of 2½ storey detached house in FYE 2023, FYE 2024 and FYE 2025, to our related parties namely Ng Kian Chai and BC Services as well as to third parties. These properties were recorded as investment properties in our books and located in Petaling Jaya, Selangor.

(4) Relates to wage subsidy received from the Government under the PERKESO Wage Subsidy Programme for each eligible employee who was earning RM4,000 and below and for a period of 2 months only.

(5) Relates to one-off cable dismantling works.

**FYE 2023 compared to FYE 2022**

Our other income decreased by RM0.19 million or 37.25% from RM0.51 million in FYE 2022 to RM0.32 million in FYE 2023 mainly due to:

(i) decrease in interest income by RM0.13 million, attributable to lower fixed deposits with licensed bank during FYE 2023. For clarity, our Group had increased the fixed deposits pledged with licensed banks to RM5.05 million towards the end of FYE 2023; and

(ii) absence of the gain on disposal of property, plant and equipment of RM0.09 million in FYE 2022. During FYE 2022, we disposed 1 unit of motor vehicle to Ng Lam Tiong, one of our key senior management.

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**FYE 2024 compared to FYE 2023**

Our other income increased by RM0.21 million or 65.63% from RM0.32 million in FYE 2023 to RM0.53 million in FYE 2024 mainly due to an increase in interest income of RM0.20 million, resulting from higher interest received from fixed deposits with licensed banks. Our fixed deposits with licensed banks increased to RM11.18 million as at 31 March 2024 (31 March 2023: RM5.05 million).

**FYE 2025 compared to FYE 2024**

Other income increased by RM0.32 million or 60.38% from RM0.53 million in FYE 2024 to RM0.85 million in FYE 2025 mainly due to an increase in interest income of RM0.21 million, resulting from higher interest received from cash and bank balance as at 31 March 2025 as well as income from one-off cable dismantling works of RM0.10 million in FYE 2025.

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### 12.3.6 Administrative expenses

| | Audited | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | | FYE 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| Staff costs(1) | 2,691 | 48.30 | 3,863 | 55.63 | 5,413 | 44.76 | 5,666 | 52.78 |
| Directors' remuneration | 1,026 | 18.42 | 569 | 8.19 | 3,628 | 30.00 | 2,147 | 20.00 |
| Depreciation expenses | 1,461 | 26.22 | 1,485 | 21.39 | 2,144 | 17.73 | 1,857 | 17.30 |
| Office expenses(2) | 138 | 2.48 | 201 | 2.90 | 231 | 1.91 | 279 | 2.60 |
| Bank charges(3) | 29 | 0.52 | 541 | 7.79 | 241 | 1.99 | 215 | 2.00 |
| Upkeep and maintenance(4) | 175 | 3.14 | 159 | 2.29 | 167 | 1.38 | 219 | 2.04 |
| Stamp duty(5) | - | - | 41 | 0.59 | 146 | 1.21 | 138 | 1.28 |
| Rental expenses(6) | 2 | 0.04 | 3 | 0.04 | 27 | 0.22 | 12 | 0.11 |
| Professional fee(7) | 23 | 0.41 | 50 | 0.72 | 78 | 0.64 | 131 | 1.22 |
| Travelling expenses | 26 | 0.47 | 32 | 0.46 | 19 | 0.16 | 72 | 0.67 |
| **Total** | **5,571** | **100.00** | **6,944** | **100.00** | **12,094** | **100.00** | **10,736** | **100.00** |

Notes:

(1) Staff costs comprised staff salaries, wages, bonuses, employee contributions, and other staff related expenses such as staff welfare, medical fees and training expenses.

(2) Office expenses comprised mainly license fees, utilities charges, printing, courier and stationery.

(3) Bank charges mainly comprised bank guarantee's commissions incurred for project purposes as well as letter of credit charges for purchase of construction materials.

(4) Upkeep and maintenance comprised maintenance expenses for our properties, office, motor vehicles as well as the road tax and insurances for motor vehicles.

(5) Stamp duty mainly relates to a facility agreement on bank facility in FYE 2023 and transfers of ownership of 2 units of office units (i.e. Suite 501 and 502, Block A4, Level 5, Leisure Commerce Square) in FYE 2024 and 1 unit of office (i.e. Suite 923, Block B1, Leisure Commerce Square) in FYE 2025.

(6) Rental expenses mainly on our rented photostat machines.

(7) Professional fees comprised mainly fees incurred for audit, company secretarial, legal and tax.

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**FYE 2023 compared to FYE 2022**

Administrative expenses increased by RM1.37 million or 24.60%, from RM5.57 million in FYE 2022 to RM6.94 million in FYE 2023 mainly attributable to the following:

(a) increase in staff costs of RM1.17 million, due to

(i) annual salary adjustment for existing staff;

(ii) higher bonuses and incentives paid to our existing employees to reward them for the improvement in the financial results of our Group during FYE 2023; and

(iii) recruitment of additional 30 employees mainly in project, safety and environment department during FYE 2023 to support in increase in number of projects in FYE 2023.

(b) increase in bank charges of RM0.51 million, due to higher bank guarantee's commissions incurred for new projects secured in FYE 2023 and letter of credit charges for purchase of construction materials during FYE 2023.

The increase in administrative expenses was offset by a decrease in directors' remuneration by RM0.45 million attributable to lower bonus payout to Directors in FYE 2023.

**FYE 2024 compared to FYE 2023**

Administrative expenses increased by RM5.15 million or 74.21%, from RM6.94 million in FYE 2023 to RM12.09 million in FYE 2024 attributable to the following:

(a) increase in staff costs of RM1.55 million mainly due to:

(i) annual salary adjustment for existing staff;

(ii) higher bonuses and incentives paid to our existing employees to reward them for the improvement in the financial results of our Group during FYE 2024;

(iii) recruitment of additional 3 employees in engineering and human resource departments during FYE 2024 to support in increase in number of projects in FYE 2024;

(b) increase in directors' remuneration by RM3.06 million, mainly due to higher salaries and bonus payout to Directors in line with growth in revenue in FYE 2024; and

(c) increase in depreciation expenses by RM0.66 million, mainly higher depreciation charged on motor vehicles and machineries which were acquired in end of FYE 2023 and during FYE 2024.

**FYE 2025 compared to FYE 2024**

Administrative expenses decreased by RM1.35 million or 11.17%, from RM12.09 million in FYE 2024 to RM10.74 million in FYE 2025, mainly attributable to the decrease in directors' remuneration of RM1.48 million, mainly attributable to lower bonus payout to executive directors in FYE 2025.

The decrease in administrative expenses was partially offset by the increase in staff costs of RM0.26 million mainly due to bonus payout and salary adjustments to existing employees.

### 12.3.7 Finance costs

| | Audited | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | | FYE 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| **Interest expense on:** | | | | | | | | |
| Lease liabilities | 1 | 12.50 | 6 | 11.76 | 10 | 4.00 | 3 | 1.38 |
| Term loans | 6 | 75.00 | 7 | 13.73 | 26 | 10.40 | 32 | 14.75 |
| Hire purchase | 1 | 12.50 | 38 | 74.51 | 214 | 85.60 | 182 | 83.87 |
| **Total** | **8** | **100.00** | **51** | **100.00** | **250** | **100.00** | **217** | **100.00** |

**FYE 2023 compared to FYE 2022**

Our total finance costs increased by RM0.04 million or 400.00% from less than RM0.01 million in FYE 2022 to RM0.05 million in FYE 2023 attributable to the increase in interest expense on hire purchase for additional machineries and motor vehicles under hire purchase arrangement. These machineries and motor vehicles were acquired towards the end of FYE 2023.

**FYE 2024 compared to FYE 2023**

Our total finance costs increased by RM0.20 million or 400.00% from RM0.05 million in FYE 2023 to RM0.25 million in FYE 2024, mainly attributable to the increase in interest expense on hire purchases. This was resulted from the full 12 month hire purchase interests charged on machineries and motor vehicles which were acquired towards the end of FYE 2023.

**FYE 2025 compared to FYE 2024**

Our total finance costs decreased by RM0.03 million or 12.00% from RM0.25 million in FYE 2024 to RM0.22 million in FYE 2025, mainly attributable to the decrease in interest expense on hire purchases due to lower outstanding balances arising from repayments made during the FYE 2025.

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### 12.3.8 Profits and income tax expenses

| | Audited | | | |
|---|---|---|---|---|
| | FYE 2022 | FYE 2023 | FYE 2024 | FYE 2025 |
| (LBT) / PBT (RM'000) | (223) | 11,224 | 27,411 | 34,968 |
| (LBT) / PBT margin (%) | (2.35) | 30.38 | 31.09 | 29.71 |
| (LAT) / PAT (RM'000) | (276) | 8,228 | 20,455 | 26,347 |
| (LAT) / PAT margin (%) | (2.91) | 22.27 | 23.20 | 22.39 |
| Income tax expense (RM'000) | 53 | 2,996 | 6,956 | 8,621 |
| Effective tax rate (%) | (23.77) | 26.69 | 25.38 | 24.65 |
| Statutory tax rate (%) | 24.00 | 24.00 | 24.00 | 24.00 |

**FYE 2023 compared to FYE 2022**

In FYE 2022, we recorded a LBT of RM0.22 million. This was mainly attributable to a lower revenue in FYE 2022 as our Group has only undertaken projects which were carried over from previous financial years. Accordingly, this has resulted in a GP of RM4.85 million recorded for FYE 2022. In addition, the administrative expenses which mainly comprise staff costs, directors' remuneration and depreciation expenses did not reduce proportionately with the GP, thereby resulting our Group recording a LBT.

We recorded PBT of RM11.22 million and PBT margin of 30.38%, respectively in FYE 2023 (FYE 2022: LBT of RM0.22 million, LBT margin of 2.35%). The improved PBT position for FYE 2023 was mainly due to higher revenue and GP recorded during FYE 2023. Correspondingly, we recorded PAT of RM8.23 million and PAT margin of 22.27%, respectively in FYE 2023 (FYE 2022: LAT of RM0.28 million, LAT margin of 2.91%).

The effective tax rate of 26.69% for FYE 2023 was higher than the statutory tax rate of 24.00%, mainly due to non-deductible expenses such as depreciation for non-qualifying assets in FYE 2023.

**FYE 2024 compared to FYE 2023**

We recorded an increase in PBT by RM16.19 million or 144.30% from RM11.22 million in FYE 2023 to RM27.41 million in FYE 2024 and our PBT margin increased from 30.38% in FYE 2023 to 31.09% in FYE 2024, which was in line with higher GP in FYE 2024 as compared to FYE 2023 as well as increase in other income. This was partially offset by an increase in administrative expenses by RM5.15 million. The higher PBT margin in FYE 2024 compared to FYE 2023, was attributable to a lower proportionate increase in administrative expenses (by 74.21%) as compared to the increase in revenue (by 138.59%) during the year.

The effective tax rate of 25.38% for FYE 2024 was higher than the statutory tax rate of 24.00%, mainly due to non-deductible expenses.

Resulting from the foregoing, our PAT increased by RM12.23 million or 148.60% from RM8.23 million in FYE 2023 to RM20.46 million in FYE 2024, while PAT margin increased from 22.27% in FYE 2023 to 23.20% in FYE 2024.

**FYE 2025 compared to FYE 2024**

We recorded an increase in PBT by RM7.56 million or 27.58% from RM27.41 million in FYE 2024 to RM34.97 million in FYE 2025 which was in line with higher GP in FYE 2025. Despite the increased PBT in FYE 2025, the PBT margin decreased from 31.09% in FYE 2024 to 29.71% in FYE 2025 mainly due to lower GP margin in FYE 2025.

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The effective tax rate of 24.65% for FYE 2025 as higher than the statutory tax rate of 24.00%, mainly due to non-deductible expenses such as depreciation for non-qualifying assets.

Resulting from the foregoing, the PAT increased by RM5.89 million or 28.79% from RM20.46 million in FYE 2024 to RM26.35 million in FYE 2025. Meanwhile, PAT margin decreased from 23.20% in FYE 2024 to 22.39% in FYE 2025 attributable to lower PBT margin in FYE 2025.

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## 12.4 LIQUIDITY AND CAPITAL RESOURCES

### 12.4.1 Working capital

We have been financing our operations through existing cash and bank balances, cash generated from our operations and external sources of funds. Our external sources of funds comprise tradeline from financial institutions, term loans and hire purchases.

As at 31 March 2025, we have:

(i) cash and bank balances of RM32.04 million and fixed deposits with licensed banks of RM9.28 million; and

(ii) total banking facilities (excluding hire purchase arrangements) of approximately RM37.15 million (of which RM15.40 million has been utilised).

The interest rate of our borrowings is based on the respective facility agreements. Currently, the principal use of our borrowings is to finance the projects, purchase of properties and for working capital purposes.

The decision to utilise either internally generated funds or borrowings for our business operations depends on, amongst others, our cash and bank balances, expected cash inflows, future working capital requirements, future capital expenditure requirements and the interest rate on borrowings.

Based on the Pro Forma Combined Statements of Financial Position of our Group as at 31 March 2025, our NA position stood at RM50.37 million and our gearing level is 0.06 time (after the Acquisition of Pembinaan Bukit Cheeding, Acquisition of BC Services and subsequent events). Our NA position and gearing level (after the Public Issue and utilisation of proceeds) are RM96.65 million and 0.01 time respectively.

As at the LPD, our Group's cash and bank balances amounted to RM29.35 million, fixed deposits with licensed banks amounted to RM11.69 million, and we have total banking facilities of approximately RM65.23 million (of which RM24.40 million has been utilised). Our Board is confident that, after taking into account our gearing and cash flow position as well as the banking facilities currently available to our Group, our working capital will be sufficient for our existing and foreseeable requirements for a period of 12 months from the date of this Prospectus.

As at the LPD, we do not foresee any circumstances which may materially affect our liquidity. Our Group has not encountered any major disputes with our debtors.

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### 12.4.2 Cash flow

The following is a summary of our combined statements of cash flows for the Financial Periods Under Review. This should be read in conjunction with the Accountants' Report as set out in **Section 13** of this Prospectus.

| | Audited | | | |
|---|---|---|---|---|
| | FYE 2022 | FYE 2023 | FYE 2024 | FYE 2025 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Net cash from operating activities | 680 | 1,141 | 16,664 | 43,593 |
| Net cash used in investing activities | (2,032) | (744) | (2,542) | (3,136) |
| Net cash from / (used in) financing activities | 1,386 | (1,930) | (11,624) | (8,319) |
| **Net increase / (decrease) in cash and cash equivalents** | **34** | **(1,533)** | **2,498** | **32,138** |
| **Cash and cash equivalents at beginning of the financial year** | **2,034** | **2,068** | **535** | **3,033** |
| **Cash and cash equivalents at end of the financial year** | **2,068** | **535** | **3,033** | **35,171** |

**FYE 2022**

**Net cash from operating activities**

For FYE 2022, we recorded net operating cash inflow of RM0.68 million after taking into consideration our operating profit of RM0.87 million and the following working capital changes:

(i) decrease in receivables of RM3.77 million mainly due to lower trade receivable which was in line with the decrease in revenue recorded in FYE 2022;

(ii) decrease in payables of RM5.68 million, due to lower trade payables which was in line with the decrease in purchases such as pylon towers, insulators, steels, hardware and fittings, and subcontractors' costs in line with lower revenue recorded in FYE 2022;

(iii) decrease in contract balance of RM2.73 million attributable to timing difference with higher amounts of invoices issued to our customers in FYE 2022 compared to the works done in FYE 2022; and

(iv) income tax payments of RM1.02 million.

**Net cash used in investing activities**

For FYE 2022, our net cash outflow for investing activities was RM2.03 million, mainly attributable to cash payment for the following:

(i) purchase of investment property of RM1.57 million, comprising 2 leasehold office units located at Leisure Commerce Square; and

(ii) purchase of property, plant and equipment of RM0.28 million comprising 1 unit of motor vehicle.

The abovementioned cash outflow was offset by proceeds from the disposal of 1 unit of motor vehicle in FYE 2022 for RM0.13 million.

**Net cash from financing activities**

For FYE 2022, our net cash inflow from financing activities was RM1.39 million, due to withdrawal of fixed deposits pledged with licensed banks of RM5.71 million resulting from the completed projects and interest received from cash deposited with licensed banks of RM0.29 million in FYE 2022.

The cash inflows were partly offset by the payment of dividend of RM4.50 million in respect of FYE 2022.

**FYE 2023**

**Net cash from operating activities**

For FYE 2023, we recorded net operating cash inflow of RM1.14 million after taking into consideration our operating profit of RM12.66 million and the following working capital changes:

(i) increase in receivables of RM6.76 million, mainly due to higher trade receivables attributable to the increase in invoices billed to customers and projects in line with the increase in revenue recorded in FYE 2023;

(ii) increase in payables of RM4.25 million, due to higher trade payables which was in line with the increase in purchases such as pylon towers, insulators, and fittings, as well as subcontractors' costs in line with higher revenue recorded in FYE 2023, and higher other payables attributable to higher accruals for staff salaries in FYE 2023;

(iii) increase in contract balance of RM8.05 million attributable to timing difference with higher amounts of works done in FYE 2023 compared to the invoices issued to our customer; and

(iv) income tax payments of RM0.95 million.

**Net cash used in investing activities**

For FYE 2023, our net cash outflow for investing activities was RM0.74 million, attributable to cash payment to purchase property, plant and equipment of RM4.59 million, mainly comprising 6 units of plant and machinery of RM1.67 million, 22 units of pickup trucks of RM2.64 million during FYE 2023 mainly for use at project sites. The remaining balance of RM3.85 million was financed by hire purchase arrangement.

**Net cash used in financing activities**

For FYE 2023, our net cash outflow for financing activities was RM1.93 million, mainly due to the following:

(i) placement of fixed deposits pledged with licensed banks of RM1.79 million from internally generated fund, as security for our banking facilities; and

(ii) repayment of principal sum and interests of borrowings of RM0.29 million, including term loans, hire purchase and lease liabilities.

The cash outflows were offset by the interest received from cash deposited with licensed banks of RM0.16 million in FYE 2023.

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**FYE 2024**

**Net cash from operating activities**

For FYE 2024, we recorded net operating cash inflow of RM16.66 million after taking into consideration our operating profit of RM29.57 million and the following working capital changes:

(i) increase in receivables of RM10.98 million, due to higher trade receivable attributable to the increase in retention sums and invoices billed to customers and projects in line with the increase in revenue recorded in FYE 2024, and higher other receivable attributable to higher advanced payments to supplier of RM1.14 million as deposits paid for our purchase of materials;

(ii) decrease in payables of RM1.92 million mainly due to lower other payables attributable to lower accruals for staff salaries in FYE 2024, and lower trade payables attributable to timely payments made to our Group's suppliers and subcontractors;

(iii) increase in contract balance of RM7.23 million attributable to timing difference with higher amounts of works done in FYE 2024 compared to the invoices issued to our customer; and

(iv) income tax payments of RM7.24 million.

**Net cash used in investing activities**

For FYE 2024, our net cash outflow for investing activities was RM2.54 million, attributable to cash payment to purchase property, plant and equipment of RM3.61 million, mainly comprising 2 units of leasehold office units of RM1.57 million located at Leisure Commerce Square, renovation on above properties of RM0.46 million, 7 units of plant and machinery of RM1.10 million, 4 units of motor vehicles of RM0.43 million during FYE 2024. The remaining balance of RM1.07 million was for hire purchase arrangement.

**Net cash used in financing activities**

For FYE 2024, our net cash outflow for financing activities was RM11.62 million, mainly due to the following:

(i) placement of fixed deposits pledged with licensed banks of RM6.13 million as security for our banking facilities in line with the increased number of projects in FYE 2024 required for bank guarantees;

(ii) payment of dividend of RM5.00 million in respect of FYE 2024; and

(iii) repayment of principal sum and interests of borrowings of RM1.51 million, including term loans, hire purchase and lease liabilities.

The cash outflows were offset by the interest received from cash deposited with licensed banks of RM0.36 million in FYE 2024 and drawdown of 2 term loans of RM0.65 million to part finance the purchase of 2 units of leasehold office units located at Leisure Commerce Square.

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**FYE 2025**

**Net cash from operating activities**

For FYE 2025, we recorded net operating cash inflow of RM43.59 million after taking into consideration operating profit of RM36.53 million and the following working capital changes:

(i) increase in receivables of RM5.34 million, mainly due to higher trade receivable attributable to the increase in retention sums billed to customers and projects in line with the increase in revenue recorded in FYE 2025, and higher other receivable mainly attributable to prepayments for professional fees in relation to our IPO;

(ii) increase in payables of RM1.59 million mainly due to higher trade payables attributable for higher purchases such as pylon towers, insulators, and fittings, as well as subcontractors' costs in line with higher revenue recorded in FYE 2025 and higher other payables for higher accrued staff salaries and statutory contributions as at 31 March 2025;

(iii) decrease in contract balance of RM20.94 million, mainly due to contract liabilities attributable to timing difference with higher amounts of advance payments received from customer or billings issued for some of our projects for which the revenue has not been recognised as the performance obligations have not been fully met; and

(iv) income tax payments of RM10.36 million.

**Net cash used in investing activities**

For FYE 2025, our net cash outflow for investing activities was RM3.14 million, mainly attributable to cash payment of RM4.97 million to purchase property, plant and equipment, mainly comprising 1 unit of office located at Leisure Commerce Square of RM3.81 million, progress payments for renovation incurred for new office classified as work in progress of RM0.77 million, 1 unit of motor vehicle of RM0.15 million as well as plant and machinery of RM0.23 million (comprising 1 unit of piling machine and 1 unit of cut and bend machine).

The cash outflow from investing activities was offset by the proceeds of RM1.83 million from disposal of property, plant and equipment. On 16 December 2024, our Group has entered into a sale and purchase agreement with Ng Kian Chai to dispose a parcel of agriculture land for a disposal consideration equivalent of RM1.83 million via cash.

**Net cash used in financing activities**

For FYE 2025, our net cash outflow for financing activities was RM8.32 million, mainly due to the following:

(i) payment of dividend of RM12.00 million in respect of FYE 2025; and

(ii) repayment of principal sum and interests of borrowings of RM1.69 million, including term loans, hire purchase and lease liabilities.

The cash outflow from financing activities was offset by the withdrawal of fixed deposits pledged with licensed banks of RM5.04 million upon release of bank guarantees upon receipt of projects' certificate of completion and interest received of RM0.33 million.

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### 12.4.3 Borrowings

We utilise banking facilities such as term loans to finance the acquisition of our properties and for working capital purposes and letter of credit for the purchase of materials. In addition, we also utilise hire purchase to finance the purchase of motor vehicles and machineries. Further, lease liabilities arise from our rental obligation for our offices and hostels which is the financial obligation for the payments required by a lease and discounted to present value.

All of our borrowings (excluding lease liabilities) are secured, interest-bearing and denominated in RM. Our total outstanding borrowings as at 31 March 2025 stood at RM3.12 million, details of which are set out below:

| | Purpose | Tenure | Interest rate % per annum | Audited as at 31 March 2025 RM'000 |
|---|---|---|---|---|
| **Interest bearing short-term borrowings, payable within 1 year:** | | | | |
| Term loans | To finance the purchase of properties and refinance the existing properties as well as for working capital purpose | 11 to 20 years | 4.10 to 4.70 | 54 |
| Hire purchase | To finance the purchase of motor vehicles and machineries | 2 to 4 years | 2.00 to 4.36 | 1,388 |
| **Interest bearing long-term borrowings, payable after 1 year:** | | | | |
| Term loans | To finance the purchase of properties and refinance the existing properties as well as for working capital purpose | 11 to 20 years | 4.10 to 4.70 | 676 |
| Hire purchase | To finance the purchase of motor vehicles and machineries | 2 to 4 years | 2.00 to 4.36 | 1,006 |
| | | | **Total borrowings** | **3,124** |
| **Pro forma gearing (times)**<br>After the Public Issue and utilisation of the proceeds raised from our Public Issue(1) | | | | 0.01 |

Note:
(1) Computed based on our Pro Forma Combined Statements of Financial Position after the Public Issue and utilisation of the proceeds raised from our Public Issue.

Our pro forma gearing ratio is expected to decrease from 0.06 times (before the Public Issue) to 0.03 times (after the Public Issue) due to the increase in shareholders' funds arising from the issuance of new Shares pursuant to the Public Issue. Thereafter, the gearing ratio will further decrease to 0.01 time (after the utilisation of proceeds) due to repayment of borrowings as set out in **Section 4.8.1** of this Prospectus.

## 12. FINANCIAL INFORMATION

The following table sets out the maturities of our term loans and hire purchases:

| | Audited | | | |
|---|---|---|---|---|
| | 31 March | | | |
| | 2022 | 2023 | 2024 | 2025 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| **Term loans:** | | | | |
| Within the next 12 months | 29 | 26 | 52 | 54 |
| After the next 12 months | 167 | 141 | 727 | 676 |
| **Hire purchases:** | | | | |
| Within the next 12 months | - | 844 | 1,228 | 1,388 |
| After the next 12 months | - | 2,574 | 2,115 | 1,006 |

Our total bank guarantees as at 31 March 2025 stood at RM14.67 million, details as set out below. All our bank guarantees are secured, interest-bearing and denominated in RM.

| | Purpose | Tenure | Commission rate % per annum | As at 31 March 2025 RM'000 | As at the LPD RM'000 |
|---|---|---|---|---|---|
| Bank guarantees | Performance guarantees(1) for projects carried out by our Group | 9 months to 53 months | 1.20 to 1.50 | 14,671 | 21,867 |

Note:
(1) The performance guarantees are issued to our customers or at the request of our customers, as security for the performance of contractual obligations under the projects awarded.

In conjunction with our Listing, we have applied to the financiers and subsequently obtained a release and/or discharge of the guarantees by substituting the same with a corporate guarantee from our Company and/or other securities from our Group acceptable to the financiers. Please refer to **Section 10.2.3** of this Prospectus for further details.

The liabilities in respect of the bank guarantees will only crystallise and become payable following a call by our customers of the performance guarantees in accordance with the terms and conditions of such contracts. During Financial Periods Under Review, we did not experience any call of the performance guarantees issued to our customers.

We have not defaulted on payments of principal sums and/or interests in respect of any of our borrowings throughout Financial Periods Under Review and up to the LPD.

As at the LPD, we do not have any borrowings which are non-interest bearing and/or in foreign currency.

We do not encounter any seasonality in our borrowings trend and there is no restriction on our committed facilities.

As at the LPD, neither our Company nor any of our subsidiaries is in breach of any terms and conditions or covenants associated with the credit arrangement or bank loan which can materially affect our financial position and results or business operations or the investments by holders of our securities.

During Financial Periods Under Review, we did not experience any claw back or reduction in the facilities limit granted to us by our lenders.

### 12.4.4 Types of financial instruments used, treasury policies and objectives

As at the LPD, save as disclosed in **Section 12.4.3** of this Prospectus, we do not have or use any other financial instruments or have any other treasury policies.

Our Group has been funding our operations from a combination of internal sources comprising existing cash and bank balance (including fixed deposits with licensed banks), credit terms granted by our suppliers and cash generated from our operations as well as external sources. Our external sources of funds mainly comprise tradeline from financial institutions, term loans and hire purchases.

As at the LPD, save for our bank guarantee, letter of credit and hire purchase facilities which are based on fixed rates, all our other facilities with licensed financial institutions are based on base financing rate plus or minus a rate which varies depending on the type of facility.

The main objective of our capital management is to ensure that entities within our Group will be able to maintain an optimal capital structure to support our businesses and maximise shareholders value. To achieve this objective, our Group may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new Shares.

### 12.4.5 Material capital commitment

Save as disclosed below, our Board confirms that there are no material capital commitments incurred or known to be incurred by our Group as at the LPD.

| | **To be funded from proceeds of our Public Issue** |
|---|---|
| | **RM'000** |
| Authorised but not contracted for:<br>Purchase of machineries | 3,200 |
| | **3,200** |

Further details of the use of proceeds, arising from our Public Issue are set out in **Section 4.8** of this Prospectus.

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### 12.4.6 Material litigation, claims or arbitration and contingent liabilities

**(i) Material litigation, claims or arbitration**

As at the LPD, our Group is not engaged in any material litigation, claims and/or arbitration, whether as plaintiff or defendant, which might and adversely affect our business or financial position, and our Directors confirm that there are no legal proceedings, pending or threatened, or of any fact to give rise to any legal proceeding which may materially and adversely affect our business or financial position, in the 12 months immediately preceding the date of this Prospectus.

**(ii) Contingent liabilities**

As at the LPD, save for the bank guarantees amounting to RM21.87 million, our Directors confirm that there are no material contingent liabilities incurred by our Group, which upon becoming enforceable may have a material effect on our Group's business, financial results or position.

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## 12. FINANCIAL INFORMATION

### 12.5 KEY FINANCIAL RATIOS

The key financial ratios of our Group for the Financial Periods Under Review are as follows:

| | Audited | | | |
|---|---|---|---|---|
| | **FYE 2022** | **FYE 2023** | **FYE 2024** | **FYE 2025** |
| Trade receivables turnover period (days)(1) | 2 | 22 | 18 | 12 |
| Trade payables turnover period (days)(2) | 206 | 56 | 31 | 22 |
| Current ratio (times)(3) | 3.26 | 2.44 | 2.56 | 1.79 |
| Gearing ratio (times)(4) | 0.01 | 0.13 | 0.10 | 0.06 |

Notes:

(1) Computed based on average of opening and closing trade receivables (excluding retention sum) as at the respective financial year end divided by total revenue for the respective financial year end and multiplied by 365 days for each financial year:

| | Audited | | | |
|---|---|---|---|---|
| | **FYE 2022 RM'000** | **FYE 2023 RM'000** | **FYE 2024 RM'000** | **FYE 2025 RM'000** |
| Opening trade receivables | - | 100 | 4,259 | 4,590 |
| Closing trade receivables | 100 | 4,259 | 4,590 | 3,455 |
| Average trade receivables | 50 | 2,180 | 4,425 | 4,023 |
| Revenue | 9,481 | 36,951 | 88,162 | 117,683 |
| **Trade receivables turnover period (days)** | **2** | **22** | **18** | **12** |

(2) Computed based on average of opening and closing trade payables as at the respective financial year end divided by total cost of sales for the respective financial year end and multiplied by 365 days for each financial year:

| | Audited | | | |
|---|---|---|---|---|
| | **FYE 2022 RM'000** | **FYE 2023 RM'000** | **FYE 2024 RM'000** | **FYE 2025 RM'000** |
| Opening trade payables | 3,804 | 1,438 | 4,453 | 3,817 |
| Closing trade payables | 1,438 | 4,453 | 3,817 | 4,878 |
| Average trade payables | 2,621 | 2,946 | 4,135 | 4,348 |
| Cost of sales | 4,634 | 19,049 | 48,938 | 72,607 |
| **Trade payables turnover period (days)** | **206** | **56** | **31** | **22** |

(3) Computed based on current assets over current liabilities as at the respective financial year end.

(4) Computed based on the total borrowings over total equity as at the respective financial year end.

Our Group does not hold inventories and consequently measures of inventory turnover period are not relevant to our Group.

### 12.5.1 Trade receivables

Our Group's trade receivable ageing analysis as at 31 March 2025 is as follows:

| | Within credit period | Exceeding credit period (past due days) | | | | Total |
|---|---|---|---|---|---|---|
| | | 1 – 30 | 31 – 60 | 61 – 90 | Over 90 | |
| Trade receivables as at 31 March 2025 (RM'000)[1] | 3,096 | 359 | - | - | - | 3,455 |
| Proportion of total trade receivables (%) | 89.61 | 10.39 | - | - | - | 100.00 |
| Subsequent collections up to the LPD (RM'000) | (3,096) | (359) | - | - | - | (3,455) |
| Trade receivables after subsequent collections (RM'000) | - | - | - | - | - | - |
| Proportion of trade receivables after subsequent collections (%) | - | - | - | - | - | - |

Note:
(1) Excluding retention sums.

All our Group's trade receivables are classified as current assets. The normal credit terms granted by our Group is 30 days from the date of invoice. Our Group managed the credit risk through credit limit and credit monitoring procedures. Generally, we assess and approve new customers taking into consideration, among others, their profile and creditworthiness.

We use ageing analysis to monitor the credit quality of our trade receivables. Our trade receivables turnover periods for FYE 2022, FYE 2023, FYE 2024 and FYE 2025 were 2 days, 22 days, 18 days and 12 days, respectively, which was within our credit term granted to our customers.

As at the LPD, our Group's total trade receivables outstanding as at 31 March 2025 have been fully collected.

For Financial Periods Under Review, we do not have any bad debts written off. There is no provision for impairment required for the trade receivables during the Financial Periods Under Review. Generally, our management assesses our trade receivables individually as to their aging condition and collectability.

Among the factors considered in determining whether to provide for impairment losses include, subsequent collections, any past provisions and/or impairments made and/or letter(s) of demand issued as well as the current industry and economic conditions.

### 12.5.2 Trade payables

Our Group's trade payables ageing analysis as at 31 March 2025 is as follows:

| | Within credit period | Exceeding credit period (past due days) | | | | Total |
|---|---|---|---|---|---|---|
| | | 1 – 30 | 31 – 60 | 61 – 90 | Over 90 | |
| Trade payables as at 31 March 2024 (RM'000) | 4,638 | 3 | - | - | 237 | 4,878 |
| Proportion of total trade payables (%) | 95.08 | 0.06 | - | - | 4.86 | 100.00 |
| Subsequent payment up to the LPD (RM'000) | (4,561) | (3) | - | - | - | (4,564) |
| Trade payables after subsequent payment as at LPD (RM'000) | 77 | - | - | - | 237 | 314 |
| Proportion of trade payables after subsequent payment as at LPD (%) | 24.52 | 0.93 | - | - | 75.48 | 100.00 |

All our Group's trade payables are classified as current liabilities. The normal credit terms granted by suppliers is 30 to 60 days from the date of the purchase invoice.

Our trade payables turnover period for FYE 2022, FYE 2023, FYE 2024 and FYE 2025 were 206 days, 56 days, 31 days and 22 days, respectively. Save for FYE 2022, our trade payables turnover period for FYE 2023 to FYE 2025 were within the credit periods granted by suppliers.

The Group's trade payables turnover period was 206 days in FYE 2022, mainly attributable to the amount owing to a major supplier as the said supplier took a longer processing time to reconcile materials delivered to the Group's project sites. Accordingly, the Group's payment to the said major supplier was delayed.

Our Group's trade payables turnover period decreased to 56 days in FYE 2023, 31 days in FYE 2024 and 22 days in FYE 2025 as we made timely payments to our suppliers and subcontractors.

As at the LPD, RM4.56 million of our total trade payables that were outstanding as at 31 March 2025 have been paid. In relation to the outstanding trade payables of RM0.24 million which has exceeded the credit period and remain unpaid as at the LPD, our Group has not settled the aforesaid outstanding sum as our Group is in the midst of discussion with the supplier (for pylon towers) to reconcile the product specifications that was delivered vis-à-vis the specifications as set out in the relevant purchase order. We expect to resolve the aforesaid reconciliation and payments (if any) by the fourth quarter of 2025.

During the Financial Periods Under Review up to the LPD, we did not have any disputes in respect of our trade payables and there were no legal proceedings to demand payment that had been initiated by our suppliers against us.

### 12.5.3 Current ratio

The table below sets forth a summary of our Group's current ratio for the Financial Periods Under Review:

| | Audited | | | |
|---|---|---|---|---|
| | 31 March | | | |
| | 2022 | 2023 | 2024 | 2025 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Current assets | 8,429 | 23,376 | 45,871 | 74,800 |
| Current liabilities | 2,585 | 9,592 | 17,916 | 41,754 |
| Net current assets | 5,844 | 13,784 | 27,955 | 33,046 |
| **Current ratio (times)[(1)]** | **3.26** | **2.44** | **2.56** | **1.79** |

Note:
(1) Current ratio is calculated based on current assets over current liabilities.

As at 31 March 2023, our Group's current ratio was 2.44 times, which was lower compared to 3.26 times as at 31 March 2022, mainly due to higher trade payables, tax payables and accrued staff costs as at 31 March 2023. The decrease in current ratio was partly cushioned by the increase in trade receivables and contract assets as at 31 March 2023.

As at 31 March 2024, our Group's current ratio was 2.56 times, which was higher compared to 2.44 times as at 31 March 2023, mainly due to higher trade receivables and fixed deposits with licensed banks.

As at 31 March 2025, the Group's current ratio was 1.79 times, which was lower compared to 2.56 times as at 31 March 2024, mainly due to higher contract liabilities attributable to timing difference with higher amounts of billings issued to the customers or advance payments received for some projects for which the revenue has not been recognised as the performance obligations have not been fully met.

Overall, our current ratio was more than 1 time (i.e. our current assets were in excess of our current liabilities) during the Financial Periods Under Review. This indicates that our Group is able to meet our current obligations – our current assets such as trade receivables, which can be readily converted to cash, together with our cash and bank balance (including fixed deposits with licensed banks) are sufficient to meet immediate current liabilities.

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### 12.5.4 Gearing ratio

Our gearing ratio for the Financial Periods Under Review are as follows:

| | Audited | | | |
|---|---|---|---|---|
| | As at 31 March | | | |
| | 2022 | 2023 | 2024 | 2025 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Total borrowings (excluding lease liabilities) | 196 | 3,586 | 4,122 | 3,124 |
| Total equity | 18,844 | 27,071 | 42,527 | 50,374 |
| Gearing ratio (times) | 0.01 | 0.13 | 0.10 | 0.06 |

Our gearing ratio ranged from 0.01 times to 0.13 times as at the end of respective financial years.

Our Group's gearing ratio increased from 0.01 times as at 31 March 2022 to 0.13 times as at 31 March 2023. This was attributable to higher borrowings arising from increase in hire purchase to finance the purchase of motor vehicles and machineries in FYE 2023. The increase in gearing ratio was cushioned by the increased equity as a result of higher retained earnings recorded (31 March 2023: RM17.57 million; 31 March 2022: RM9.34 million).

Our Group's gearing ratio decreased from 0.13 times as at 31 March 2023 to 0.10 times as at 31 March 2024. This was attributable to increase in equity as a result of higher retained earnings recorded (31 March 2024: RM33.03 million, 31 March 2023: RM17.57 million).

Our Group's gearing ratio decreased from 0.10 times as at 31 March 2024 to 0.06 times as at 31 March 2025. This was attributable to the increased equity as a result of higher retained earnings recorded (31 March 2024: RM33.03 million; 31 March 2025: RM40.87 million) resulting from higher PAT achieved in FYE 2025 as well as lower total borrowings attributable to the scheduled payments made during FYE 2025.

## 12.6 IMPACT OF GOVERNMENT, ECONOMIC, FISCAL OR MONETARY POLICIES

There were no government, economic, fiscal or monetary policies or factors which have materially affected our operation and financial performance during Financial Periods Under Review.

There is no assurance that our financial performance will not be adversely affected by the impact of further changes in government, economic, fiscal or monetary policies or factors moving forward. Risks relating to government, economic, fiscal or monetary policies or factors which may adversely and materially affect our operations are set out in **Section 9** of this Prospectus.

## 12.7 IMPACT OF INFLATION

Our Group is of the view that the current inflation rate does not have a material impact on our business, financial condition or results of our operation. However, any significant increase in future inflation may adversely affect our Group's operations and performance if we are unable to pass on the higher costs to our customers.

## 12.8 IMPACT OF FOREIGN EXCHANGE RATES, INTEREST RATES AND/OR COMMODITY PRICES ON OUR GROUP'S OPERATIONS

### 12.8.1 Impact of foreign exchange rates

Our purchases denominated in local and foreign currencies are as follows:

| | FYE 2022 | | FYE 2023 | | FYE 2024 | | FYE 2025 | |
|---|---|---|---|---|---|---|---|---|
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| Purchases denominated in: | | | | | | | | |
| RM | 2,113 | 97.33 | 8,415 | 74.86 | 37,044 | 99.36 | 53,516 | 91.54 |
| USD | 58 | 2.67 | 2,826 | 25.14 | 238 | 0.64 | 4,888 | 8.36 |
| EUR | - | - | - | - | - | - | 60 | 0.10 |
| **Total purchases** | **2,171** | **100.00** | **11,241** | **100.00** | **37,282** | **100.00** | **58,464** | **100.00** |

Our purchase of materials was mainly denominated in RM. Our purchases of materials from our overseas suppliers were mainly denominated in USD contributed 2.67%, 25.14%, 0.64% and 8.36% of total purchase for the Financial Periods Under Review. If our Group switches to purchase materials to overseas suppliers in the future, the weakening of the RM against USD may lead to higher costs of supplies for our Group. In the event that we are unable to pass the increase in cost to our customers in a timely manner, our financial performance may be adversely affected due to the reduced GP margin from higher cost of supplies.

Notwithstanding the above, there is no assurance that any fluctuation in foreign exchange rates would not have an impact on our financial performance.

### 12.8.2 Impact of interest rates

Interest coverage ratio measures the number of times a company can make its interest payments with its EBIT. The interest coverage ratio for the Financial Periods Under Review is as follows:

| | Audited | | | |
|---|---|---|---|---|
| | FYE 2022 | FYE 2023 | FYE 2024 | FYE 2025 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Total borrowings (excluding lease liabilities) as at 31 March | 196 | 3,585 | 4,122 | 3,124 |
| EBIT | (506) | 11,119 | 27,297 | 34,615 |
| Finance costs | 8 | 51 | 250 | 217 |
| **Interest coverage ratio (times)(1)** | **NA(2)** | **218.02** | **109.19** | **159.52** |

Notes:
(1) Computed based on EBIT divided by finance costs.

(2) Not applicable

Our interest coverage ratio was between 109.19 times and 218.02 times for the Financial Periods Under Review which indicates that we have been able to generate sufficient EBIT to meet our interest servicing obligations.

Our financial results for the Financial Periods Under Review were not materially affected by fluctuations in interest rates. However, any major increase in interest rates would raise the cost of borrowings and finance costs for our working capital, which may have an adverse effect on our performance.

### 12.8.3 Impact of commodity prices

We utilise various materials such as pylon towers and cables in carrying out our utilities engineering projects, and are thus dependent on the continuous supply of such materials.

Our materials are price sensitive, and we face the risk of inability to obtain sufficient materials at competitive prices. Some of our materials such as pylon towers and cables which are made from steel and copper are subjected to the fluctuation in global market commodity prices.

It is our strategy to provide buffer in our budgeted cost which allows better planning for potential cost overruns that may arise due to increased price of raw materials as well as power equipment. The buffers in our budgeted project cost had been sufficient to contain the price fluctuations in commodity prices such as steel, copper (being a raw material in the manufacturing of copper cables) and aluminum for the Financial Periods Under Review. The quantum of these buffers is subject to project scope and raw material requirement. We generally purchase materials on a project basis.

## 12.9 ACCOUNTING POLICIES AND AUDIT QUALIFICATION

There are no accounting policies which are peculiar to our Group because of the nature of the business and industry which we are involved in. For further details on the material accounting policies of our Group, see Note 3 of the Accountants' Report as set out in **Section 13** of this Prospectus. The Accountants' Report does not contain any audit qualification for the Financial Periods Under Review.

## 12.10 TREND ANALYSIS

As at the LPD, save as disclosed in this Prospectus and to the best of our Board's knowledge and belief, our operations have not been and are not expected to be affected by any of the following:

(i) known trends, demands, commitments, events or uncertainties that have had or that we reasonably expect to have, a material favourable or unfavourable impact on our financial performance, position and operations other than those discussed in this section and risk factors in **Section 9** of this Prospectus;

(ii) material commitment for capital expenditure, as set out in **Section 12.4.5** of this Prospectus;

(iii) unusual, infrequent events or transactions or any significant economic changes that have materially affected the financial performance, position and operations of our Group, save as disclosed in this section and risk factors in **Section 9** of this Prospectus;

(iv) known trends, demands, commitments, events or uncertainties that had resulted in a material impact on our Group's revenue and / or profits save for those that have been disclosed in this section, industry overview as set out in **Section 8** of this Prospectus and business strategies as set out in **Section 7.24** of this Prospectus;

(v) known trends, demands, commitments, events or uncertainties that are reasonably likely to make our Group's historical financial statements not indicative of the future financial performance and position other than those disclosed in this section and risk factors in **Section 9** of this Prospectus; and

(vi) known trends, demands, commitments, events or uncertainties that have had or that we reasonably expect to have, a material favourable or unfavourable impact on our Group's liquidity and capital resources, other than those discussed in this section and risk factors in **Section 9** of this Prospectus.

## 12.11 ORDER BOOK

Details of our order book are as follows:

| Project details | As at 31 March 2025<br>RM'000 | As at the LPD<br>RM'000 |
|---|---|---|
| EPCC | | |
| - overhead infrastructure for utilities | 112,331 | 156,131 |
| - underground infrastructure for utilities | 9,088 | 33,471 |
| Substation engineering services | 5,655 | 11,579 |
| Maintenance of overhead infrastructure for utilities | 147 | 1,493 |
| **Total** | **127,221** | **202,674** |

Our order book consist of projects from TNB, save for the maintenance of overhead infrastructure for utilities.

The above order book relates to the contract value of projects secured as at the LPD, for which our Group has yet to commence works for newly secured project and remaining unrecognised revenue for ongoing projects as at the LPD. This order book will be recognised as revenue in FYE 2026 (RM123.73 million), FYE 2027 (RM71.84 million) and FYE 2028 (RM7.10 million), based on the estimated progress / time required for the respective projects, as follows:

| Project details | FYE 2026<br>RM'000 | FYE 2027<br>RM'000 | FYE 2028<br>RM'000 |
|---|---|---|---|
| EPCC | | | |
| - overhead infrastructure for utilities | 83,378 | 65,652 | 7,101 |
| - underground infrastructure for utilities | 29,976 | 3,495 | - |
| Substation engineering services | 9,404 | 2,175 | - |
| Maintenance of overhead infrastructure for utilities | 976 | 517 | - |
| **Total** | **123,734** | **71,839** | **7,101** |

Our order book of RM202.67 million as at the LPD represents 3.21 times of our average revenue of RM63.07 million, calculated based on our audited revenues for the Financial Periods Under Review.

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## 12.12 SIGNIFICANT FACTORS AFFECTING OUR GROUP'S OPERATIONS AND FINANCIAL PERFORMANCE

Our Group's business operations and financial conditions have been and will continue to be affected by internal and external factors including, but not limited to, the following:

**(i) Our Group is dependent on TNB as we derive a significant portion of our revenue from them**

During the Financial Periods Under Review, our largest customer was TNB, which had contributed to the majority of our revenue. The revenue from TNB accounted for 53.80%, 90.48%, 99.60% and 98.34% of our total revenue for FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively.

Please refer to the risk factor in **Section 9.1.1** of this Prospectus for further details.

**(ii) Our Group is subject to regulatory requirements for our business operations**

We have obtained the required certificates of registrations and licences as set out in **Section 7.11** and are in compliance with the relevant governing laws and regulations as set out in **Section 7.21**, to carry out our business operations.

Please refer to the risk factor in **Section 9.1.2** of this Prospectus for further details.

**(iii) Our revenue is project-based and our historical financial performance may not be indicative of our future performance**

We provide utilities engineering solutions to our customers on a project basis. In our industry, it is common for projects to be awarded based on competitive bidding/ pricing, and as such, we have to bid/ price competitively.

The scale and number of projects and the amount of revenue that we are able to derive therefrom are affected by various factors including but not limited to changes in our customers' businesses, economic downturn and availability of funds/ budgetary considerations on the part of project owners. Consequentially, our revenue may vary from period to period, and it may be difficult to forecast our financial performance.

The success of our tenders is affected by various factors which include our pricing strategy, level of competition and our customers' evaluation standards.

Please refer to the risk factor in **Section 9.1.3** of this Prospectus for further details.

**(iv) Our operations depend on the availability of an adequate supply of materials at competitive prices, a major supplier and any unanticipated cost overruns may affect our profitability and our financial performance**

We utilise various materials such as pylon towers and cables in carrying out our utilities engineering projects, and are thus dependent on the continuous supply of such materials.

Our materials are price sensitive, and we face the risk of inability to obtain sufficient materials at competitive prices. Some of our materials such as pylon towers and cables which are made from steel and copper are subjected to the fluctuation in global market commodity prices.

We are also dependent on our major supplier, Rohas-Euco, for the supply of pylon towers, being a major cost component. Rohas-Euco contributed to approximately 39.31%, 30.01%, 37.57% and 28.31% of our Group's material purchases and subcontractors' fee for FYE 2022, FYE 2023, FYE 2024 and FYE 2025, respectively.

Please refer to the risk factor in **Section 9.1.6, Section 9.1.7 and Section 9.1.8** of this Prospectus for further details.

## 12.13 SIGNIFICANT CHANGES

There are no significant changes that have occurred which may have a material effect on the financial position and results of our Group subsequent to the FYE 2025 and up to the LPD.

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## 12.14 DIVIDEND POLICY

It is our Board's policy to recommend dividends to allow our shareholders to participate in the profits of our Group. However, our ability to pay dividends or make other distributions to our shareholders in the future years is subject to various factors such as having profits and excess funds, which are not required to be retained to fund our business.

Our Board will consider the following factors (which may not be exhaustive) when recommending dividends for approval by our shareholders or when declaring any interim dividends:

(i) the level of cash and level of indebtedness;

(ii) required and expected interest expense, cash flows, profits, return on equity and retained earnings;

(iii) our expected results of operations and future level of operations; and

(iv) our projected levels of capital expenditure and other investment plans.

We have a policy to target a payout ratio of at least 25% of our consolidated PAT attributable to the owners of our Group in each financial year after taking into account working capital and maintenance of capital requirements, subject to any applicable law, license conditions, contractual obligations and provided that such distribution will not detrimental to our Group's cash requirements or any plans approved by our Board.

Our Board may from time to time approve or recommend a dividend or other distribution. However, no dividend or distribution shall be declared in excess of the amount recommended by our Board. Further, our Company may not declare or pay dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that:

(i) our Company is, or would after the payment, be unable to pay our liabilities as they become due; or

(ii) the realisable value of our Company's assets would thereby be less than our liabilities.

Dividends declared and paid by our subsidiaries, during Financial Periods Under Review and up to the LPD were as follows:

| | FYE 2022 RM'000 | FYE 2023 RM'000 | FYE 2024 RM'000 | FYE 2025 RM'000 |
|---|---|---|---|---|
| Dividends declared and paid | 4,500 | - | 5,000 | 18,500 |

The dividends above were / will be satisfied via internal funds sourced from the cash and bank balances of the respective subsidiaries. The dividends will not affect the execution and implementation of our future plans or business strategies. Together with the IPO proceeds, we believe that we have sufficient funding of cash from operations and bank borrowings for the funding requirement for our operations and our expansion plans.

Save for the above, our Company does not intend to declare any further dividend prior to the Listing.

**CHEEDING HOLDINGS BERHAD**
**Registration No.: 202401038246 (1584093-K)**
(Incorporated in Malaysia)

# ACCOUNTANTS' REPORT ON THE COMBINED FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 31 MARCH 2025, 31 MARCH 2024, 31 MARCH 2023 AND 31 MARCH 2022

**TGS TW PLT**

**CHARTERED ACCOUNTANTS**

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants
Unit E-16-2B,
Level 16, Icon Tower (East)
No.1, Jalan 1/68F, Jalan Tun Razak
50400 Kuala Lumpur.
Tel : +603 9771 4326
Email: tgsaudit@tgs-tw.com
www.tgs-tw.com

The Board of Directors
Cheeding Holdings Berhad
Suite 923, Block B1, Level 9
Leisure Commerce Square
No. 9, Jalan PJS 8/9
46150 Petaling Jaya
Selangor Darul Ehsan

Dear Sirs,

**Reporting Accountants' opinion on the combined financial statements contained in the Accountants' Report of Cheeding Holdings Berhad ("Cheeding" or the "Company")**

**Opinion**

We have audited the accompanying combined financial statements ("Financial Information") of Cheeding and its combining entity (collectively known as "Cheeding Holdings Group") which comprise the combined statements of financial position as at 31 March 2025, 31 March 2024, 31 March 2023 and 31 March 2022, and the combined statements of profit or loss and other comprehensive income, combined statements of changes in equity and combined statements of cash flows of Cheeding Holdings Group for the financial years ended 31 March 2025, 31 March 2024, 31 March 2023 and 31 March 2022, and material accounting policy information and other explanatory notes to the combined financial statements as set out in this report.

This Financial Information has been prepared for inclusion in the prospectus of Cheeding in connection with the initial public offering and listing of and quotation for the entire issued share capital of the Company on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities"). This report is prepared for the purpose of complying with the Prospectus Guidelines issued by the Securities Commission of Malaysia and for no other purpose.

In our opinion, the accompanying Financial Information gives a true and fair view of the combined financial position of the combining entities as at 31 March 2025, 31 March 2024, 31 March 2023 and 31 March 2022, and of their financial performance and cash flows for the financial years then ended in accordance with Malaysian Financial Reporting Standards and International Financial Reporting Standards.

**Basis for opinion**

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Reporting Accountants' Responsibilities for the Audit of the Financial Information* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



TGS TW PLT 202106000004 (LLP0026851-LCA) & AF002345 is a member of the TGS network, the members of which are separate and independent legal entities

**Basis for opinion (Cont'd)**

*Independence and other ethical responsibilities*

We are independent of the combining entities in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

**Responsibilities of the Directors for the Financial Information**

The Directors of the Company ("The Directors") are responsible for the preparation of the Financial Information of the combining entities that give a true and fair view in accordance with Malaysian Financial Reporting Standards and International Financial Reporting Standards. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of Financial Information of the combining entities that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Information of the combining entities, the Directors are responsible for assessing the combining entities' ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the combining entities or to cease operations, or have no realistic alternative but to do so.

**Reporting Accountants' responsibilities for the audit of the Financial Information**

Our objectives are to obtain reasonable assurance about whether the Financial Information of the combining entities as a whole are free from material misstatement, whether due to fraud or error, and to issue a report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Information.



TGS TW PLT 202106000004 (LLP0026851-LCA) & AF002345 is a member of the TGS network, the members of which are separate and independent legal entities

**Reporting Accountants' responsibilities for the audit of the Financial Information (Cont'd)**

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Information of the combining entities, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the combining entities' internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the combining entities' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the Financial Information of the combining entities or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the combining entities to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Financial Information of the combining entities, including the disclosures, and whether the Financial Information of the combining entities represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the Financial Information of the combining entities or business activities within the combining entities as a basis for forming an opinion on the Financial Information of the combining entities. We are responsible for the direction, supervision and review of the audit work performed for purpose of the combining entities audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



TGS TW PLT 202106000004 (LLP0026851-LCA) & AF002345 is a member of the TGS network, the members of which are separate and independent legal entities

**Restriction on distribution and use**

This report has been prepared for inclusion in the Prospectus of Cheeding in connection with the initial public offering and listing of and quotation of the entire issued where capital of Cheeding on the ACE Market of Bursa Securities. As such, this report should not be used for any other purpose without our prior written consent.

**Other matter**

The significant event occurring after the end of the financial year ended 31 March 2025 is disclosed in Note 1(d) to the combined financial statements.

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants

OOI POH LIM
03087/10/2025 J
Chartered Accountant

KUALA LUMPUR
26 August 2025



TGS TW PLT 202106000004 (LLP0026851-LCA) & AF002345 is a member of the TGS network, the members of which are separate and independent legal entities

**CHEEDING HOLDINGS BERHAD**
(Incorporated in Malaysia)

**COMBINED STATEMENTS OF FINANCIAL POSITION**
**AS AT 31 MARCH 2025, 31 MARCH 2024, 31 MARCH 2023 AND 31 MARCH 2022**

| | | ← Audited → | | | |
|---|---|---|---|---|---|
| | Note | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
| **ASSETS** | | | | | |
| **Non-current assets** | | | | | |
| Property, plant and equipment | 4 | 10,814,426 | 9,102,540 | 7,583,796 | 4,351,077 |
| Investment properties | 5 | 8,450,630 | 8,624,840 | 8,799,050 | 8,973,260 |
| | | 19,265,056 | 17,727,380 | 16,382,846 | 13,324,337 |
| **Current assets** | | | | | |
| Trade receivables | 6 | 21,227,230 | 16,677,261 | 6,932,628 | 537,980 |
| Other receivables | 7 | 2,434,998 | 1,641,062 | 408,786 | 47,090 |
| Contract assets | 8 | 9,825,471 | 13,343,070 | 10,449,015 | 2,518,562 |
| Fixed deposits with licensed banks | 9 | 9,276,436 | 11,176,842 | 5,051,017 | 3,256,911 |
| Cash and bank balances | 10 | 32,036,043 | 3,033,016 | 534,609 | 2,068,068 |
| | | 74,800,178 | 45,871,251 | 23,376,055 | 8,428,611 |
| **Total assets** | | 94,065,234 | 63,598,631 | 39,758,901 | 21,752,948 |
| **EQUITY AND LIABILITIES** | | | | | |
| **EQUITY** | | | | | |
| Share capital | 11(a) | 1 | - | - | - |
| Invested equity | 11(b) | 9,500,000 | 9,500,000 | 9,500,000 | 9,500,000 |
| Retained earnings | | 40,873,305 | 33,026,709 | 17,571,466 | 9,343,639 |
| **Total equity** | | 50,373,306 | 42,526,709 | 27,071,466 | 18,843,639 |
| **LIABILITIES** | | | | | |
| **Non-current liabilities** | | | | | |
| Lease liabilities | 12 | - | 57,481 | 125,194 | 7,830 |
| Borrowings | 13 | 1,681,860 | 2,841,923 | 2,715,314 | 167,275 |
| Deferred tax liabilities | 14 | 256,000 | 256,000 | 256,000 | 149,000 |
| | | 1,937,860 | 3,155,404 | 3,096,508 | 324,105 |



TGS TW PLT For Identification Purposes Only

**CHEEDING HOLDINGS BERHAD**
(Incorporated in Malaysia)

**COMBINED STATEMENTS OF FINANCIAL POSITION**
**AS AT 31 MARCH 2025, 31 MARCH 2024, 31 MARCH 2023 AND 31 MARCH 2022 (CONT'D)**

| | | ← Audited → | | | |
|---|---|---|---|---|---|
| | Note | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
| **EQUITY AND LIABILITIES (CONT'D)** | | | | | |
| **LIABILITIES (CONT'D)** | | | | | |
| **Current liabilities** | | | | | |
| Lease liabilities | 12 | 5,738 | 108,953 | 112,611 | 9,001 |
| Borrowings | 13 | 1,442,373 | 1,280,404 | 869,826 | 29,380 |
| Trade payables | 15 | 4,878,073 | 3,817,139 | 4,453,243 | 1,437,520 |
| Other payables | 16 | 7,283,767 | 257,421 | 1,536,803 | 307,299 |
| Contract liabilities | 8 | 27,605,743 | 10,179,437 | 58,891 | 180,384 |
| Tax payable | | 538,374 | 2,273,164 | 2,559,553 | 621,620 |
| | | 41,754,068 | 17,916,518 | 9,590,927 | 2,585,204 |
| **Total liabilities** | | 43,691,928 | 21,071,922 | 12,687,435 | 2,909,309 |
| **Total equity and liabilities** | | 94,065,234 | 63,598,631 | 39,758,901 | 21,752,948 |

The accompanying notes form an integral part of the combined financial statements.



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**CHEEDING HOLDINGS BERHAD**
(Incorporated in Malaysia)

**COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEARS ENDED 31 MARCH 2025, 31 MARCH 2024, 31 MARCH 2023 AND 31 MARCH 2022**

| | | Audited | | | |
|---|---|---|---|---|---|
| | Note | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
| Revenue | 17 | 117,682,517 | 88,162,044 | 36,951,311 | 9,480,707 |
| Cost of sales | | (72,606,620) | (48,937,606) | (19,049,260) | (4,634,264) |
| **Gross profit** | | 45,075,897 | 39,224,438 | 17,902,051 | 4,846,443 |
| Other income | | 845,087 | 531,007 | 316,912 | 509,499 |
| Administrative expenses | | (10,736,253) | (12,093,861) | (6,944,494) | (5,571,363) |
| **Profit/(Loss) from operation** | | 35,184,731 | 27,661,584 | 11,274,469 | (215,421) |
| Finance costs | 18 | (217,318) | (250,343) | (50,775) | (7,555) |
| **Profit/(Loss) before tax** | 19 | 34,967,413 | 27,411,241 | 11,223,694 | (222,976) |
| Taxation | 20 | (8,620,817) | (6,955,998) | (2,995,867) | (52,886) |
| **Profit/(Loss) for the financial years, representing total comprehensive income/(loss) for the financial years** | | 26,346,596 | 20,455,243 | 8,227,827 | (275,862) |
| **Total comprehensive income/(loss) attributable to:** | | | | | |
| Owners of the Company | | 26,346,596 | 20,455,243 | 8,227,827 | (275,862) |
| **Earnings/(Losses) per share:** | | | | | |
| Basic (sen) | 21 | 3.30 | 2.57 | 1.03 | (0.03) |
| Diluted (sen) | 21 | * | * | * | * |

* There are no dilutive earnings per share as the combining entities do not have any dilutive instruments for the financial years.

The accompanying notes form an integral part of the combined financial statements.



TGS TW PLT For Identification Purposes Only

**CHEEDING HOLDINGS BERHAD**
(Incorporated in Malaysia)

**COMBINED STATEMENTS OF CHANGES IN EQUITY**
**FOR THE FINANCIAL YEARS ENDED**
**31 MARCH 2025, 31 MARCH 2024, 31 MARCH 2023 AND 31 MARCH 2022**

| | Note | Share capital RM | Invested equity RM | Retained earnings RM | Total equity RM |
|---|---|---|---|---|---|
| **At 1 April 2021** | | - | 9,500,000 | 14,119,501 | 23,619,501 |
| **Transaction with owners:** | | | | | |
| Dividends to owners of the combining entities | 22 | - | - | (4,500,000) | (4,500,000) |
| Loss for the financial year, representing total comprehensive loss for the financial year | | - | - | (275,862) | (275,862) |
| **At 31 March 2022** | | - | 9,500,000 | 9,343,639 | 18,843,639 |
| **At 1 April 2022** | | - | 9,500,000 | 9,343,639 | 18,843,639 |
| Profit for the financial year, representing total comprehensive income for the financial year | | - | - | 8,227,827 | 8,227,827 |
| **At 31 March 2023** | | - | 9,500,000 | 17,571,466 | 27,071,466 |
| **At 1 April 2023** | | - | 9,500,000 | 17,571,466 | 27,071,466 |
| **Transaction with owners:** | | | | | |
| Dividends to owners of the combining entities | 22 | - | - | (5,000,000) | (5,000,000) |
| Profit for the financial year, representing total comprehensive income for the financial year | | - | - | 20,455,243 | 20,455,243 |
| **At 31 March 2024** | | - | 9,500,000 | 33,026,709 | 42,526,709 |



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**CHEEDING HOLDINGS BERHAD**
(Incorporated in Malaysia)

**COMBINED STATEMENTS OF CHANGES IN EQUITY**
**FOR THE FINANCIAL YEARS ENDED**
**31 MARCH 2025, 31 MARCH 2024, 31 MARCH 2023 AND 31 MARCH 2022 (CONT'D)**

| | Note | Share capital RM | Invested equity RM | Retained earnings RM | Total equity RM |
|---|---|---|---|---|---|
| **At 1 April 2024** | | - | 9,500,000 | 33,026,709 | 42,526,709 |
| **Transaction with owners:** | | | | | |
| Issuance of ordinary share | 11(a) | 1 | - | - | 1 |
| Dividends to owners of the combining entities | 22 | - | - | (18,500,000) | (18,500,000) |
| Profit for the financial year, representing total comprehensive income for the financial year | | - | - | 26,346,596 | 26,346,596 |
| **At 31 March 2025** | | 1 | 9,500,000 | 40,873,305 | 50,373,306 |

The accompanying notes form an integral part of the combined financial statements.



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**CHEEDING HOLDINGS BERHAD**
(Incorporated in Malaysia)

**COMBINED STATEMENTS OF CASH FLOWS**
**FOR THE FINANCIAL YEARS ENDED**
**31 MARCH 2025, 31 MARCH 2024, 31 MARCH 2023 AND 31 MARCH 2022**

| | | ← Audited → | | | |
|---|---|---|---|---|---|
| | | **2025** | **2024** | **2023** | **2022** |
| | **Note** | **RM** | **RM** | **RM** | **RM** |
| **Cash flows from operating activities** | | | | | |
| Profit/(Loss) before tax | | 34,967,413 | 27,411,241 | 11,223,694 | (222,976) |
| Adjustments for: | | | | | |
| Depreciation of property, plant and equipment | | 1,744,017 | 2,095,898 | 1,361,652 | 1,292,825 |
| Depreciation of investment properties | | 174,210 | 174,210 | 174,210 | 176,496 |
| Gain on early termination of lease contracts | | (3,943) | - | - | - |
| Interest expenses | | 217,318 | 250,343 | 50,775 | 7,555 |
| Interest income | | (569,544) | (364,207) | (155,512) | (291,139) |
| Gain on disposal of property, plant and equipment | | - | - | - | (92,566) |
| Operating profit before working capital changes | | 36,529,471 | 29,567,485 | 12,654,819 | 870,195 |
| Changes in working capital: | | | | | |
| Receivables | | (5,343,905) | (10,976,909) | (6,756,344) | 3,770,359 |
| Payables | | 1,587,280 | (1,915,486) | 4,245,227 | (5,676,176) |
| Contract balances | | 20,943,905 | 7,226,491 | (8,051,946) | 2,731,547 |
| | | 17,187,280 | (5,665,904) | (10,563,063) | 825,730 |
| Cash generated from operations | | 53,716,751 | 23,901,581 | 2,091,756 | 1,695,925 |
| Interest received | | 234,346 | 4,652 | 138 | - |
| Tax paid | | (10,355,665) | (7,242,387) | (950,934) | (1,015,862) |
| Tax refunded | | 58 | - | - | - |
| Net cash from operating activities | | 43,595,490 | 16,663,846 | 1,140,960 | 680,063 |
| **Cash flows from investing activities** | | | | | |
| Purchase of property, plant and equipment | **A** | (4,967,735) | (2,542,198) | (743,958) | (293,684) |
| Purchase of investment properties | | - | - | - | (1,862,611) |
| Proceed from disposal of property, plant and equipment | | 1,831,980 | - | - | 125,000 |
| Net cash used in investing activities | | (3,135,755) | (2,542,198) | (743,958) | (2,031,295) |



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**CHEEDING HOLDINGS BERHAD**
(Incorporated in Malaysia)

**COMBINED STATEMENTS OF CASH FLOWS**
**FOR THE FINANCIAL YEARS ENDED**
**31 MARCH 2025, 31 MARCH 2024, 31 MARCH 2023 AND 31 MARCH 2022 (CONT'D)**

| | | ← Audited → | | | |
|---|---|---|---|---|---|
| | | **2025** | **2024** | **2023** | **2022** |
| | **Note** | **RM** | **RM** | **RM** | **RM** |
| **Cash flows from financing activities** | | | | | |
| Drawdown of term loans | 23 | - | 647,931 | - | - |
| Repayments of term loans | 23 | (50,109) | (34,967) | (29,551) | (31,192) |
| Repayments of hire-purchase creditors | 23 | (1,363,985) | (1,096,777) | (161,464) | (69,876) |
| Repayments of lease liabilities | **B** | (60,901) | (122,815) | (49,939) | (8,589) |
| Dividends paid to owners | | (12,000,000) | (5,000,000) | - | (4,500,000) |
| Interest received | | 335,198 | 359,555 | 155,374 | 291,139 |
| Interest paid | | (217,318) | (250,343) | (50,775) | (7,555) |
| Proceeds from issuance of share capital | | 1 | - | - | - |
| Withdrawal/(Placement) of fixed deposits pledged with licensed banks | | 5,035,637 | (6,125,825) | (1,794,106) | 5,711,689 |
| Net cash (used in)/from financing activities | | (8,321,477) | (11,623,241) | (1,930,461) | 1,385,616 |
| **Net cash increase/(decrease) in cash and cash equivalents** | | 32,138,258 | 2,498,407 | (1,533,459) | 34,384 |
| **Cash and cash equivalents at beginning of the financial year** | | 3,033,016 | 534,609 | 2,068,068 | 2,033,684 |
| **Cash and cash equivalents at end of the financial year** | | 35,171,274 | 3,033,016 | 534,609 | 2,068,068 |
| **Cash and cash equivalents at end of the financial years comprises:** | | | | | |
| Cash and bank balances | | 32,036,043 | 3,033,016 | 534,609 | 2,068,068 |
| Fixed deposits with licensed banks | | 9,276,436 | 11,176,842 | 5,051,017 | 3,256,911 |
| | | 41,312,479 | 14,209,858 | 5,585,626 | 5,324,979 |
| Less: Fixed deposits pledged with licensed banks | | (6,141,205) | (11,176,842) | (5,051,017) | (3,256,911) |
| | | 35,171,274 | 3,033,016 | 534,609 | 2,068,068 |



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**CHEEDING HOLDINGS BERHAD**
(Incorporated in Malaysia)

**COMBINED STATEMENTS OF CASH FLOWS**
**FOR THE FINANCIAL YEARS ENDED**
**31 MARCH 2025, 31 MARCH 2024, 31 MARCH 2023 AND 31 MARCH 2022 (CONT'D)**

**NOTES TO THE COMBINED STATEMENTS OF CASH FLOWS**

| | | ← Audited → | | | |
|---|---|---|---|---|---|
| | Note | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
| **A. Purchase of property, plant and equipment** | | | | | |
| Total additions | 4 | 5,383,735 | 3,614,642 | 4,594,371 | 293,684 |
| Purchase through lease arrangements | | (416,000) | (1,072,444) | (3,850,413) | - |
| Cash payment | | 4,967,735 | 2,542,198 | 743,958 | 293,684 |
| **B. Cash outflows for leases as a lessee** | | | | | |
| Included in net cash from operating activities: | | | | | |
| Payment relating to short-term leases | 19 | 157,019 | 211,666 | 148,256 | 69,206 |
| Payment relating to low value assets | 19 | 3,650 | 7,456 | 3,029 | 2,450 |
| | | 160,669 | 219,122 | 151,285 | 71,656 |
| Included in net cash (used in)/from financing activities: | | | | | |
| Payment of lease liabilities | 23 | 60,901 | 122,815 | 49,939 | 8,589 |
| Payment of interest of lease liabilities | 18 | 3,747 | 9,700 | 5,496 | 1,011 |
| | | 64,648 | 132,515 | 55,435 | 9,600 |
| | | 225,317 | 351,637 | 206,720 | 81,256 |

The accompanying notes form an integral part of the combined financial statements.



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**CHEEDING HOLDINGS BERHAD**
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL INFORMATION**

1. **Corporate information**

(a) **Introduction**

This report has been prepared solely to comply with the Prospectus Guidelines - Equity issued by the Securities Commision of Malaysia and for inclusion in the prospectus of Cheeding Holdings Berhad ("the Company") in connection with the initial public offering and listing of and quotation for the entire issued share capital of the Company on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") (hereinafter defined as "the Listing") and should not be relied upon for any other purposes.

(b) **Background**

The Company was incorporated on 11 September 2024 as a private limited liability company under the name of Cheeding Holdings Sdn. Bhd. and domiciled in Malaysia. On 6 November 2024, the Company was converted to public limited liability company and assumed its present name.

The registered office of the Company is located at Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan.

The principal place of business of the Company is located at Suite 923, Block B1, Level 9, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor Darul Ehsan.

(c) **Principal activities**

The Company's principal activity is investment holding.

The details of the subsidiaries as of the date of this report are as follows:

| Name of company | Effective interest % | Date of incorporation | Principal activities |
|---|---|---|---|
| Pembinaan Bukit Cheeding Sdn. Bhd. ("PBCSB") | 100 | 15 December 1993 | Provision of utilities engineering solutions, comprising engineering, procurement, construction, commissioning and maintenance of overhead and underground infrastructure, as well as substation engineering services and related activities. |



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1. **Corporate information (Cont'd)**

(c) **Principal activities (Cont'd)**

The details of the subsidiaries as of the date of this report are as follows: (Cont'd)

| Name of company | Effective interest % | Date of incorporation | Principal activities |
|---|---|---|---|
| BC Services Sdn. Bhd. ("BSSB") | 100 | 11 July 2006 | Supply of electrical and civil engineering related activities. |

(d) **Acquisition**

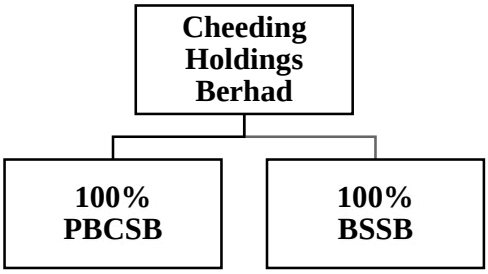
The Cheeding Holdings Group has been formed pursuant to the completion of the acquisition of its subsidiaries by the Company prior to the Listing.

The Company entered into a conditional share sale and purchase agreement on 5 November 2024 to acquire the entire equity interest in PBCSB for a total purchase consideration of RM42,526,704.94 to be satisfied by the issuance of 654,256,999 ordinary shares in the Company at an issue price of RM0.065 per share.

The Company entered into a conditional share sale and purchase agreement on 5 November 2024 to acquire the entire equity interest in BSSB for a total purchase consideration of RM1,129,000 to be satisfied via cash.

The acquisition was completed on 5 August 2025. PBCSB is consolidated using the merger method of accounting whereas BSSB is consolidated using the acquisition method of accounting.

Following the completion of the acquisitions of PBCSB and BSSB, the group structure of the Company is as follows:




(e) **Auditors**

The combined financial statements of Cheeding Holdings Group for the financial period/years ended 31 March 2025, 31 March 2024, 31 March 2023 and 31 March 2022 reflect the financial information of Cheeding and PBCSB. The financial information of BSSB is not included as BSSB will be consolidated using acquisition method accounting and will be acquired upon listing based on conditional share sale and purchase agreement on 5 November 2024.



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1. **Corporation information (Cont'd)**

(e) **Auditors (Cont'd)**

The relevant financial years of the audited financial statements used for the purpose of the combined financial statements ("Relevant Financial Years") and the auditors are as follows:

| Company | Relevant Financial Period/Years | Accounting Standard Applied | Auditors |
|---|---|---|---|
| Cheeding | FPE 31 March 2025 | Malaysian Financial Reporting Standards ("MFRS") | TGS TW PLT ("TGS") |
| PBCSB | FYE 31 March 2025 | MFRS | TGS |
| | FYE 31 March 2024 | MFRS | TGS |
| | FYE 31 March 2023* | Malaysian Private Entities Reporting Standards ("MPERS") | GEP Associates PLT ("GEP") |
| | FYE 31 March 2022* | MPERS | GEP |

*FPE - Financial period ended*
*FYE - Financial year ended*

* Reaudited by TGS, prepared in accordance with MFRSs and International Financial Reporting Standards for the purpose of this report.

The audited financial statements of Cheeding and PBCSB for the Relevant Financial Period/Years reported above were not subject to any qualification or modification.

2. **Basis of preparation**

(a) **Statement of compliance**

The combined financial statements of the combining entities have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs") and International Financial Reporting Standards ("IFRSs").

The combined financial statements consist of the financial statements of combining entities as disclosed in Note 1(c) to this report, which were under common control throughout the reporting years by virtue of common controlling shareholders.

The combined financial statements have been prepared using financial information obtained from the records of the combining entities during the reporting years.

The combined financial statements of the combining entities have been prepared under the historical cost convention, unless otherwise indicated in the combined financial statements.



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2. **Basis of preparation (Cont'd)**

(a) **Statement of compliance (Cont'd)**

**Adoption of amended standards**

During the financial year, the combining entities have adopted the following amendments to MFRSs issued by the Malaysian Accounting Standards Board ("MASB") that are mandatory for the current financial year:

| | |
|---|---|
| Amendments to MFRS 16 | Lease Liability in a Sale and Leaseback |
| Amendments to MFRS 101 | Classification of Liabilities as Current or Non-current |
| Amendments to MFRS 101 | Non-current Liabilities with Covenants |
| Amendments to MFRS 107 and MFRS 7 | Supplier Finance Arrangements |

**Standards issued but not yet effective**

The combining entities have not applied the following MFRSs that have been issued by the MASB but are not yet effective for the combining entities:

| | | Effective dates for financial periods beginning on or after |
|---|---|---|
| Amendments to MFRS 121 | Lack of Exchangeability | 1 January 2025 |
| Amendments to MFRS 9 and MFRS 7 | Amendments to the Classification and Measurement of Financial Instruments | 1 January 2026 |
| Amendments to MFRS 1<br>Amendments to MFRS 7<br>Amendments to MFRS 9<br>Amendments to MFRS 10<br>Amendments to MFRS 107 | Annual Improvements - Volume 11 | 1 January 2026 |
| Amendments to MFRS 9 and MFRS 7 | Contracts Referencing Nature-dependent Electricity | 1 January 2026 |
| MFRS 18 | Presentation and Disclosure in Financial Statements | 1 January 2027 |



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2. **Basis of preparation (Cont'd)**

(a) **Statement of compliance (Cont'd)**

The combining entities have not applied the following MFRSs that have been issued by the MASB but are not yet effective for the combining entities:

| | | Effective dates for financial periods beginning on or after |
|---|---|---|
| MFRS 19 | Subsidiaries without Public Accountability: Disclosures | 1 January 2027 |
| Amendments to MFRS 10 and MFRS 128 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture | Deferred until further notice |

The combining entities intend to adopt the above MFRSs when they become effective.

The initial applications of the above-mentioned MFRSs are not expected to have any significant impacts on the combined financial statements of the combining entities.

(b) **Functional and presentation currency**

These combined financial statements are presented in Ringgit Malaysia ("RM"), which is the combining entities' functional currency. All financial information is presented in RM and has been rounded to the nearest RM except when otherwise stated.

(c) **Significant accounting judgements, estimates and assumptions**

The preparation of the combining entities' combined financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.



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2. **Basis of preparation (Cont'd)**

(c) **Significant accounting judgements, estimates and assumptions (Cont'd)**

**Judgements**

The following are the judgements made by the management in the process of applying the combining entities' accounting policies that have the most significant effect on the amounts recognised in the combined financial statements;

Classification between investment properties and property, plant and equipment

The combining entities have developed certain criteria based on MFRS 140 *Investment Property* in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes.

If these portions could be sold separately (or leased out separately under a finance lease), the combining entities would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are significant that a property does not qualify as investment property.

Satisfaction of performance obligations in relation to contracts with customers

The combining entities is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method for recognising revenue. This assessment was made based on the terms and conditions of the contracts, and the provisions of relevant laws and regulations.

The combining entities recognise revenue over time in the following circumstances:

(a) the customer simultaneously receives and consumes the benefits provided by the combining entities' performance as the combining entities perform;
(b) the combining entities do not create an asset with an alternative use to the combining entities and has an enforceable right to payment for performance completed to date; and
(c) the combining entities' performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

Where the above criteria are not met, revenue is recognised at a point in time. Where revenue is recognised at a point of time, the combining entities assesses each contract with customers to determine when the performance obligation of the combining entities under the contract is satisfied.



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2. **Basis of preparation (Cont'd)**

(c) **Significant accounting judgements, estimates and assumptions (Cont'd)**

**Judgements (Cont'd)**

Determining the lease term of contracts with renewal and termination options - combining entities as lessee

The combining entities determine the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if they are reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if they are reasonably certain not to be exercised.

The combining entities have several lease contracts that include extension options. The combining entities apply judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the combining entities reassess the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew.

The combining entities include the renewal period as part of the lease term for leases of office building with non-cancellable period included as part of the lease term as these are reasonably certain to be exercised because there will be a significant negative effect on operation if to relocate the office building or suitable locations may not readily available. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

**Key sources of estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are set out below:

Useful lives of property, plant and equipment and investment properties

The combining entities regularly review the estimated useful lives of property, plant and equipment and investment properties based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment and investment properties would increase the recorded depreciation and decrease the value of property, plant and equipment and investment properties.



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2. **Basis of preparation (Cont'd)**

(c) **Significant accounting judgements, estimates and assumptions (Cont'd)**

**Key sources of estimation uncertainty (Cont'd)**

Revenue from construction contracts

Contract revenue and costs are recognised over the period of the contracts in the profit or loss by reference to the progress towards complete satisfaction of that performance obligation. The method used to measure stage of completion is proportion that costs incurred to date bear to estimated total costs of the contract. When the outcome of sales contract cannot be estimated reliably, revenue is recognised only to the extent to the expenses recognised that are recoverable.

Discount rate used in leases

Where the interest rate implicit in the lease cannot be readily determined, the combining entities use the incremental borrowing rate to measure the lease liabilities. The incremental borrowing rate is the interest rate that the combining entities would have to pay to borrow over a similar term, the funds necessary to obtain an asset of a similar value to the right-of-use asset ("ROU assets") in a similar economic environment. Therefore, the incremental borrowing rate requires estimation, particularly when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The combining entities estimate the incremental borrowing rate using observable inputs when available and is required to make certain entity-specific estimates.

Income taxes

Judgement is involved in determining the provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business.

The combining entities recognise liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.



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3. **Material accounting policies**

The combining entities apply the material accounting policies set out below, consistently throughout all periods presented in the combined financial statements unless otherwise stated.

(a) **Basis of consolidation**

(i) Consolidation

The combined financial statements of the combining entities for the financial year were prepared in manner similar to the "pooling of interest" method or merger method. Such manner of presentation reflects the economic substance of the combining entities, which were under common control throughout the relevant period, as a single economic enterprise, although the legal parent-subsidiary relationship was not established.

(ii) Common control business combination outside the scope of MFRS 3

A business combination involving entities under common control is a business combination in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. A business combination involving common control entities, and accordingly the accounting principles are used to include the assets, liabilities, results, equity changes and cash flows of the combining entities in the combined financial statements.

In applying merger accounting, combined financial statements items of the combining entities or businesses for the reporting years in which the common control combination occurs, and for any comparative years disclosed, are included in the combined financial statements of the entity as if the combination had occurred from the date when the combining entities first came wider the control of the controlling party or parties prior to the common control combination.

A single uniform set of accounting policies is adopted by the entity. Therefore, the entity recognised the assets, liabilities and equity of the combining entities or business at the carrying amounts in the combined financial statements of the controlling party or parties to the common control combination.



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3. **Material accounting policies (Cont'd)**

(a) **Consolidation (Cont'd)**

(ii) Common control business combination outside the scope of MFRS 3 (Cont'd)

The carrying amounts are included as if such combined financial statements had been prepared by the controlling party, including adjustments required for conforming the entity's accounting policies and applying those policies to all years presented. There is no recognition of any goodwill or excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of the common control combination. The effects of all transactions between the combining entities or businesses, whether occurring before or after the combination, are eliminated in preparing the combined financial statements of the entity.

Under the merger method of accounting, the results of subsidiaries are presented as if the merger had been effected throughout the current and previous years. The assets and liabilities are accounted for based on the carrying amounts from the perspective of the common control shareholders at the date of transfer. On combination, the cost of the merger is cancelled with the values of the shares received. Any resulting credit difference is classified as equity and regarded as a non-distributable reserve. Any resulting debit difference is adjusted against any suitable reserve. Any share premium, capital redemption reserve and any other reserves which are attributable to share capital of the merged entities, to the extent that they have not been capitalised by a debit difference, are reclassified and presented as movement in merger reserve.

(b) **Property, plant and equipment**

Property, plant and equipment, except for land and building, are measured at cost less accumulated depreciation and less any impairment losses.

(i) Recognition and measurement

Cost includes expenditures that are directly attributable to the acquisition of the assets and any other costs directly attributable to bringing the asset to working condition for its intended use, cost of replacing components parts of the assets, and the present value of the expected cost for the decommissioning of the assets after their use. All other repair and maintenance cost recognised in profit or loss as incurred.

Work-in-progress consists of an office premise under construction for intended use as future administrative operations. It is reclassified to property, plant and equipment once it is available for use. The amount is stated at cost, and it is not depreciated until it is ready for its intended use.



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3. **Material accounting policies (Cont'd)**

(b) **Property, plant and equipment (Cont'd)**

(ii) Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the combining entities and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment is recognised in the profit or loss as incurred.

(iii) Depreciation

Depreciation is recognised in the profit or loss on straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment from the date that they are available for use. Freehold land is not depreciated. Work-in-progress included in property, plant and equipment are not depreciated as these assets are not yet available for use.

The estimated useful lives for the current and comparative periods are as follows:

| | |
|---|---|
| Freehold building | 2% |
| Leasehold land | Over the lease term |
| Leasehold building | Over the lease term |
| Furniture and fittings | 20% |
| Motor vehicles | 20% |
| Office equipment | 20% |
| Plant and machinery | 20% |
| Renovation | 20% |

The residual values, useful lives and depreciation method are reviewed at each reporting period end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the property, plant and equipment.

(iv) Derecognition

Property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any, and the net carrying amount recognised in profit or loss.



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3. **Material accounting policies (Cont'd)**

(c) **Leases**

(i) Lease and non-lease components

At inception or on reassessment of a contract that contains a lease component, the combining entities allocate the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the combining entities are lessee, they have elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

(ii) Recognition exemption

The combining entities have elected not to recognise ROU assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The combining entities recognise the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(iii) Depreciation

The ROU assets under cost model are depreciated using the straight-line method from the commencement date to the earlier of the end of the useful lives of the ROU assets or the end of the lease term. The estimated useful lives of the ROU assets are determined on the same basis as those of property, plant and equipment as follows:

| | |
|---|---|
| Hostel | Over the lease term |
| Office | Over the lease term |

(d) **Investment properties**

Investment properties are properties held either to earn rental income or for capital appreciation, or for both, are measured at cost, including transaction costs, less any accumulated depreciation and impairment losses.

Fair value of the investment property under construction is not reliably determinable, the investment property under construction is measured at cost until either its fair value becomes reliably determinable, or construction is complete, which is earlier.

Investment properties are depreciated on straight-line method to write down the cost of each asset to their residual values over their estimated useful lives. Freehold lands are not depreciated. The principal annual depreciation rates are:

| | |
|---|---|
| Leasehold land | Over the lease term |
| Freehold building | 2% |
| Leasehold building | Over the lease term |



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3. **Material accounting policies (Cont'd)**

(d) **Investment properties (Cont'd)**

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Investment properties are derecognised upon disposal, with the resulting gains and losses recognised in the profit or loss.

(e) **Financial instruments**

At the reporting date, the combining entities carry only financial assets at amortised cost on its statement of financial position. The combining entities' financial assets at amortised cost include trade receivables, other receivables, fixed deposits with licensed banks and cash and bank balances.

At the reporting date, the combining entities carry only financial liabilities at amortised cost on its statement of financial position. The combining entities' financial liabilities at amortised cost include borrowings, trade payables and other payables.

(f) **Contract balances**

(i) Contract assets

Contract asset is the right to consideration for goods or services transferred to the customers. The combining entities' contract asset is the excess of revenue recognised over the billings to-date and deposits or advances received from customers.

Where there is objective evidence of impairment, the amount of impairment losses is determined by comparing the contract assets' carrying amount and the present value of estimated future cash flows to be generated by the contract asset.

Contract asset is reclassified to trade receivables at the point at which invoices have been billed to customers. Contract assets are subject to impairment assessment in accordance of MFRS 9 *Financial Instruments*.

(ii) Contract liabilities

Contract liability is the obligation to transfer goods or services to customers for which the combining entities have received consideration or has billed the customers. The combining entities' contract liabilities are recognised as revenue when the combining entities perform their obligation under the contracts.



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3. **Material accounting policies (Cont'd)**

(g) **Revenue recognition**

(i) Revenue from contracts with customers

Revenue from construction contracts

The combining entities recognise revenue from contracts over time when control over the asset has been transferred to the customers. The assets have no alternative use to the combining entities due to contractual restriction and the combining entities have an enforceable right to payment for performance completed to date. Revenue from contracts is measured at the transaction price agreed under the contracts.

Revenue is recognised over the period of the contract using the input method to measure the progress towards complete satisfaction of the performance obligations under the contracts i.e. based on the costs incurred for work performed to date.

The combining entities become entitled to invoice customers for construction of promised asset based on achieving a series of performance-related milestones (i.e. progress billing). The combining entities previously have recognised a contract asset for any work performed. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the progress billing exceeds the revenue recognised to date, the combining entities recognise contract liability for the difference. There is not considered to be a significant financing component in contracts with customers as the period between the recognition of revenue and the progress billing is always less than one year.

(ii) Rental income

Rental income is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

(iii) Interest income

Interest income is recognised on accruals basis using the effective interest method.



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## 4. Property, plant and equipment

| | Freehold land RM | Freehold building RM | Leasehold land RM | Leasehold building RM | Furniture and fittings RM | Motor vehicles RM | Office equipment RM | Plant and machinery RM | Renovation RM | Work in progress RM | Hostel RM | Office RM | Total RM |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Cost** | | | | | | | | | | | | | |
| At 1 April 2022 | 1,896,480 | 157,747 | 47,550 | 636,308 | 105,714 | 4,146,024 | 63,430 | 4,026,041 | - | - | - | 34,944 | 11,114,238 |
| Additions | - | - | - | - | 13,725 | 2,639,733 | - | 1,670,000 | - | - | 184,857 | 86,056 | 4,594,371 |
| At 31 March 2023 | 1,896,480 | 157,747 | 47,550 | 636,308 | 119,439 | 6,785,757 | 63,430 | 5,696,041 | - | - | 184,857 | 121,000 | 15,708,609 |
| Additions | - | - | - | 1,567,040 | 5,600 | 426,300 | 3,029 | 1,104,000 | 457,229 | - | 35,439 | 16,005 | 3,614,642 |
| Written off | - | - | - | - | - | - | (30,992) | - | - | - | - | - | (30,992) |
| At 31 March 2024 | 1,896,480 | 157,747 | 47,550 | 2,203,348 | 125,039 | 7,212,057 | 35,467 | 6,800,041 | 457,229 | - | 220,296 | 137,005 | 19,292,259 |
| Additions | - | - | - | 3,813,689 | 2,290 | 145,332 | 11,962 | 643,162 | - | 767,300 | - | - | 5,383,735 |
| Disposals | (1,831,980) | - | - | - | - | - | - | - | - | - | - | - | (1,831,980) |
| Expiration of lease contract | - | - | - | - | - | - | - | - | - | - | - | (34,944) | (34,944) |
| Early termination of lease contract | - | - | - | - | - | - | - | - | - | - | (205,434) | (102,061) | (307,495) |
| At 31 March 2025 | 64,500 | 157,747 | 47,550 | 6,017,037 | 127,329 | 7,357,389 | 47,429 | 7,443,203 | 457,229 | 767,300 | 14,862 | - | 22,501,575 |
| **Accumulated depreciation** | | | | | | | | | | | | | |
| At 1 April 2022 | - | 42,381 | 6,761 | 128,253 | 94,144 | 3,055,058 | 61,840 | 3,355,796 | - | - | - | 18,928 | 6,763,161 |
| Charge for the financial year | - | 3,155 | 615 | 12,729 | 5,901 | 809,236 | 530 | 478,738 | - | - | 31,333 | 19,415 | 1,361,652 |
| At 31 March 2023 | - | 45,536 | 7,376 | 140,982 | 100,045 | 3,864,294 | 62,370 | 3,834,534 | - | - | 31,333 | 38,343 | 8,124,813 |
| Charge for the financial year | - | 3,155 | 615 | 44,068 | 7,021 | 1,009,981 | 530 | 813,547 | 91,445 | - | 77,582 | 47,954 | 2,095,898 |
| Written off | - | - | - | - | - | - | (30,992) | - | - | - | - | - | (30,992) |
| At 31 March 2024 | - | 48,691 | 7,991 | 185,050 | 107,066 | 4,874,275 | 31,908 | 4,648,081 | 91,445 | - | 108,915 | 86,297 | 10,189,719 |
| Charge for the financial year | - | 3,155 | 615 | 77,202 | 7,027 | 765,106 | 1,648 | 737,155 | 91,445 | - | 40,939 | 19,725 | 1,744,017 |
| Expiration of lease contract | - | - | - | - | - | - | - | - | - | - | - | (34,944) | (34,944) |
| Early termination of lease contract | - | - | - | - | - | - | - | - | - | - | (140,565) | (71,078) | (211,643) |
| At 31 March 2025 | - | 51,846 | 8,606 | 262,252 | 114,093 | 5,639,381 | 33,556 | 5,385,236 | 182,890 | - | 9,289 | - | 11,687,149 |
| **Carrying amount** | | | | | | | | | | | | | |
| At 31 March 2025 | 64,500 | 105,901 | 38,944 | 5,754,785 | 13,236 | 1,718,008 | 13,873 | 2,057,967 | 274,339 | 767,300 | 5,573 | - | 10,814,426 |
| At 31 March 2024 | 1,896,480 | 109,056 | 39,559 | 2,018,298 | 17,973 | 2,337,782 | 3,559 | 2,151,960 | 365,784 | - | 111,381 | 50,708 | 9,102,540 |
| At 31 March 2023 | 1,896,480 | 112,211 | 40,174 | 495,326 | 19,394 | 2,921,463 | 1,060 | 1,861,507 | - | - | 153,524 | 82,657 | 7,583,796 |
| At 1 April 2022 | 1,896,480 | 115,366 | 40,789 | 508,055 | 11,570 | 1,090,966 | 1,590 | 670,245 | - | - | - | 16,016 | 4,351,077 |

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4. **Property, plant and equipment (Cont'd)**

(a) Including in net carrying amount of property, plant and equipment are ROU assets as follows:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Hostel | 5,573 | 111,381 | 153,524 | - |
| Office | - | 50,708 | 82,657 | 16,016 |
| | 5,573 | 162,089 | 236,181 | 16,016 |

(b) Additions to ROU assets are as follows:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Hostel | - | 35,439 | 184,857 | - |
| Office | - | 16,005 | 86,056 | - |
| | - | 51,444 | 270,913 | - |

(c) Depreciation charge of ROU assets are as follows:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Hostel | 40,939 | 77,582 | 31,333 | - |
| Office | 19,725 | 47,954 | 19,415 | 8,736 |
| | 60,664 | 125,536 | 50,748 | 8,736 |

(d) Property, plant and equipment pledged to licensed banks as security for banking facilities granted to the combining entities are as follows:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Freehold land | 64,500 | 1,896,480 | 1,896,480 | 1,896,480 |
| Freehold building | 105,901 | 109,056 | 112,211 | 115,366 |
| Leasehold building | 5,670,587 | 1,931,761 | 406,450 | 416,839 |
| Motor vehicles | 1,530,596 | 2,136,599 | 2,341,301 | - |
| Plant and machinery | 1,836,157 | 1,930,950 | 1,499,350 | - |
| | 9,207,741 | 8,004,846 | 6,255,792 | 2,428,685 |



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5. **Investment properties**

| | Freehold land RM | Freehold building RM | Leasehold land RM | Leasehold building RM | Total RM |
|---|---|---|---|---|---|
| **Cost** | | | | | |
| At 1 April 2022/ 31 March 2023/ 31 March 2024/ 31 March 2025 | 225,000 | 920,791 | 1,583,724 | 6,809,329 | 9,538,844 |
| **Accumulated depreciation** | | | | | |
| At 1 April 2022 | - | 182,056 | 55,990 | 327,538 | 565,584 |
| Charge for the financial year | - | 18,254 | 19,769 | 136,187 | 174,210 |
| At 31 March 2023 | - | 200,310 | 75,759 | 463,725 | 739,794 |
| Charge for the financial year | - | 18,254 | 19,769 | 136,187 | 174,210 |
| At 31 March 2024 | - | 218,564 | 95,528 | 599,912 | 914,004 |
| Charge for the financial year | - | 18,254 | 19,769 | 136,187 | 174,210 |
| At 31 March 2025 | - | 236,818 | 115,297 | 736,099 | 1,088,214 |
| **Carrying amount** | | | | | |
| At 31 March 2025 | 225,000 | 683,973 | 1,468,427 | 6,073,230 | 8,450,630 |
| At 31 March 2024 | 225,000 | 702,227 | 1,488,196 | 6,209,417 | 8,624,840 |
| At 31 March 2023 | 225,000 | 720,481 | 1,507,965 | 6,345,604 | 8,799,050 |
| At 1 April 2022 | 225,000 | 738,735 | 1,527,734 | 6,481,791 | 8,973,260 |
| **Fair value of investment properties** | | | | | |
| At 31 March 2025 | 349,317 | 1,144,848 | 2,266,537 | 8,691,802 | 12,452,504 |
| At 31 March 2024 | 283,231 | 1,016,621 | 2,142,615 | 8,508,992 | 11,951,459 |
| At 31 March 2023 | 283,231 | 1,016,621 | 2,142,615 | 8,508,992 | 11,951,459 |
| At 1 April 2022 | 283,231 | 1,016,621 | 2,142,615 | 8,508,992 | 11,951,459 |

(a) Income and expenses recognised in profit or loss

The following are recognised in profit or loss in respect of investment properties:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Income and expenses recognised in profit or loss: | | | | |
| Rental income | (175,600) | (166,800) | (161,400) | (95,794) |
| Direct operating expenses | 9,837 | 16,464 | 12,682 | 11,659 |



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5. **Investment properties (Cont'd)**

(b) Fair value basis of investment properties

Fair value of investment properties was estimated by the Directors based on internal appraisal of market values of comparable properties. The fair values are with Level 3 of the fair value hierarchy. The fair values have been derived using the sales comparison approach. Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable property.

There were no transfers between levels during the financial year.

(c) Investment properties pledged to licensed banks as securities for banking facilities granted to the combining entities are as follows:

| | 2025<br>RM | 2024<br>RM | 2023<br>RM | 2022<br>RM |
|---|---|---|---|---|
| Freehold land | 225,000 | 225,000 | 225,000 | 225,000 |
| Freehold building | 683,973 | 702,227 | 720,481 | 738,735 |
| Leasehold land | 1,020,707 | 1,033,628 | 1,046,549 | 1,059,470 |
| Leasehold building | 2,376,795 | 2,432,516 | 2,488,240 | 2,543,964 |
| | 4,306,475 | 4,393,371 | 4,480,270 | 4,567,169 |

6. **Trade receivables**

| | 2025<br>RM | 2024<br>RM | 2023<br>RM | 2022<br>RM |
|---|---|---|---|---|
| Trade receivables | 3,455,431 | 4,590,172 | 4,259,425 | 100,000 |
| Retention sum | 17,771,799 | 12,087,089 | 2,673,203 | 437,980 |
| | 21,227,230 | 16,677,261 | 6,932,628 | 537,980 |

Trade receivables are non-interest bearing and are generally on 30 days (2024: 30 days, 2023: 30 days and 2022: 30 days). They are recognised at their original invoice which represent their fair values on initial recognition.



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6. **Trade receivables (Cont'd)**

The following table provides information about the exposure to credit risk and allowance for expected credit losses ("ECLs") for trade receivables:

| | Gross amount RM | ECLs RM | Net amount RM |
|---|---|---|---|
| **2025** | | | |
| Not past due | 20,868,509 | - | 20,868,509 |
| Past due: | | | |
| Less than 30 days | 358,721 | - | 358,721 |
| | 21,227,230 | - | 21,227,230 |
| **2024** | | | |
| Not past due | 16,423,143 | - | 16,423,143 |
| Past due: | | | |
| Less than 30 days | 254,118 | - | 254,118 |
| | 16,677,261 | - | 16,677,261 |
| **2023** | | | |
| Not past due | 6,932,628 | - | 6,932,628 |
| **2022** | | | |
| Not past due | 437,980 | - | 437,980 |
| Past due: | | | |
| 61 to 90 days | 100,000 | - | 100,000 |
| | 537,980 | - | 537,980 |

7. **Other receivables**

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Non-trade receivables | - | 25,967 | 48,234 | - |
| Deposits | 141,007 | 53,960 | 210,721 | 18,940 |
| Prepayments | 133,253 | 419,676 | 149,831 | 28,150 |
| Prepayment for initial public offerring expenses | 2,160,738 | - | - | - |
| Advances to suppliers | - | 1,141,459 | - | - |
| | 2,434,998 | 1,641,062 | 408,786 | 47,090 |

Non-trade receivables are unsecured, non-interest bearing and repayable on demand.



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8. **Contract assets/(liabilities)**

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| At beginning of the financial year | 3,163,633 | 10,390,124 | 2,338,178 | 5,069,725 |
| Revenue recognised during the financial year | 117,682,517 | 88,162,044 | 36,951,311 | 9,480,707 |
| Less: Progress billing during the financial year | (138,626,422) | (95,388,535) | (28,899,365) | (12,212,254) |
| At end of the financial year | (17,780,272) | 3,163,633 | 10,390,124 | 2,338,178 |
| Presented as: | | | | |
| Contract assets | 9,825,471 | 13,343,070 | 10,449,015 | 2,518,562 |
| Contract liabilities | (27,605,743) | (10,179,437) | (58,891) | (180,384) |
| | (17,780,272) | 3,163,633 | 10,390,124 | 2,338,178 |

The contract assets primarily related to the combining entities' right to consideration for work completed on contracts but not yet billed as at the reporting date. This balance will be invoiced progressively upon the acceptance of completed works by customers.

The contract liabilities primarily relate to advanced considerations received/receivable from the customers. The amount will be recognised as revenue when the performance obligations are satisfied of which the revenue will be recognised.

The following table shows the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) as at the end of the reporting period:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Construction revenue | 127,221,309 | 130,436,321 | 160,432,507 | 10,184,966 |

Revenue expected to be recognised in the future relating to performance obligations that are unsatisfied (or partially satisfied) at the reporting date:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| 2023 | - | - | - | 9,767,728 |
| 2024 | - | - | 81,884,766 | 417,238 |
| 2025 | - | 74,943,538 | 78,547,741 | - |
| 2026 | 91,404,771 | 55,492,783 | - | - |
| 2027 | 35,816,538 | - | - | - |



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9. **Fixed deposits with licensed banks**

The interest rate of fixed deposits with licensed banks ranged from 2.10% to 2.80% (2024: 2.25% to 3.00%, 2023: 1.50% to 2.80% and 2022: 1.50% to 2.80%) per annum. The maturities of fixed deposits with licensed banks ranged from 1 to 12 months (2024: 1 to 12 months, 2023: 1 to 12 months and 2022: 1 to 12 months).

The fixed deposits with licensed banks amounting to RM6,141,205 (2024: RM11,176,842, 2023: RM5,051,017 and 2022: RM3,256,911) are pledged to licensed banks as security for banking facilities granted to the combining entities.

10. **Cash and bank balances**

The foreign currency profile of cash and bank balances are as follows:

| | 2025<br>RM | 2024<br>RM | 2023<br>RM | 2022<br>RM |
|---|---|---|---|---|
| United States Dollar ("USD") | 190 | 495 | 589 | 677 |

11. **Share capital/Invested equity**

(a) **Share capital**

| | Number of ordinary shares | | | |
|---|---|---|---|---|
| | 2025<br>Units | 2024<br>Units | 2023<br>Units | 2022<br>Units |
| At date of incorporation/ end of the financial year | 1 | - | - | - |

| | Amount | | | |
|---|---|---|---|---|
| | 2025<br>RM | 2024<br>RM | 2023<br>RM | 2022<br>RM |
| At date of incorporation/ end of the financial year | 1 | - | - | - |



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11. **Share capital/Invested equity (Cont'd)**

(b) **Invested equity**

| | Number of ordinary shares | | | |
|---|---|---|---|---|
| | **2025** | **2024** | **2023** | **2022** |
| | **Units** | **Units** | **Units** | **Units** |
| **Issued and fully paid share capital of PBCSB:** | | | | |
| At beginning/end of the financial year | 9,500,000 | 9,500,000 | 9,500,000 | 9,500,000 |

| | Amount | | | |
|---|---|---|---|---|
| | **2025** | **2024** | **2023** | **2022** |
| | **RM** | **RM** | **RM** | **RM** |
| **Issued and fully paid share capital of PBCSB:** | | | | |
| At beginning/end of the financial year | 9,500,000 | 9,500,000 | 9,500,000 | 9,500,000 |

The holder of ordinary shares is entitled to receive dividends as declared from time to time and is entitled to one vote per share at meetings for the combining entities. All ordinary shares rank equally with regards to the combining entities' residual assets.

12. **Lease liabilities**

| | **2025** | **2024** | **2023** | **2022** |
|---|---|---|---|---|
| | **RM** | **RM** | **RM** | **RM** |
| Non-current | - | 57,481 | 125,194 | 7,830 |
| Current | 5,738 | 108,953 | 112,611 | 9,001 |
| | 5,738 | 166,434 | 237,805 | 16,831 |



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12. **Lease liabilities (Cont'd)**

The maturity analysis of lease liabilities at the end of the reporting period:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Within 1 year | 5,850 | 114,200 | 121,400 | 9,600 |
| Between 1 - 5 years | - | 59,850 | 129,700 | 8,000 |
| 5 years and above | - | - | 2,500 | - |
| | 5,850 | 174,050 | 253,600 | 17,600 |
| Less: Future finance charges | (112) | (7,616) | (15,795) | (769) |
| Present value of lease liabilities | 5,738 | 166,434 | 237,805 | 16,831 |

The combining entities lease various hostels and offices. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

13. **Borrowings**

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| **Secured** | | | | |
| Term loans | 729,959 | 780,068 | 167,104 | 196,655 |
| Hire-purchase creditors | 2,394,274 | 3,342,259 | 3,418,036 | - |
| | 3,124,233 | 4,122,327 | 3,585,140 | 196,655 |
| **Non-current** | | | | |
| Term loans | 675,714 | 727,450 | 141,100 | 167,275 |
| Hire-purchase creditors | 1,006,146 | 2,114,473 | 2,574,214 | - |
| | 1,681,860 | 2,841,923 | 2,715,314 | 167,275 |
| **Current** | | | | |
| Term loans | 54,245 | 52,618 | 26,004 | 29,380 |
| Hire-purchase creditors | 1,388,128 | 1,227,786 | 843,822 | - |
| | 1,442,373 | 1,280,404 | 869,826 | 29,380 |
| | 3,124,233 | 4,122,327 | 3,585,140 | 196,655 |

The term loans are secured by the following:

(i) charge over property, plant and equipment of the combining entities as disclosed in Note 4 to the combined financial statements;

(ii) charge on fixed deposits with licensed banks of the combining entities as disclosed in Note 9 to the combined financial statements; and



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13. **Borrowings (Cont'd)**

The term loans are secured by the following: (Cont'd)

(iii) joint and several guarantee by Directors of the combining entities.

Term loan I is repayable by 132 monthly instalments (2024:132, 2023:132 and 2022: 132 monthly instalments) commencing from December 2016.

Term loan II is repayable by 240 monthly instalments (2024: 240, 2023: Nil and 2022: Nil) commencing from July 2023.

Term loan III is repayable by 240 monthly instalments (2024: 240, 2023: Nil and 2022: Nil) commencing from July 2023.

Hire-purchase creditors

| | 2025<br>RM | 2024<br>RM | 2023<br>RM | 2022<br>RM |
|---|---|---|---|---|
| Hire-purchase creditors are repayable as follows: | | | | |
| Non-current | 1,006,146 | 2,114,473 | 2,574,214 | - |
| Current | 1,388,128 | 1,227,786 | 843,822 | - |
| | 2,394,274 | 3,342,259 | 3,418,036 | - |

The maturity analysis of hire-purchase creditors at end of the reporting period:

| | 2025<br>RM | 2024<br>RM | 2023<br>RM | 2022<br>RM |
|---|---|---|---|---|
| Within 1 year | 1,492,585 | 1,392,680 | 1,019,874 | - |
| Between 1 - 5 years | 1,035,581 | 2,228,673 | 2,788,179 | - |
| | 2,528,166 | 3,621,353 | 3,808,053 | - |
| Less: Interest-in-suspense | (133,892) | (279,094) | (390,017) | - |
| Total | 2,394,274 | 3,342,259 | 3,418,036 | - |

The average effective interest rates per annum are as follows:

| | 2025<br>% | 2024<br>% | 2023<br>% | 2022<br>% |
|---|---|---|---|---|
| Term loans | 4.10 - 4.70 | 4.10 - 4.70 | 4.45 | 3.45 |
| Hire-purchase creditors | 2.00 - 4.36 | 2.00 - 4.36 | 2.00 - 3.57 | - |



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14. **Deferred tax liabilities**

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| At beginning of the financial year | 256,000 | 256,000 | 149,000 | 221,000 |
| Recognised in profit or loss | - | - | 107,000 | (72,000) |
| At end of the financial year | 256,000 | 256,000 | 256,000 | 149,000 |

The components of deferred tax liabilities are made up of temporary differences arising from:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Property, plant and equipment | 256,000 | 256,000 | 256,000 | 149,000 |

15. **Trade payables**

The normal trade credit terms granted to the combining entities is cash term to 90 days (2024: cash term to 90 days, 2023: 30 days and 2022: 30 days) depending on the term of the contracts.

16. **Other payables**

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Non-trade payables | 276,607 | 185,666 | 185,231 | 129,044 |
| Accruals | 490,405 | 55,000 | 1,334,817 | 161,500 |
| Dividend payable | 6,500,000 | - | - | - |
| Goods and services tax payable ("GST") | 16,755 | 16,755 | 16,755 | 16,755 |
| | 7,283,767 | 257,421 | 1,536,803 | 307,299 |

Non-trade payables are unsecured, non-interest bearing and repayable on demand.



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17. **Revenue**

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| **Revenue from contracts with customers:** | | | | |
| Project contract works | 117,682,517 | 88,162,044 | 36,951,311 | 9,480,707 |
| **Timing of revenue recognition:** | | | | |
| Over time | 117,682,517 | 88,162,044 | 36,951,311 | 9,480,707 |
| **Geographical market** | | | | |
| Malaysia | 117,682,517 | 88,162,044 | 36,951,311 | 9,480,707 |

18. **Finance costs**

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Interest expenses on lease liabilities | 3,747 | 9,700 | 5,496 | 1,011 |
| Interest expenses on term loans | 31,762 | 26,774 | 7,241 | 5,600 |
| Interest expenses on hire purchase | 181,809 | 213,869 | 38,038 | 944 |
| | 217,318 | 250,343 | 50,775 | 7,555 |

19. **Profit/(Loss) before tax**

Profit/(Loss) before tax is determined after charging/(crediting) amongst others, the following items:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Auditors' remuneration | 58,000 | 50,000 | 15,000 | 10,000 |
| Depreciation of property, plant and equipment | 1,744,017 | 2,095,898 | 1,361,652 | 1,292,825 |
| Depreciation of investment properties | 174,210 | 174,210 | 174,210 | 176,496 |
| Gain on disposal of property, plant and equipment | - | - | - | (92,566) |



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19. **Profit/(Loss) before tax (Cont'd)**

Profit/(Loss) before tax is determined after charging/(crediting) amongst others, the following items: (Cont'd)

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Gain on early termination of lease contract | (3,943) | - | - | - |
| Rental income | (175,600) | (166,800) | (161,400) | (95,794) |
| Interest income: | | | | |
| - Bank | (234,346) | (4,652) | (138) | - |
| - Fixed deposits with licensed banks | (335,198) | (359,555) | (155,374) | (291,139) |
| Lease expenses related to: | | | | |
| - Short-term leases (a) | 157,019 | 211,666 | 148,256 | 69,206 |
| - Low value assets (a) | 3,650 | 7,456 | 3,029 | 2,450 |
| Wages subsidy (b) | - | - | - | (30,000) |

(a) The combining entities lease various hostels and photostat machines with contract terms of not more than one year or with value not more than RM20,000. These leases are short-term or low value item. The combining entities have elected not to recognise ROU assets and lease liabilities for these leases.

(b) The combining entities were entitled to a wage subsidy programme introduced by the government of Malaysia in response to the COVID-19.

20. **Taxation**

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| **Tax expenses recognised in profit or loss** | | | | |
| **Current tax** | | | | |
| Current financial year provision | 8,678,374 | 6,946,669 | 2,886,533 | 117,424 |
| (Over)/Under provision in prior financial years | (57,557) | 9,329 | 2,334 | 7,462 |
| | 8,620,817 | 6,955,998 | 2,888,867 | 124,886 |
| **Deferred tax** | | | | |
| Origination and reversal of temporary differences | - | - | 107,000 | (72,000) |
| | 8,620,817 | 6,955,998 | 2,995,867 | 52,886 |



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20. **Taxation (Cont'd)**

A reconciliation of income tax expenses applicable to profit/(loss) before tax at the statutory income tax rate to income tax expenses at the effective income tax of the combining entities are as follows:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Profit/(Loss) before tax | 34,967,413 | 27,411,241 | 11,223,694 | (222,976) |
| At Malaysian statutory tax rate of 24% (2024, 2023 and 2022: 24%) | 8,392,179 | 6,578,698 | 2,693,687 | (53,514) |
| Expenses not deductible for tax purposes | 286,195 | 367,971 | 299,846 | 98,938 |
| (Over)/Under provision in prior financial years | (57,557) | 9,329 | 2,334 | 7,462 |
| | 8,620,817 | 6,955,998 | 2,995,867 | 52,886 |

21. **Earnings per share**

Basic earnings per share

The basic earnings per share are calculated based on the profit for the financial year attributable to owners of the combining entities and the enlarged number of ordinary shares in issue during the financial year as follows:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Profit/(Loss) attributable to owners of the combining entities | 26,346,596 | 20,455,243 | 8,227,827 | (275,862) |
| Number of enlarged ordinary shares (units) | 797,257,000 | 797,257,000 | 797,257,000 | 797,257,000 |
| Basic earnings/(losses) per ordinary share (sen) | 3.30 | 2.57 | 1.03 | (0.03) |

Diluted earnings per share

There are no diluted earnings per share as the combining entities do not have any dilutive potential ordinary shares outstanding as at the end of the reporting date.



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## 22. Dividends

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Dividends recognised as distribution to owners of the Company: | | | | |
| First interim single-tier dividend approximately of RM0.47 per ordinary share in respect of the financial year ended 31 March 2022 declared and paid on 20 October 2021 | - | - | - | 4,500,000 |
| First interim single-tier dividend approximately of RM0.53 per ordinary share in respect of the financial year ended 31 March 2024 declared on 14 June 2023 and paid on 15 June 2023 | - | 5,000,000 | - | - |
| First interim single-tier dividend approximately of RM1.05 per ordinary share in respect of the financial year ended 31 March 2025 declared on 3 May 2024 and paid on 15 May 2024 | 10,000,000 | - | - | - |
| Second interim single-tier dividend approximately of RM0.68 per ordinary share in respect of the financial year ended 31 March 2025 declared on 12 November 2024 and paid on 23 April 2025 | 6,500,000 | - | - | - |
| Third interim single-tier dividend approximately of RM0.21 per ordinary share in respect of the financial year ended 31 March 2025 declared on 26 December 2024 and paid on 27 December 2024 | 2,000,000 | - | - | - |
| | 18,500,000 | 5,000,000 | - | 4,500,000 |

The Board of Directors do not recommend any further dividend in respect of the current financial year.



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## 23. Reconciliation of liabilities arising from financing activities

The table below show the details changes in the liabilities of the combining entities arising from financing activities, including both cash and non-cash changes:

| | At 1.4.2024 RM | Drawdown RM | Repayment RM | Early Termination RM | At 31.3.2025 RM |
|---|---|---|---|---|---|
| Lease liabilities | 166,434 | - | (60,901) | (99,795) | 5,738 |
| Term loans | 780,068 | - | (50,109) | - | 729,959 |
| Hire-purchase creditors | 3,342,259 | 416,000 | (1,363,985) | - | 2,394,274 |
| | 4,288,761 | 416,000 | (1,474,995) | (99,795) | 3,129,971 |

| | At 1.4.2023 RM | Drawdown RM | Repayment RM | Early Termination RM | At 31.3.2024 RM |
|---|---|---|---|---|---|
| Lease liabilities | 237,805 | 51,444 | (122,815) | - | 166,434 |
| Term loans | 167,104 | 647,931 | (34,967) | - | 780,068 |
| Hire-purchase creditors | 3,418,036 | 1,021,000 | (1,096,777) | - | 3,342,259 |
| | 3,822,945 | 1,720,375 | (1,254,559) | - | 4,288,761 |

| | At 1.4.2022 RM | Drawdown RM | Repayment RM | Early Termination RM | At 31.3.2023 RM |
|---|---|---|---|---|---|
| Lease liabilities | 16,831 | 270,913 | (49,939) | - | 237,805 |
| Term loans | 196,655 | - | (29,551) | - | 167,104 |
| Hire-purchase creditors | - | 3,579,500 | (161,464) | - | 3,418,036 |
| | 213,486 | 3,850,413 | (240,954) | - | 3,822,945 |

| | At 1.4.2021 RM | Drawdown RM | Repayment RM | Early Termination RM | At 31.3.2022 RM |
|---|---|---|---|---|---|
| Lease liabilities | 25,420 | - | (8,589) | - | 16,831 |
| Term loans | 227,847 | - | (31,192) | - | 196,655 |
| Hire-purchase creditors | 69,876 | - | (69,876) | - | - |
| | 323,143 | - | (109,657) | - | 213,486 |

## 24. Staff costs

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Salaries and other emoluments | 6,624,743 | 7,774,125 | 3,571,964 | 3,159,938 |
| Defined contribution plans | 927,389 | 852,295 | 590,113 | 440,285 |
| Social security contributions | 55,007 | 100,588 | 46,913 | 29,952 |
| Other benefits | 87,921 | 89,508 | 37,849 | 35,000 |
| | 7,695,060 | 8,816,516 | 4,246,839 | 3,665,175 |

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24. **Staff costs (Cont'd)**

Included in staff costs is aggregate amount of remuneration received and receivable by the Directors of the combining entities during the financial years are as below:

| | 2025<br>RM | 2024<br>RM | 2023<br>RM | 2022<br>RM |
|---|---|---|---|---|
| Salaries and other emoluments | 1,815,131 | 3,464,119 | 520,000 | 978,500 |
| Defined contribution plans | 329,100 | 160,800 | 48,000 | 35,700 |
| Social security contributions | 2,396 | 2,525 | 1,361 | 1,186 |
| | 2,146,627 | 3,627,444 | 569,361 | 1,015,386 |

25. **Related party disclosures**

(a) Identifying related parties

For the purposes of these combined financial statements, parties are considered to be related to the combining entities if the combining entities have the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the combining entities and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the combining entities either directly or indirectly. The key management personnel comprise Directors and management personnel of the combining entities, having authority and responsibility for planning, directing and controlling the activities of the combining entities directly or indirectly.

(b) Significant related party transactions

Related party transactions have been entered into in the normal course of business under negotiated terms. In addition to the related party balances disclosed in elsewhere in the combined financial statements, the significant related party transactions of the combining entities are as follows:

| | 2025<br>RM | 2024<br>RM | 2023<br>RM | 2022<br>RM |
|---|---|---|---|---|
| **Transaction with a Director** | | | | |
| - Sale of land | 1,831,980 | - | - | - |
| - Rental paid | 8,000 | 19,200 | 19,200 | 19,200 |
| - Rental income | (66,000) | (66,000) | (66,000) | (66,000) |



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25. **Related party disclosures**

(b) Significant related party transactions

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| **Transaction with Directors and their close family member** | | | | |
| - Purchases | - | 1,250,200 | 470,800 | - |
| - Disposal of motor vehicle | - | - | - | 125,000 |
| - Rental income | (10,400) | (6,000) | (6,000) | (6,000) |

(c) Compensation of key management personnel

Remuneration of key management personnel other than Directors are as follows:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Salaries and other emoluments | 1,532,296 | 1,186,500 | - | - |
| Defined contribution plans | 294,324 | 237,300 | - | - |
| Social security contributions | 3,441 | 2,317 | - | - |
| | 1,830,061 | 1,426,117 | - | - |

26. **Segment information**

(a) Business segments

For management purposes, the combining entities are predominantly involved in provision of utilities engineering solutions, comprising engineering, procurement, construction, commissioning and maintenance of overhead and underground infrastructure, as well as substation engineering services and related activities.

Management monitors the operating results of its business units separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the combined financial statements.



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## 26. Segment information (Cont'd)

(a) Business segments (Cont'd)

Information about operating segments has not been reported separately as the combining entities' revenue, profit or loss, assets and liabilities are mainly confined to a single operating segment.

(b) Geographic information

No disclosure on geographical segment information as the combining entities predominantly operates in Malaysia.

(c) Major customers

The combining entities have customers base mainly consists of corporations. There was 1 customer that contributed 10% or more of the combining entities' revenue for the financial years ended 31 March 2025, 31 March 2024, 31 March 2023 and 31 March 2022.

## 27. Financial instruments

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis at amortised cost.

The following table analyses the financial assets and financial liabilities in the combined statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

| | 2025<br>RM | 2024<br>RM | 2023<br>RM | 2022<br>RM |
|---|---|---|---|---|
| **At amortised costs** | | | | |
| **Financial assets** | | | | |
| Trade receivables | 21,227,230 | 16,677,261 | 6,932,628 | 537,980 |
| Other receivables | 141,007 | 79,927 | 258,955 | 18,940 |
| Fixed deposits with licensed banks | 9,276,436 | 11,176,842 | 5,051,017 | 3,256,911 |
| Cash and bank balances | 32,036,043 | 3,033,016 | 534,609 | 2,068,068 |
| | 62,680,716 | 30,967,046 | 12,777,209 | 5,881,899 |
| **At amortised costs** | | | | |
| **Financial liabilities** | | | | |
| Borrowings | 3,124,233 | 4,122,327 | 3,585,140 | 196,655 |
| Trade payables | 4,878,073 | 3,817,139 | 4,453,243 | 1,437,520 |
| Other payables | 7,267,012 | 240,666 | 1,520,048 | 290,544 |
| | 15,269,318 | 8,180,132 | 9,558,431 | 1,924,719 |



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27. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies

The combining entities' financial risk management policy is to ensure that adequate financial resources are available for the development of the combining entities' operations whilst managing their credit, liquidity and market risks. The combining entities operate within clearly defined guidelines that are approved by the Board and the combining entities' policy is not to engage in speculative transactions.

The following sections provide details regarding the combining entities' exposure to the abovementioned financial risks and the objectives, policies and processes for the management of these risks.

(i) Credit risk

Credit risk is the risk of a financial loss to the combining entities if a customer or counterparty to a financial instrument fails to meet their contractual obligations. The combining entities' exposure to credit risk arises principally from trade receivables, other receivables, fixed deposits with licensed banks and cash and bank balances. There are no significant changes as compared to previous financial year.

The combining entities have adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk by dealing with creditworthy counterparties and deposit with banks and financial institutions with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

At each reporting date, the combining entities assess whether any of the receivables and contract assets are credit impaired.

The combining entities provide corporate guarantees to financial institutions as disclosed in Note 28 to the financial statements. The combining entities monitor on an ongoing basis the results of the customer made, and repayment made by the customer.

The gross carrying amounts of credit impaired receivables and contract assets are written off (either partial or full) when there is no realistic prospect of recovery. This is generally the case when combining entities determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, receivables and contract assets that are written off could still be subject to enforcement activities.

The carrying amounts of the financial assets recorded on the statement of financial position at the end of the financial year represent the combining entities' maximum exposure to credit risk.

There are no significant changes as compared to previous financial year.

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27. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(i) Credit risk (Cont'd)

As at the end of the financial year, the combining entities have 1 (2024: 1, 2023: 2 and 2022: 3) major customers and accounted for approximately 99.00% (2024: 98.73% 2023: 96.93% and 2022: 100%) of the trade receivables outstanding.

Financial guarantee contracts

All of the financial guarantee contracts are considered to be performing, have low risks of default and historically there were no instances where these financial guarantee contracts were called upon by the parties of which the financial guarantee contracts were issued to. Accordingly, no allowances were identified based on 12-month expected credit losses.

(ii) Liquidity risk

Liquidity risk refers to the risk that the combining entities will encounter difficulty in meeting their financial obligations as they fall due. The combining entities' exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The combining entities' funding requirements and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The combining entities finance their liquidity through internally generated cash flows and minimise liquidity risk by keeping committed credit lines available.

The following table analyses the remaining contractual maturity for non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the combining entities can be required to pay.

| | On demand or within 1 year RM | 1 to 5 years RM | More than 5 years RM | Total contractual cash flows RM | Total carrying amount RM |
|---|---|---|---|---|---|
| **2025** | | | | | |
| Non-derivative financial liabilities | | | | | |
| Lease liabilities | 5,850 | - | - | 5,850 | 5,738 |
| Borrowings | 1,576,357 | 1,305,152 | 661,456 | 3,542,965 | 3,124,233 |
| Trade payables | 4,878,073 | - | - | 4,878,073 | 4,878,073 |
| Other payables | 7,267,012 | - | - | 7,267,012 | 7,267,012 |
| | 13,727,292 | 1,305,152 | 661,456 | 15,693,900 | 15,275,056 |
| Financial guarantee* | 14,671,092 | - | - | 14,671,092 | |



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27. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

| | On demand or within 1 year RM | 1 to 5 years RM | More than 5 years RM | Total contractual cash flows RM | Total carrying amount RM |
|---|---|---|---|---|---|
| **2024** | | | | | |
| Non-derivative financial liabilities | | | | | |
| Lease liabilities | 114,200 | 59,850 | - | 174,050 | 166,434 |
| Borrowings | 1,476,872 | 2,537,117 | 679,028 | 4,693,017 | 4,122,327 |
| Trade payables | 3,817,139 | - | - | 3,817,139 | 3,817,139 |
| Other payables | 240,666 | - | - | 240,666 | 240,666 |
| | 5,648,877 | 2,596,967 | 679,028 | 8,924,872 | 8,346,566 |
| Financial guarantee* | 12,533,050 | - | - | 12,533,050 | |
| **2023** | | | | | |
| Non-derivative financial liabilities | | | | | |
| Lease liabilities | 121,400 | 129,700 | 2,500 | 253,600 | 237,805 |
| Borrowings | 1,056,666 | 2,935,347 | 11,048 | 4,003,061 | 3,585,140 |
| Trade payables | 4,453,243 | - | - | 4,453,243 | 4,453,243 |
| Other payables | 1,520,048 | - | - | 1,520,048 | 1,520,048 |
| | 7,151,357 | 3,065,047 | 13,548 | 10,229,952 | 9,796,236 |
| Financial guarantee* | 9,990,550 | - | - | 9,990,550 | |
| **2022** | | | | | |
| Non-derivative financial liabilities | | | | | |
| Lease liabilities | 9,600 | 8,000 | - | 17,600 | 16,831 |
| Borrowings | 36,792 | 147,168 | 47,840 | 231,800 | 196,655 |
| Trade payables | 1,437,520 | - | - | 1,437,520 | 1,437,520 |
| Other payables | 290,544 | - | - | 290,544 | 290,544 |
| | 1,774,456 | 155,168 | 47,840 | 1,977,464 | 1,941,550 |
| Financial guarantee* | 1,216,500 | - | - | 1,216,500 | |

* Based on the maximum amount that can be called for under the financial guarantee contract

(iii) Market risk

(a) Foreign currency risk

The combining entities are exposed to foreign currency risk on transactions that are denominated in currencies other than the respective functional currency of the combining entities. The currency giving rise to this risk solely in USD.



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27. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(a) Foreign currency risk (Cont'd)

The combining entities have not entered into any derivative instruments for hedging or trading purposes. Where possible, the combining entities will apply natural hedging by selling and purchasing in the same currency. However, the exposure to foreign currency risk is monitored from time to time by management. The combining entities' foreign exchange exposures in transactional currencies are kept to a minimal level.

The combining entities have minimal purchases denominated in foreign currencies. As such, the combining entities are not sensitive to foreign currency risk.

Foreign currency sensitivity analysis

Foreign currency risk arises from the combining entities which has a RM functional currency. The exposure to currency risk of the combining entities which does not have a RM functional currency is not material and hence, sensitivity analysis is not presented.

(b) Interest rate risk

The combining entities' fixed rate fixed deposits placed with licensed banks and borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The combining entities' variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

The combining entities manage their interest rate risk of their deposits with licensed financial institutions by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank and maintaining a prudent mix of short and long-term deposits.

The combining entities manage their interest rate risk exposure from interest bearing borrowings by obtaining financing with the most favourable interest rates in the market. The combining entities constantly monitor their interest rate risk by reviewing their debts portfolio to ensure favourable rates are obtained. The combining entities do not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.



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27. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(b) Interest rate risk (Cont'd)

The interest rate profile of the combining entities' significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| **Fixed rate instruments** | | | | |
| **Financial asset** | | | | |
| Fixed deposits with licensed banks | 9,276,436 | 11,176,842 | 5,051,017 | 3,256,911 |
| **Financial liability** | | | | |
| Hire-purchase creditors | (2,394,274) | (3,342,259) | (3,418,036) | - |
| Net financial asset | 6,882,162 | 7,834,583 | 1,632,981 | 3,256,911 |
| **Floating rate instruments** | | | | |
| **Financial liability** | | | | |
| Term loans | (729,959) | (780,068) | (167,104) | (196,655) |

Fair value sensitivity analysis for fixed rate instruments

The combining entities do not account for any fixed rate financial asset and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

Cash flow sensitivity analysis for floating rate instruments

A change in 1% interest rate at the end of the reporting period would have increased/(decreased) the combining entities' profit before tax by RM7,300 (2024: RM7,801, 2023: RM1,671 and 2022: RM1,967) respectively, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings. This analysis assumes that all other variables remain constant. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.



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27. **Financial instruments (Cont'd)**

(c) Fair value of financial instruments

The fair value of the financial assets and financial liabilities of the combining entities which are maturing within the next 12 months approximated their carrying amounts due to the relatively short-term maturity of the financial instruments or repayable on demand terms.

The carrying amounts of short-term receivables and payables, cash and bank balances, fixed deposits with licensed banks and short-term borrowings approximate their fair value due to the relatively short-term nature of these financial instruments and insignificant impact of discounting.

The carrying amount of long-term floating rate loans approximate their fair value as the loans will be re-priced to market interest rate on or near reporting date.

(i) Policy on transfer between levels

The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

There were no transfers between levels during current and previous financial years.

(ii) Level 1 fair value

Level 1 fair value is derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

(iii) Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

(iv) Level 3 fair value

Level 3 fair value for the financial assets and liabilities are estimated using unobservable inputs.

28. **Financial guarantee**

| | 2025<br>RM | 2024<br>RM | 2023<br>RM | 2022<br>RM |
|---|---|---|---|---|
| Performance guarantees given to contract customers in respect of project works | 14,671,092 | 12,533,050 | 9,990,550 | 1,216,500 |



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## 29. Capital commitment

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Contracted but not provided for: | | | | |
| - Renovation | 496,758 | - | - | - |

## 30. Capital management

The combining entities' objectives when managing capital are to safeguard the combining entities' ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the combining entities may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The combining entities monitor capital using a gearing ratio. The combining entities' policy is to maintain a prudent level of gearing ratio that complies with debt covenants and regulatory requirements. The gearing ratios at end of the reporting periods are as follows:

| | 2025 RM | 2024 RM | 2023 RM | 2022 RM |
|---|---|---|---|---|
| Total borrowings | 3,124,233 | 4,122,327 | 3,585,140 | 196,655 |
| Less: Cash and bank balances | (32,036,043) | (3,033,016) | (534,609) | (2,068,068) |
| Less: Fixed deposits with licensed banks | (9,276,436) | (11,176,842) | (5,051,017) | (3,256,911) |
| Net cash | (38,188,246) | (10,087,531) | (2,000,486) | (5,128,324) |
| Total equity | 50,373,306 | 42,526,709 | 27,071,466 | 18,843,639 |
| Gearing ratio (%) | NA | NA | NA | NA |

NA - gearing ratio not applicable as the cash and bank balances and fixed deposits with licensed banks of the combining entities are sufficient to settle the outstanding debt.

There were no changes in the combining entities' approach to capital management during the financial year.



TGS TW PLT For Identification Purposes Only

**CHEEDING HOLDINGS BERHAD**
(Incorporated in Malaysia)

## STATEMENT BY DIRECTORS

We, the undersigned, being two of the Directors of the combining entities, do hereby state that, in the opinion of the Directors, the combined financial statements set out on pages 5 to 52 are drawn up in accordance with Malaysian Financial Reporting Standards and International Financial Reporting Standards so as to give a true and fair view of the combined financial position of the combining entities as at 31 March 2025, 31 March 2024, 31 March 2023 and 31 March 2022 and of their combined financial performance and cash flows for the financial years ended 31 March 2025, 31 March 2024, 31 March 2023 and 31 March 2022.

Signed by the Board of Directors in accordance with a resolution of the Directors dated 26 August 2025.

| | |
|---|---|
| NG KIAN CHAI | NG CHAI HSIA |

KUALA LUMPUR

**CHEEDING HOLDINGS BERHAD**
(Incorporated in Malaysia)

**STATUTORY DECLARATION**

I, Yap Hoong Yun, being the Officer primarily responsible for the financial management of Cheeding Holdings Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 5 to 52 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declaration Act 1960.

Subscribed and solemnly declared by the abovenamed at Kuala Lumpur in the Federal Territory on 26 August 2025 )

YAP HOONG YUN
(MIA: 53826)

Before me,

PESURUHJAYA SUMPAH
W 800
AMIR BIN ISMAIL
01.01.2023-31.12.2025
MALAYSIA

Commissioner for Oaths

NO. 33-4, JALAN MEDAN TUANKU
50300 KUALA LUMPUR.

**CHEEDING HOLDINGS BERHAD**
**Registration No.: 202401038246 (1584093-K)**
(Incorporated in Malaysia)

# PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025

**TGS TW PLT**

**CHARTERED ACCOUNTANTS**

## 14. REPORTING ACCOUNTANTS' LETTER ON PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION

The Board of Directors
**Cheeding Holdings Berhad**
Suite 923, Block B1, Level 9
Leisure Commerce Square
No. 9, Jalan PJS 8/9
46150 Petaling Jaya
Selangor Darul Ehsan

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants
Unit E-16-2B,
Level 16, Icon Tower (East)
No.1, Jalan 1/68F, Jalan Tun Razak
50400 Kuala Lumpur.
Tel : +603 9771 4326
Email: tgsaudit@tgs-tw.com
www.tgs-tw.com

Dear Sirs,

**CHEEDING HOLDINGS BERHAD ("CHEEDING" OR "THE COMPANY") REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025**

We have completed our assurance engagement to report on the compilation of Pro Forma Combined Statements of Financial Position of Cheeding Holdings Berhad and its subsidiaries (collectively known as "the combining entities" or "the Group") as at 31 March 2025 and the related notes (which we have stamped for the purpose of identification) prepared by the Board of Directors of Cheeding ("Board") for the inclusion in the Prospectus in connection with the listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing").

The applicable criteria on the basis of which the Board have compiled the Pro Forma Combined Statements of Financial Position are described in the notes thereon to the Pro Forma Combined Statements of Financial Position. The Pro Forma Combined Statements of Financial Position is prepared in accordance with the requirements of the Prospectus Guidelines issued by the Securities Commission Malaysia ("Prospectus Guidelines") and the Guidance Note for Issuers of Pro Forma Financial Information issued by the Malaysia Institute of Accountants.

The Pro Forma Combined Statements of Financial Position have been compiled by the Board to illustrate the impact of the transactions as set out in notes thereon to the Pro Forma Combined Statements of Financial Position as if the transactions have been undertaken on 31 March 2025 and for inclusion into the prospectus of the Group in connection with the listing of and quotation for the entire enlarged issued share capital of the Group on the Listing.

As part of this process, information about the combining entities' combined financial position has been extracted by the Board from the audited statements of financial position of the combining entities as at 31 March 2025, on which was reported by us to the members of the combining entities on 26 August 2025 without any modification.

**Directors' Responsibility for the Pro Forma Combined Statements of Financial Position**

The Board is solely responsible for compiling the Pro Forma Combined Statements of Financial Position on the basis of the Applicable Criteria as set out in the notes thereon to the Pro Forma Combined Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines.



TGS TW PLT 202106000004 (LLP0026851-LCA) & AF002345 is a member of the TGS network, the members of which are separate and independent legal entities

**Our Independence and Quality Control**

We are independent in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board of Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Our firm applies *International Standard on Quality Management ("ISQM") 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Our Responsibility**

Our responsibility is to express an opinion as required by the Prospectus Guidelines, about whether the Pro Forma Combined Statements of Financial Position have been properly compiled, in all material respects, by the Board on the basis of the Applicable Criteria as described in notes thereon to the Pro Forma Combined Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines.

We conducted our engagement in accordance with *International Standard on Assurance Engagements ("ISAE") 3420 Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled, in all material respects, the Pro Forma Combined Statements of Financial Position on the basis of the Applicable Criteria.

For the purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Combined Statements of Financial Position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Combined Statements of Financial Position.

The purpose of the Pro Forma Combined Statements of Financial Position included in the Prospectus is solely to illustrate the impact of a significant event or transaction or unadjusted financial information on the entity as if the events had occurred or the transactions had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Combined Statements of Financial Position have been compiled, in all material respects, on the basis of the Applicable Criteria involves performing procedures to assess whether the Applicable Criteria used by the Board of Directors of the Company in the compilation of the Pro Forma Combined Statements of Financial Position provide a reasonable basis for presenting the significant effects directly attributable to the events or transactions, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Combined Statements of Financial Position reflects the proper application of those adjustments to the unadjusted financial information.



TGS TW PLT 202106000004 (LLP0026851-LCA) & AF002345 is a member of the TGS network, the members of which are separate and independent legal entities

**Our Responsibility (Cont'd)**

The procedures selected depend on our judgement, having regard to our understanding of the nature of the combining entities, the event or transaction in respect of which the Pro Forma Combined Statements of Financial Position has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Combined Statements of Financial Position.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Opinion**

In our opinion, the Pro Forma Combined Statements of Financial Position have been compiled, in all material respects, on the basis of the Applicable Criteria set out in the notes thereon to the Pro Forma Combined Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines.

**Other Matters**

This report has been prepared solely for the purpose of inclusion in the Prospectus of Cheeding Holdings Berhad in connection with the Listing. It is not intended to be used for any other purposes without our prior written consent. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this letter contrary to the aforesaid purpose.

Yours faithfully,

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants

OOI POH LIM
03087/10/2025 J
Chartered Accountant

Kuala Lumpur
26 August 2025



TGS TW PLT 202106000004 (LLP0026851-LCA) & AF002345 is a member of the TGS network, the members of which are separate and independent legal entities

## 14. REPORTING ACCOUNTANTS' LETTER ON PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION

**CHEEDING HOLDINGS BERHAD**
**PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025**

The Pro Forma Combined Statements of Financial Position of the Group as at 31 March 2025 as set out below are provided for illustrative purposes only to show the effects of the transactions as mentioned in Note 2 to the Pro Forma Combined Statements of Financial Position on the assumption that these transactions were completed on 31 March 2025, and should be read in conjunction with the notes accompanying to the Pro Forma Combined Statements of Financial Position.

| | Note | As at 31 March 2025 | Adjustments for Acquisitions and Subsequent Events | Proforma I After Acquisition and Subsequent Events | Adjustments for Public Issue | Proforma II After Public Issue | Adjustments for Utilisation of Proceeds | Proforma III After Utilisation of Proceeds |
|---|---|---|---|---|---|---|---|---|
| | | RM | RM | RM | RM | RM | RM | RM |
| **ASSETS** | | | | | | | | |
| **Non-current assets** | | | | | | | | |
| Property, plant and equipment | 3.01 | - | 10,814,426 | 10,814,426 | - | 10,814,426 | 3,200,000 | 14,014,426 |
| Investment properties | 3.02 | - | 8,450,630 | 8,450,630 | - | 8,450,630 | - | 8,450,630 |
| Goodwill | 3.03 | - | 239,456 | 239,456 | - | 239,456 | - | 239,456 |
| **Total non-current assets** | | - | | 19,504,512 | | 19,504,512 | | 22,704,512 |
| **Current assets** | | | | | | | | |
| Trade receivables | 3.04 | - | 21,597,230 | 21,597,230 | - | 21,597,230 | - | 21,597,230 |
| Other receivables | 3.05 | 2,160,738 | 274,260 | 2,434,998 | - | 2,434,998 | (2,160,738) | 274,260 |
| Contract assets | 3.06 | - | 9,825,471 | 9,825,471 | - | 9,825,471 | - | 9,825,471 |
| Tax recoverable | 3.07 | - | 51,320 | 51,320 | - | 51,320 | - | 51,320 |
| Fixed deposits with licensed banks | 3.08 | - | 9,276,436 | 9,276,436 | - | 9,276,436 | - | 9,276,436 |
| Cash and bank balances | 3.09 | 1 | 31,416,174 | 31,416,175 | 51,480,000 | 82,896,175 | (8,539,262) | 74,356,913 |
| **Total current assets** | | 2,160,739 | | 74,601,630 | | 126,081,630 | | 115,381,630 |
| **Total assets** | | 2,160,739 | | 94,106,142 | | 145,586,142 | | 138,086,142 |

**CHEEDING HOLDINGS BERHAD**
**PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)**

The Pro Forma Combined Statements of Financial Position of the Group as at 31 March 2025 as set out below are provided for illustrative purposes only to show the effects of the transactions as mentioned in Note 2 to the Pro Forma Combined Statements of Financial Position on the assumption that these transactions were completed on 31 March 2025, and should be read in conjunction with the notes accompanying to the Pro Forma Combined Statements of Financial Position.(Cont'd)

| | Note | As at 31 March 2025 | Adjustments for Acquisitions and Subsequent Events | Proforma I After Acquisition and Subsequent Events | Adjustments for Public Issue | Proforma II After Public Issue | Adjustments for Utilisation of Proceeds | Proforma III After Utilisation of Proceeds |
|---|---|---|---|---|---|---|---|---|
| | | RM | RM | RM | RM | RM | RM | RM |
| **EQUITY AND LIABILITIES** | | | | | | | | |
| **EQUITY** | | | | | | | | |
| **Equity attributable to owners of Cheeding Holdings Berhad:-** | | | | | | | | |
| Share capital | 3.10 | 1 | 42,526,705 | 42,526,706 | 51,480,000 | 94,006,706 | (1,859,824) | 92,146,882 |
| Merger deficit | 3.11 | - | (33,026,705) | (33,026,705) | - | (33,026,705) | - | (33,026,705) |
| (Accumulated loss)/ Retained earnings | 3.12 | (3,000) | 40,876,305 | 40,873,305 | - | 40,873,305 | (3,340,176) | 37,533,129 |
| **Total equity** | | (2,999) | | 50,373,306 | | 101,853,306 | | 96,653,306 |
| **LIABILITIES** | | | | | | | | |
| **Non-current liabilities** | | | | | | | | |
| Borrowings | 3.13 | - | 1,681,860 | 1,681,860 | - | 1,681,860 | (1,681,860) | - |
| Deferred tax liabilities | 3.14 | - | 256,000 | 256,000 | - | 256,000 | - | 256,000 |
| **Total non-current liabilities** | | - | | 1,937,860 | | 1,937,860 | | 256,000 |



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**CHEEDING HOLDINGS BERHAD**
**PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)**

The Pro Forma Combined Statements of Financial Position of the Group as at 31 March 2025 as set out below are provided for illustrative purposes only to show the effects of the transactions as mentioned in Note 2 to the Pro Forma Combined Statements of Financial Position on the assumption that these transactions were completed on 31 March 2025, and should be read in conjunction with the notes accompanying to the Pro Forma Combined Statements of Financial Position.(Cont'd)

| | Note | As at 31 March 2025 | Adjustments for Acquisitions and Subsequent Events | Proforma I After Acquisition and Subsequent Events | Adjustments for Public Issue | Proforma II After Public Issue | Adjustments for Utilisation of Proceeds | Proforma III After Utilisation of Proceeds |
|---|---|---|---|---|---|---|---|---|
| | | RM | RM | RM | RM | RM | RM | RM |
| **EQUITY AND LIABILITIES (CONT'D)** | | | | | | | | |
| **LIABILITIES (CONT'D)** | | | | | | | | |
| **Current liabilities** | | | | | | | | |
| Trade payables | 3.15 | - | 4,878,073 | 4,878,073 | - | 4,878,073 | - | 4,878,073 |
| Other payables | 3.16 | 2,163,738 | (1,339,063) | 824,675 | - | 824,675 | - | 824,675 |
| Contract liabilities | 3.17 | - | 27,605,743 | 27,605,743 | - | 27,605,743 | - | 27,605,743 |
| Lease liabilities | 3.18 | - | 5,738 | 5,738 | - | 5,738 | - | 5,738 |
| Borrowings | 3.13 | - | 1,442,373 | 1,442,373 | - | 1,442,373 | (618,140) | 824,233 |
| Tax payable | 3.19 | - | 538,374 | 538,374 | - | 538,374 | - | 538,374 |
| Dividend payable | 3.20 | - | 6,500,000 | 6,500,000 | - | 6,500,000 | - | 6,500,000 |
| **Total current liabilities** | | 2,163,738 | | 41,794,976 | | 41,794,976 | | 41,176,836 |
| **Total liabilities** | | 2,163,738 | | 43,732,836 | | 43,732,836 | | 41,432,836 |
| **Total equity and liabilities** | | 2,160,739 | | 94,106,142 | | 145,586,142 | | 138,086,142 |
| Issued ordinary share capital (Unit) | 3.10 | 1 | 654,256,999 | 654,257,000 | 143,000,000 | 797,257,000 | | 797,257,000 |
| Net assets per share attributable to owners of Cheeding Holdings Berhad (RM) | | (2,999.00) | | 0.08 | | 0.13 | | 0.12 |
| Lease liabilities and Borrowings | | - | | 3,129,971 | | 3,129,971 | | 829,971 |
| Gearing ratio (times) | | - | | 0.06 | | 0.03 | | 0.01 |

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## CHEEDING HOLDINGS BERHAD

## NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025

### 1. BASIS OF PREPARATION

The Pro Forma Combined Statements of Financial Position of the Group has been prepared for illustrative purposes and on the assumptions that all the transactions mentioned as per Note 2 to the Pro Forma Combined Statements of Financial Position had taken place on 31 March 2025.

The Pro Forma Combined Statements of Financial Position have been prepared based on accounting policies and basis which are consistent with those disclosed in the audited combined financial statements of the combining entities for the financial year ended 31 March 2025 and in accordance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS"), the requirements of the Prospectus Guidelines and in a manner consistent with the format of financial statements and accounting policies of the Group except for the adoption of the following new accounting policy:

**Merger method of accounting**

The Pro Forma Combined Statements of Financial Position are combined using the merger method as these companies are under the common control by the same party both before and after the acquisition of Pembinaan Bukit Cheeding Sdn. Bhd. ("PBCSB"). When the merger method is used, the difference between the cost of investment recorded by the Group and the share capital of the subsidiary are accounted for as merger deficit in the Pro Forma Combined Statements of Financial Position.

PBCSB is regarded as a continuing entity resulting from the reorganisation exercise because the management of PBCSB, which participated in the reorganisation exercise was under common control before and immediately after the reorganisation exercise. The Group has applied the merger method of accounting on a retrospective basis and restated its comparative as if the consolidation had taken place before the state of the earliest period presented in the financial statements.

**Acquisition method of accounting**

The Group has applied the acquisition method to account for business combinations of BC Services Sdn. Bhd. ("BC Services"). The consideration transferred for the acquisition of BC Services is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree, and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in business combination are measured initially at their fair values at the acquisition date.

The excess of the aggregate of the consideration transferred the acquisition date fair value of any previous equity interest in acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. Goodwill is measured at cost less accumulated impairment losses when the total consideration transferred measured at fair value is over the fair value of the net assets of BC Services as at 31 December 2024.

### 2. LISTING SCHEME

(i) **Pro Forma I: Acquisitions and Subsequent Events**

The Acquisitions entails the followings:

a) Acquiring the entire equity interest of PBCSB for a purchase consideration of RM42,526,704.94 to be satisfied via the issuance of 654,256,999 new ordinary shares in Cheeding ("Shares") at an issue price of RM0.065 per Share based on the audited net assets of PBCSB as at 31 March 2024.

b) Acquiring the entire equity interest of BC Services for total consideration of RM1,129,000 to be satisfied via cash based on the audited net assets of BC Services as at 31 December 2023.

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**CHEEDING HOLDINGS BERHAD**

**NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)**

2. **LISTING SCHEME (CONT'D)**

(ii) **Pro Forma II: Public Issue**

The Public Issue involves a public issue of 143,000,000 new Shares, representing approximately 17.94% of the enlarged total number of issued Shares at an issue price of RM0.36 per share.

In conjunction with the IPO, the Company list and quote its entire enlarged issued share capital comprising 797,257,000 Shares on the ACE Market of Bursa Malaysia Securities Berhad.

(iii) **Pro Forma III: Utilisation of Proceeds**

Gross proceeds from the Public Issue of RM51,480,000 are expected to be utilised as follows:

| Details of use of proceeds | Estimated timeframe for the use of proceeds from the date of listing | RM | % of total gross proceeds from the Public Issue |
|---|---|---|---|
| Repayment of bank borrowings[(1)] | Within 6 months | 2,300,000 | 4.47% |
| Capital expenditure[(2)] | Within 24 months | 3,200,000 | 6.22% |
| Performance bond for future projects of the Group[(3)] | Within 24 months | 16,150,000 | 31.37% |
| Working capital[(4)] | Within 24 months | 24,630,000 | 47.84% |
| Estimated listing expenses[(5)] | Within 3 months | 5,200,000 | 10.10% |
| **Total estimated proceeds** | | **51,480,000** | **100.00%** |

(1) The Company has allocated RM2.30 million of the proceeds to be raised from the Public Issue to settle part of the Group's outstanding bank borrowings, comprising several term loans and hire purchase facilities.

(2) The Company has allocated RM3.20 million of the proceeds to be raised from the Public Issue to acquire machineries, comprising 2 units of cranes and 5 units of excavators.

(3) The Company has allocated RM16.15 million of the proceeds from Public Issue as security to financial institutions in obtaining performance bonds for the Group's future projects.

(4) The Company has allocated RM24.63 million of the proceeds from Public Issue for working capital purposes. These shall comprise among others, material purchases, subcontractor's fees as well as other operating and administrative expenses.

(5) The listing expenses are estimated at RM5.20 million and will be set off against the share capital and profit or loss accordingly. The apportionment is disclosed in Notes 3.10 and 3.12. The Company will bear all fees and expenses incidental to the Listing including professional fees, fees to authorities, underwriting, placement and brokerage fees, as well as printing, advertisement and other incidental charges relating to the Listing. If the actual listing expenses are higher than estimated, the shortfall will be funded from the Company's internally generated funds and conversely for working capital.

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**CHEEDING HOLDINGS BERHAD**

**NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)**

3. **EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION**

3.01 **PROPERTY, PLANT AND EQUIPMENT**

The movements in property, plant and equipment are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | 10,814,426 |
| As per Pro Forma I to II | 10,814,426 |
| Pursuant to Utilisation of Proceeds | |
| - Capital expenditure | 3,200,000 |
| As per Pro Forma III | 14,014,426 |

3.02 **INVESTMENT PROPERTIES**

The movements in investment properties are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | 8,450,630 |
| As per Pro Forma I to III | 8,450,630 |

3.03 **GOODWILL**

The movements in goodwill are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | 239,456 |
| As per Pro Forma I to III | 239,456 |

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**CHEEDING HOLDINGS BERHAD**

**NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)**

3. **EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)**

3.04 **TRADE RECEIVABLES**

The movements in trade receivables are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | 21,597,230 |
| As per Pro Forma I to III | 21,597,230 |

3.05 **OTHER RECEIVABLES**

The movements in other receivables are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | 2,160,738 |
| Pursuant to Acquisitions and Subsequent Events | 274,260 |
| As per Pro Forma I to II | 2,434,998 |
| Pursuant to Utilisation of Proceeds | |
| - Listing expenses | (2,160,738) |
| As per Pro Forma III | 274,260 |

3.06 **CONTRACT ASSETS**

The movements in contract assets are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | 9,825,471 |
| As per Pro Forma I to III | 9,825,471 |

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**CHEEDING HOLDINGS BERHAD**

**NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)**

3. **EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)**

3.07 **TAX RECOVERABLE**

The movements in tax recoverable are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | 51,320 |
| As per Pro Forma I to III | 51,320 |

3.08 **FIXED DEPOSITS WITH LICENSED BANKS**

The movements in fixed deposits with licensed banks are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | 9,276,436 |
| As per Pro Forma I to III | 9,276,436 |

3.09 **CASH AND BANK BALANCES**

The movements in cash and bank balances are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | 1 |
| Pursuant to Acquisitions and Subsequent Events | 31,416,174 |
| As per Pro Forma I | 31,416,175 |
| Pursuant to Public Issue | 51,480,000 |
| As per Pro Forma II | 82,896,175 |
| Pursuant to Utilisation of Proceeds | |
| - Capital expenditure | (3,200,000) |
| - Repayment of borrowings | (2,300,000) |
| - Listing expenses | (3,039,262) |
| As per Pro Forma III | 74,356,913 |

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**CHEEDING HOLDINGS BERHAD**

**NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)**

3. **EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)**

3.10 **SHARE CAPITAL**

The movements in share capital are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | 1 |
| Pursuant to Acquisitions and Subsequent Events | 42,526,705 |
| As per Pro Forma I | 42,526,706 |
| Pursuant to Public Issue | 51,480,000 |
| As per Pro Forma II | 94,006,706 |
| Pursuant to Utilisation of Proceeds | |
| Less: Listing expenses* | (1,859,824) |
| As per Pro Forma III | 92,146,882 |

* The listing expenses of RM1,859,824 directly attributable to the Public Issue will be offset against share capital and the remaining listing expenses of RM3,340,176 that is attributable to the Listing will be expensed off to profit and loss.

3.11 **MERGER DEFICIT**

The movements in merger deficit are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | (33,026,705) |
| As per Pro Forma I to III | (33,026,705) |

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**CHEEDING HOLDINGS BERHAD**

**NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)**

3. **EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)**

3.12 **(ACCUMULATED LOSS)/RETAINED EARNINGS**

The movements in (accumulated loss)/retained earnings are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | (3,000) |
| Pursuant to Acquisitions and Subsequent Events | 40,876,305 |
| As per Pro Forma I to II | 40,873,305 |
| Pursuant to Utilisation of Proceeds | |
| - Listing expenses* | (3,340,176) |
| As per Pro Forma III | 37,533,129 |

* The listing expenses of RM1,859,824 directly attributable to the Public Issue will be offset against share capital and the remaining listing expenses of RM3,340,176 that is attributable to the Listing will be expensed off to profit and loss.

3.13 **BORROWINGS**

The movements in borrowings are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | |
| - Non-current liabilities | 1,681,860 |
| - Current liabilities | 1,442,373 |
| As per Pro Forma I to II | 3,124,233 |
| Pursuant to Utilisation of Proceeds | |
| - Repayment of borrowings | (2,300,000) |
| As per Pro Forma III | 824,233 |



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**CHEEDING HOLDINGS BERHAD**

**NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)**

3. **EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)**

3.14 **DEFERRED TAX LIABILITIES**

The movements in deferred tax liabilities are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | 256,000 |
| As per Pro Forma I to III | 256,000 |

3.15 **TRADE PAYABLES**

The movements in trade payables are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | 4,878,073 |
| As per Pro Forma I to III | 4,878,073 |

3.16 **OTHER PAYABLES**

The movements in other payables are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | 2,163,738 |
| Pursuant to Acquisitions and Subsequent Events | (1,339,063) |
| As per Pro Forma I to III | 824,675 |

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**CHEEDING HOLDINGS BERHAD**

**NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)**

3. **EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)**

3.17 **CONTRACT LIABILITIES**

The movements in contract liabilities are as follows:

| | RM |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | 27,605,743 |
| As per Pro Forma I to III | 27,605,743 |

3.18 **LEASE LIABILITIES**

The movements in lease liabilities are as follows:

| | RM |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | |
| - Current liabilities | 5,738 |
| As per Pro Forma I to III | 5,738 |

3.19 **TAX PAYABLE**

The movements in tax payable are as follows:

| | RM |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | 538,374 |
| As per Pro Forma I to III | 538,374 |

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**CHEEDING HOLDINGS BERHAD**

**NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)**

3. **EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)**

3.20 **DIVIDEND PAYABLE**

The movements in dividend payable are as follows:

| | **RM** |
|---|---|
| As at 31 March 2025 | - |
| Pursuant to Acquisitions and Subsequent Events | 6,500,000 |
| As per Pro Forma I to III | 6,500,000 |



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## 14. REPORTING ACCOUNTANTS' LETTER ON PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION

**CHEEDING HOLDINGS BERHAD**

**PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025**

**APPROVAL BY THE BOARD OF DIRECTORS**

Approved and adopted by the Board of Directors in accordance with a resolution dated 26 August 2025.

On behalf of the Board of Directors

| | |
|---|---|
| Ng Kian Chai<br>Director | Ng Chai Hsia<br>Director |

## 15. STATUTORY AND OTHER GENERAL INFORMATION

### 15.1 SHARE CAPITAL

(i) No securities will be allotted or issued or offered on the basis of this Prospectus later than 6 months after the date of the issuance of this Prospectus.

(ii) As at the date of this Prospectus, our Company has only 1 class of shares, namely ordinary shares, all of which rank equally with one another. There are no special rights attached to our Shares.

(iii) Save for the issuance of our subscriber's share upon our incorporation and new Shares issued for the Acquisition of Pembinaan Bukit Cheeding and Public Issue as disclosed in this Prospectus, no shares, debentures, warrants, options, convertible securities or uncalled capital of our Company or our subsidiaries have been issued or proposed to be issued as fully or partly paid-up in cash or otherwise, during the Financial Periods Under Review and up to the date of this Prospectus. Details of the share capital of our subsidiaries, namely Pembinaan Bukit Cheeding and BC Services, are set out in **Section 6** of this Prospectus.

(iv) None of the share capital of our Company or our subsidiaries is under option or agreed conditionally or unconditionally to be put under option as at the date of this Prospectus.

(v) As at the LPD, save for the Public Issue Shares reserved for subscription by our Eligible Parties as disclosed in **Section 4.3.1(b)** of this Prospectus,

(a) no Director or employee of our Group has been or is entitled to be given or has exercised any option to subscribe for any share of our Company or our subsidiary; and

(b) there is no scheme involving our Directors or employees of our Group in the shares of our Company or our subsidiary.

(vi) Our Company and our subsidiaries do not have any outstanding convertible debt security as at the date of this Prospectus.

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## 15. STATUTORY AND OTHER GENERAL INFORMATION

### 15.2 EXTRACT OF OUR CONSTITUTION

The following is extracted from our Constitution and is qualified in its entirety by the remainder of the provision of our Constitution and by applicable law.

The words and expressions appearing in the following provisions shall bear the same meanings used in our Constitution unless there are otherwise defined herein or the context otherwise requires.

**(i) Transfer of securities**

**(1) Clause 29 – Transfer in writing**

Subject to this Constitution, the Central Depositories Act and the Rules, any Member may transfer all or any of his Securities (except those Deposited Securities which are for the time being designated as securities in suspense) by an instrument in writing in the form prescribed and approved by the Exchange upon which the Company is listed on the Exchange. The instrument shall have been executed by or on behalf of the transferor and the transferee, and the transferor shall remain the holder of the Securities transferred until the transfer is registered and the name of the transferee is entered in the Record of Depositors.

**(2) Clause 30 – Transfer of Securities**

The transfer of any Deposited Securities shall be made by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such Deposited Securities.

**(3) Clause 31 - No restriction on the transfer of fully paid Securities**

Subject to this Constitution, the Central Depositories Act and the Rules, there shall be no restriction on the transfer of fully paid Securities except where required by law.

**(4) Clause 32(a) – Refusal to register**

The Central Depository may, in its absolute discretion, refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and/or the Rules.

**(5) Clause 33 – Suspension of registration**

Subject to the provisions of the Act, the Central Depositories Act, the Rules and the Listing Requirements, the registration of transfers of any Securities may be suspended at such times and for such periods as the Directors may from time to time determine PROVIDED ALWAYS that no part of the Register may be closed for such periods as the Directors may from time to time determine PROVIDED ALWAYS that it shall not be closed for more than thirty (30) days in any year. Any notice of intention to close the Register and the reason thereof shall be given to the Exchange. Such closure of the Register shall be at least ten (10) Market Days (or such other period as prescribed by the Exchange from time to time) after the date of notification to the Exchange stating the purpose or purposes for the suspension. In this respect, the Company shall request the Central Depository, in accordance with the Rules, to issue the appropriate Record of Depositors.

## 15. STATUTORY AND OTHER GENERAL INFORMATION

### (ii) Remuneration of Directors

**(1) Clause 100 – Directors' Remuneration**

Subject to the Act and the Listing Requirements, the fees of the Directors and any benefits payable to the Directors shall from time to time be determined by way of an ordinary resolution of the Company in a general meeting and such fees shall be divided among the Directors in such proportions and manner as the Directors may determine and in default of agreement equally, except that if a Director has held office for part only of the period in respect of which such fees are payable, such a Director shall be entitled only to that proportion of the fees as is related to the period during which he has held office PROVIDED ALWAYS that:-

(i) salaries, benefits and other emoluments payable to executive Director(s) pursuant to an employment contract or a contract of service need not be determined by the Company in a general meeting but such salaries may not include a commission on or percentage of turnover;

(ii) fees payable to non-executive Directors shall be a fixed sum and not by way of a commission on or percentage of profits or turnover; and

(iii) any fee paid to an Alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

**(2) Clause 101 – Reimbursement of expenses**

(a) The Directors shall be entitled to be reimbursed for all travelling or expenses as may be incurred in attending meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. In addition to the foregoing, a Director shall be entitled to such reasonable fixed allowance as may be determined by the Directors in respect of any attendance at any meeting and/or the performance of any duty or other things required of him as a Director.

(b) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board provided that in the case of non-executive Directors, the said remuneration shall not include a commission on or percentage of profits or turnover. In the case of an executive Director, such fee may be either in addition to or in substitution for any director's fees payable to him from time to time.

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**(3) Clause 127 - Remuneration of chief executive, executive Director, managing Director**

The remuneration of the chief executive, executive Director, managing Director or any person holding an equivalent position, shall, from time to time be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive a pension, gratuity or other benefits upon their retirement.

**(iii) Voting and borrowing powers of Directors**

**(1) Clause 77 – Chairman's casting vote**

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

**(2) Clause 105 – Directors' borrowing powers**

(a) Subject to the Act and the Listing Requirements, the Directors may exercise all the powers of the Company to do all or any of the following for any debt, liability, or obligation of the Company or of any related party (as defined in Section 7 of the Act):

(i) borrow money;

(ii) mortgage or charge its undertaking, property, and uncalled capital, or any part of the undertaking, property and uncalled capital;

(iii) issue debentures and other securities whether outright or as security;

(iv) lend and advance money or give credit to any person or company;

(v) guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; and/or

(vi) secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or of any related party (as defined in Section 7 of the Act).

(b) The Directors shall not borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

**(3) Clause 108 – Appointment of attorneys**

The Directors may from time to time by power of attorney under the Seal, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

**(4) Clause 109 – Signing of cheques etc.**

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be in such manner as the Directors may from time to time by resolution determine.

**(5) Clause 115 – Meeting of Directors**

(a) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of any of the Directors, summon a meeting of the Directors.

(b) The meeting of the Directors may be held fully virtual or hybrid at more than one venue using any technology or method. A member of the Board or any invitees may participate in the meeting by means of a telephone conference, or any other audio, or audio visual, or communication means which allows all persons participating in the meeting to hear and speak with each other and such Director or person shall be regarded for all purposes as personally attended such a meeting and such Director shall be counted in a quorum and be entitled to vote on the resolutions tabled at the meeting.

**(6) Clause 119 – Votes by majority and chairman of the meeting to have a casting vote**

Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes of the Directors present and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote, except where at the meeting only two (2) Directors form a quorum, the chairman of the meeting at which only such a quorum is present, or only two (2) Directors are competent to vote on the question at issue shall not have a casting vote.

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**(7) Clause 121 – Disclosure of interest**

Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly, duties or interests might be created in conflict with his duty or interest as a Director of the Company. A general notice in writing, which complies with Section 221(4) of the Act or its equivalent, given to the Board by any Director shall be deemed to be a sufficient declaration of interest in relation to the subject matter of the notice.

**(8) Clause 122 – Restriction on voting**

Subject to the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest and if he shall do so his vote shall not be counted. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or proposed contract or arrangement in which he is in any way interested.

**(9) Clause 123 – Power to vote**

A Director may vote in respect of:

(i) any arrangement for giving the Director himself or any other Directors any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or

(ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part, under a guarantee or indemnity or by the deposit of a security;

(iii) any contract by the Director himself to subscribe for or underwrite shares or debentures of the Company; or

(iv) any contract or arrangement with any other company in which he is interested only as an officer of the Company or as a holder of shares or other securities in that company.

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**(10) Clause 125 – Alternate Directors**

(a) A Director may appoint any other person approved by a majority of the Board to act as his alternate provided that any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The Alternate Director shall not be required to hold any shares in the Company but shall be entitled to receive notices of all meetings and to attend, speak and vote, and be counted for the quorum, and generally to exercise all powers, rights, duties and authorities of the Director appointing him, at any such meeting at which the Director appointing him is not present. For the avoidance of doubt, an Alternate Director may not vote nor attend any meeting at which the Director appointing him is present. Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors, and any appointment or revocation under this Constitution shall be effected by notice in writing to be delivered to the Secretary of the Company. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointor for any reason ceases to be a Director.

(b) No Director may act as an Alternate Director, and a person may not act as an Alternate Director for more than one (1) Director.

(c) If any Director retires by rotation and is re-elected by the meeting or is, pursuant to this Constitution, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an Alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointor had not so retired.

(d) Every person acting as an Alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him.

**(11) Clause 129 – Power of Directors to appoint committees**

The Directors may establish any committees (including, without limitation, a management committee), local boards or agencies comprising two (2) or more persons for managing any other affairs of the Company either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretion vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. The regulations herein contained for the proceedings of Directors shall so far as not altered by any regulations made by the Directors apply also to the meetings and proceedings of any committee.

**(iv) Changes to share capital or variation of class rights and rights, preferences and restrictions attached to each class of securities relating to voting, dividend, liquidation and any special rights**

**(1) Clause 5 – Class of shares**

The share capital of the Company is its issued share capital. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred and/or other special rights, privileges, conditions and/or restrictions as to dividends, capital, voting and/or otherwise.

**(2) Clause 6 – Allotment of shares**

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of this Constitution, the Act, any Applicable Laws, and to the provisions of any resolution of the Company, the Board may issue, allot or grant rights to subscribe for or otherwise dispose of such shares to such persons at such price, on such terms and conditions, with such preferred, deferred or other special rights and subject to such restrictions and at such times as the Board may determine but the Board in making any issue of shares shall comply with the following conditions:-

(i) in the case of shares, other than ordinary shares, no special rights shall be attached until the same has been expressed in this Constitution and in the resolution creating the same;

(ii) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the Members in general meetings;

(iii) every issue of shares or options to employees and/or Directors of the Company and/or its subsidiaries under an employee share option scheme shall be approved by the Members in general meeting;

(iv) no Director shall participate in a scheme that involves a new issuance of shares or options unless the Members in a general meeting have approved the specific allotment to be made to such Director; and

(v) except in the case of an issue of Securities on a pro-rata basis to all Members, or, pursuant to a back-to-back placement or a Dividend Reinvestment Scheme undertaken in compliance with the Listing Requirements, there shall be no issuance and allotment of Securities to a Director, major shareholder, chief executive or person connected with any Director, major shareholder or chief executive (hereinafter referred to as the “interested Director”, “interested major shareholder”, “interested chief executive” or “interested person connected with a Director, major shareholder or chief executive” respectively) unless the Members in a general meeting have approved of the specific allotment to be made to such aforesaid interested Director, interested major shareholder, interested chief executive or interested person connected with a Director, major shareholder or chief executive, as the case may be. In this Constitution, “major shareholder”, “chief executive”, “person connected with any Director, major shareholder or chief executive” and “Dividend Reinvestment Scheme” shall have the meaning ascribed thereto in the Listing Requirements.

**(3) Clause 7 – Rights of preference shareholders**

Subject to the Act and the Listing Requirements, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed and the Company shall not unless with the consent of the existing preference shareholders at a class of meeting issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have:

(i) the same rights as ordinary shareholders as regards to receiving notices, reports and audited accounts and attending general meetings of the Company; and

(ii) the right to vote at any meeting convened for the purpose of reducing the capital of the Company or on a proposal to wind up or during the winding up of the Company, or sanctioning a sale of the whole of the Company's undertaking, property or business, or where any resolution to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares or part of the dividend is in arrears for more than six (6) months.

**(4) Clause 9 – Variation of class rights**

Subject to Section 91 of the Act, if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with:

(i) the consent in writing of the holders of not less than seventy-five per centum (75%) of the total voting rights of the Members in that class; or

(ii) the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two (2) persons holding or representing by proxy at least one-third of the number of the issued shares of the class (excluding any shares of that class held as treasury shares) and that any holder of shares of the class present in person or by proxy may demand a poll and shall be entitled on a poll to one (1) vote for every such share held by him. For adjourned meetings, the quorum is one (1) person present holding shares of such class. To every such special resolution, the provisions of Section 292 of the Act shall with such adaptations as are necessary, apply.

**(5) Clause 10 – Ranking of class rights**

The rights conferred upon the holders of any shares or class of shares issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of such shares, as regards to participation in the profits or assets of the Company in some or in all respect be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

**(6) Clause 41 - Person entitled may receive dividends etc**

Where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to receive and may give a discharge for all dividends and other moneys payable in respect of the shares as the registered holder would have been entitled to if he had not died or become bankrupt, but he shall not be entitled to receive notice of or to attend or vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a Member, unless and until he shall have become a Member in respect of the shares.

**(7) Clause 53 – Rights of stock holders**

The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages with regards to dividends, participation in assets on a winding up, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, so that none of such rights, privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such rights, privileges or advantages.

**(8) Clause 55 – Power to increase capital**

The Company in a general meeting may from time to time, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital, voting or otherwise as the general meeting resolving upon such increase may direct.

**(9) Clause 56 - Issue of new shares to Members**

Subject to any direction to the contrary that may be given by the Company in general meeting and the Listing Requirements, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. Notwithstanding the above, the Directors shall not be required to offer any new ordinary shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created to the holders of the existing shares where the said shares or securities are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company.

For the avoidance of doubt, where the approval of Members is obtained in a general meeting for any issuance of shares or convertible securities, including approvals obtained for implementation of a scheme that involves a new issuance of shares or other convertible securities to employees of the Company and its subsidiaries and approval obtained under Sections 75 and 76 of the Act, such approval shall be deemed to be a direction to the contrary given in general meeting which will render the pre-emptive rights above inapplicable.

In any case and in respect of any issuance of shares or convertible securities, the pre-emptive rights of Members are strictly as contained in the Constitution and accordingly, the provisions of Section 85 of the Act in respect of pre-emptive rights to new shares, shall not apply and the Company is not required to offer new shares or convertible securities in proportion to the shareholdings of the existing Members.

**(10) Clause 58 – Power to alter capital**

Subject to the provisions of this Constitution and the Act, the Company may by ordinary resolution:

(i) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;

(ii) convert all or any of its paid-up shares into stock and reconvert that stock into fully-paid shares;

(iii) subdivide its shares or any of its shares, such that whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or

(iv) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

**(11) Clause 59 – Power to reduce share capital**

The Company may by special resolution, reduce its share capital in any manner permitted or authorised under and in compliance with the Act and the Applicable Laws.

**(12) Clause 60 – Purchase by the Company of its own shares**

The Company may, subject to it obtaining such approval from the relevant authorities (if required) and to its compliance with the Act, the Listing Requirements and the Applicable Laws, purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the Act, the Listing Requirements and all Applicable Laws. The provisions of Clauses 58 and 59 herein above shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under this Clause. The cancellation of shares purchased shall not be deemed to be a reduction of share capital within the meaning of the Act.

**(13) Clause 148 – Payment of dividends**

Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Constitution as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.

## 15.3 NO LIMITATION ON THE RIGHT TO OWN SECURITIES

There are no limitations on the right to own securities, including limitations on the right of non-resident or foreign shareholders to hold or exercise voting rights on our Shares imposed by law or by constituent documents of our Company.

## 15.4 MATERIAL CONTRACTS

Save as disclosed below, our Group has not entered into any material contracts which are not in the ordinary course of our Group's business within the Financial Periods Under Review up to the date of this Prospectus.

15.4.1 sale and purchase agreement dated 16 December 2024 entered into between Pembinaan Bukit Cheeding and Ng Kian Chai for Pembinaan Bukit Cheeding to sell and Ng Kian Chai to purchase all that piece of freehold vacant land held under individual title GM 2805, Lot 2304, Mukim Tanjong Dua Belas, Daerah Kuala Langat, Negeri Selangor Darul Ehsan, for a total purchase consideration of RM1,831,980.00 via cash. The sale and purchase transaction was completed on 7 January 2025;

15.4.2 conditional share sale agreement dated 5 November 2024 entered into between our Company and the vendors of Pembinaan Bukit Cheeding (i.e., Ng Kian Chai and Tan Sook Hoi) to acquire the entire issued share capital of Pembinaan Bukit Cheeding, for a purchase consideration of RM42,526,704.94 via the issuance of 654,256,999 new Shares. The Acquisition of Pembinaan Bukit Cheeding was completed on 5 August 2025;

15.4.3 conditional share sale agreement dated 5 November 2024 entered into between our Company and the vendors of BC Services (i.e., Ng Lam Tiong and Lee Bee Wei) to acquire the entire issued share capital of BC Services, for a cash consideration of RM1,129,000. The Acquisition of BC Services was completed on 5 August 2025;

15.4.4 sale and purchase agreement dated 22 July 2024 entered into between Leisure Holidays Bhd and Pembinaan Bukit Cheeding for Leisure Holidays Bhd to sell and Pembinaan Bukit Cheeding to purchase a property bearing address Suite 923, Block B1, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor, for a total purchase consideration of RM3,800,000.00 via cash. The sale and purchase transaction was completed on 18 September 2024;

15.4.5 sale and purchase agreement dated 20 January 2023 entered into between Lilimobili Furniture Centre Sdn Bhd and Pembinaan Bukit Cheeding for Lilimobili Furniture Centre Sdn Bhd to sell and Pembinaan Bukit Cheeding to purchase a property bearing address Suite 501, Block A4, Level 5, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor, for a total purchase consideration of RM765,000.00 via cash. The sale and purchase transaction was completed on 25 July 2023;

15.4.6 sale and purchase agreement dated 20 January 2023 entered into between Lilimobili Furniture Centre Sdn Bhd and Pembinaan Bukit Cheeding for Lilimobili Furniture Centre Sdn Bhd to sell and Pembinaan Bukit Cheeding to purchase a property bearing address Suite 502, Block A4, Level 5, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor, for a total purchase consideration of RM785,000.00 via cash. The sale and purchase transaction was completed on 25 July 2023;

15.4.7 sale and purchase agreement dated 5 November 2021 entered into between Kasturi A/P Ramiah and Pembinaan Bukit Cheeding for Kasturi A/P Ramiah to sell and Pembinaan Bukit Cheeding to purchase a property bearing address Suite 122, Block A, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor, for a total purchase consideration of RM850,000.00 via cash; The sale and purchase transaction was completed on 20 January 2022;

15.4.8 sale and purchase agreement dated 16 April 2021 entered into between Santha A/P Chella Pillai and Pembinaan Bukit Cheeding for Santha A/P Chella Pillai to sell and Pembinaan Bukit Cheeding to purchase a property bearing address Suite 123, Block A2, Leisure Commerce Square, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor, for a total purchase consideration of RM680,000.00 via cash. The sale and purchase transaction was completed on 17 August 2021; and

15.4.9 Underwriting Agreement dated 25 August 2025 entered into between our Company and TA Securities, details of which are set out in **Section 4.10** of this Prospectus.

## 15.5 MATERIAL LITIGATION

As at the LPD, our Group is not engaged in any material litigation, claim and/or arbitration, whether as plaintiff or defendant, which might materially and adversely affect our business or financial position, and our Directors confirm that there are no legal proceedings, pending or threatened, or of any fact likely to give rise to any legal proceeding which may materially and adversely affect our business or financial position.

## 15.6 PUBLIC TAKE-OVERS

During the last financial year up to the LPD, there were no public take-over offers by third parties in respect of our Shares and no public take-over offers by us in respect of other companies' shares.

## 15.7 LETTERS OF CONSENT

15.7.1 The written consent of the Principal Adviser, Sponsor, Underwriter and Placement Agent, Company Secretaries, Solicitors to our Company in respect of our IPO, Share Registrar and Issuing House for the inclusion in this Prospectus of their names and all references herein in the form and context in which such names appear in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.

15.7.2 The written consent of the Auditors and Reporting Accountants for the inclusion in this Prospectus of its name, Reporting Accountants' report on the compilation of pro forma combined statements of financial position as at 31 March 2025, Accountants' Report and all references herein in the form and context in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

15.7.3 The written consent of the IMR for the inclusion in this Prospectus of its name, the IMR Report and all references herein in the form and context in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

## 15.8 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at our registered office, Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan during normal business hours for a period of 6 months from the date of this Prospectus:

(i) the Constitution of our Company;

(ii) Reporting Accountants' Report on the compilation of pro forma combined statements of financial position as referred to in **Section 14** of this Prospectus;

(iii) Accountants' Report as referred to in **Section 13** of this Prospectus;

(iv) the material contracts as referred to in **Section 15.4** of this Prospectus and materially dependent contracts as referred to in **Section 7.24** of this Prospectus;

(v) the letters of consent as referred to in **Section 15.7** of this Prospectus;

(vi) the IMR Report as set out in **Section 8** of this Prospectus; and

(vii) the audited financial statements of our subsidiaries, Pembinaan Bukit Cheeding and BC Services for the Financial Periods Under Review.

## 15.9 RESPONSIBILITY STATEMENTS

Our Directors, Promoters and the Offerors have seen and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there is no false or misleading statement or other facts which if omitted, would make any statement in the Prospectus false or misleading.

TA Securities, being the Principal Adviser, Sponsor, Underwriter and Placement Agent, acknowledges that, based on all available information and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our IPO.

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## 16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE

**THIS SUMMARY OF PROCEDURES FOR APPLICATION AND ACCEPTANCE DOES NOT CONTAIN THE DETAILED PROCEDURES AND FULL TERMS AND CONDITIONS AND YOU CANNOT RELY ON THIS SUMMARY FOR PURPOSES OF ANY APPLICATION FOR OUR IPO SHARES. YOU MUST REFER TO THE DETAILED PROCEDURES AND TERMS AND CONDITIONS AS SET OUT IN THE "DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE" ACCOMPANYING THE ELECTRONIC COPY OF OUR PROSPECTUS ON THE WEBSITE OF BURSA SECURITIES. YOU SHOULD ALSO CONTACT THE ISSUING HOUSE FOR FURTHER ENQUIRIES.**

**Unless otherwise defined, all words and expressions used here shall carry the same meaning as ascribed to them in our Prospectus.**

**Unless the context otherwise requires, words used in the singular include the plural, and vice versa.**

### 16.1 OPENING AND CLOSING OF APPLICATION

OPENING OF THE APPLICATION PERIOD: 10.00 A.M., 12 SEPTEMBER 2025

CLOSING OF THE APPLICATION PERIOD: 5.00 P.M., 23 SEPTEMBER 2025

In the event of any changes to the dates or time stated above, we will advertise the notice of the changes in a widely circulated English and Bahasa Malaysia daily newspapers in Malaysia, and will make an announcement on Bursa Securities' website.

**Late Applications will not be accepted.**

### 16.2 METHODS OF APPLICATIONS

#### 16.2.1 Application for our IPO Shares by the Malaysian Public and Eligible Parties

Application must accord with our Prospectus and our Constitution. The submission of an Application Form does not mean that your Application will succeed.

| Types of Application and category of investors | Application method |
|---|---|
| Applications by Eligible Parties | Pink Application Form only |
| Applications by the Malaysian Public:<br>(i) Individuals | • White Application Form; or<br>• Electronic Share Application; or<br>• Internet Share Application |
| (ii) Non-individuals | White Application Form only |

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**16.2.2 Application by selected investors and identified Bumiputera Investors approved by MITI via Private Placement**

| Types of Application and category of investors | Application method |
|---|---|
| Applications by:<br>(i) Selected investors | The Placement Agent will contact the selected investors directly. They should follow the Placement Agent's instruction. |
| (ii) Bumiputera investors approved by MITI | MITI will contact the Bumiputera investors directly. They should follow MITI's instructions. |

Selected investors and Bumiputera investors approved by MITI may still apply for our IPO Shares offered to the Malaysian Public using the White Application Form, Electronic Share Application or Internet Share Application, where applicable.

**16.3 ELIGIBILITY**

**16.3.1 General**

You must have a CDS Account and a correspondence address in Malaysia. If you do not have a CDS Account, you may open a CDS Account by contacting any of the ADAs set out in **Section 12** of the Detailed Procedures for Application and Acceptance accompanying the electronic copy of our Prospectus on the website of Bursa Securities. The CDS Account must be in your own name. Invalid, nominee or third party CDS Accounts will not be accepted for the Applications.

Only **ONE** Application Form for each category from each applicant will be considered and **APPLICATIONS MUST BE FOR AT LEAST 100 IPO SHARES OR MULTIPLES OF 100 IPO SHARES.**

**MULTIPLE APPLICATIONS WILL NOT BE ACCEPTED UNLESS EXPRESSLY ALLOWED IN THESE TERMS AND CONDITIONS. AN APPLICANT WHO SUBMITS MULTIPLE APPLICATIONS IN HIS OWN NAME OR BY USING THE NAME OF OTHERS, WITH OR WITHOUT THEIR CONSENT, COMMITS AN OFFENCE UNDER SECTION 179 OF THE CMSA AND IF CONVICTED, MAY BE PUNISHED WITH A MINIMUM FINE OF RM1,000,000 AND A JAIL TERM OF UP TO 10 YEARS UNDER SECTION 182 OF THE CMSA.**

**AN APPLICANT IS NOT ALLOWED TO SUBMIT MULTIPLE APPLICATIONS IN THE SAME CATEGORY OF APPLICATION.**

**AN APPLICANT WHO WISHES TO SUBMIT APPLICATIONS USING A JOINT BANK ACCOUNT MUST CONTACT THE FINANCIAL INSTITUTION HANDLING THE APPLICATIONS TO ENSURE THAT THE NAME ON THE JOINT BANK ACCOUNT MATCHES THE NAME ON THEIR CDS ACCOUNT. THIS STEP MINIMIZES THE RISK OF REJECTION OF IPO APPLICATIONS DUE TO NAME DISCREPANCIES. OUR COMPANY, PRINCIPAL ADVISER AND ISSUING HOUSE ARE NOT RESPONSIBLE FOR ANY ISSUES ARISING THEREAFTER.**

### 16.3.2 Application by the Malaysian Public

You can only apply for our IPO Shares if you fulfill all of the following:

(i) You must be one of the following:

(a) a Malaysian citizen who is at least 18 years old as at the date of the application for our IPO Shares; or

(b) a corporation/ institution incorporated in Malaysia with a majority of Malaysian citizens on your board of directors/ trustees and if you have a share capital, more than half of the issued share capital, excluding preference share capital, is held by Malaysian citizens; or

(c) a superannuation, co-operative, foundation, provident, pension fund established or operating in Malaysia.

(ii) You must not be a director or employee of the Issuing House or an immediate family member of a director or employee of the Issuing House; and

(iii) You must submit an Application by using only one of the following methods:

(a) White Application Form; or

(b) Electronic Share Application; or

(c) Internet Share Application.

### 16.3.3 Application by Eligible Parties

Our Eligible Parties will be provided with Pink Application Forms and letters from us detailing their respective allocations. The applicants must follow the notes and instructions in those documents and where relevant, of our Prospectus. All duly completed Pink Application Forms should be submitted to our Group through the Human Resources & Administration or Accounting & Finance Department.

## 16.4 PROCEDURES FOR APPLICATION BY WAY OF APPLICATION FORMS

The Application Form must be completed in accordance with the notes and instructions contained in the respective category of the Application Form. Applications made on the incorrect type of Application Form or which do not conform **STRICTLY** to the terms of our Prospectus or the respective category of Application Form or notes and instructions or which are illegible will not be accepted.

The FULL amount payable is RM0.36 for each IPO Share.

Payment must be made out in favour of **"MIH SHARE ISSUE ACCOUNT NO. 677"** and crossed **"A/C PAYEE ONLY"** and endorsed on the reverse side with your name and address.

Method below is relevant for White Form Application Form only whereas for Pink Application Form, kindly direct the submission of the form to our Company, through the Human Resources & Administration or Accounting & Finance Department.

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## 16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE

Each completed Application Form, accompanied by the appropriate remittance and legible photocopy of the relevant documents may be submitted using one of the following methods:

(i) despatched by **ORDINARY POST** in the official envelopes provided to the following address:

**Malaysian Issuing House Sdn Bhd**
**(Registration No. 199301003608 (258345-X))**
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

or

**P.O. Box 00010**
Pejabat Pos Jalan Sultan
46700 Petaling Jaya
Selangor Darul Ehsan

(ii) **DELIVERED BY HAND AND DEPOSITED** in the drop-in boxes provided at the front portion of Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan,

so as to arrive not later than 5.00 p.m. on 23 September 2025 or by such other time and date specified in any change to the date or time for closing.

We, together with the Issuing House, will not issue any acknowledgement of the receipt of your Application Forms or Application monies. Please direct all enquiries in respect of the White Application Form to the Issuing House.

### 16.5 APPLICATIONS BY WAY OF ELECTRONIC SHARE APPLICATIONS

Only Malaysian individuals may apply for our IPO Shares offered to the Malaysian Public by way of Electronic Share Application.

Electronic Share Applications may be made through the ATM of the following Participating Financial Institutions and their branches, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, AmBank (M) Berhad, CIMB Bank Berhad, Malayan Banking Berhad, Public Bank Berhad and RHB Bank Berhad. A processing fee will be charged by the respective Participating Financial Institutions (unless waived) for each Electronic Share Application.

The exact procedures, terms and conditions for Electronic Share Application are set out on the ATM screens of the relevant Participating Financial Institutions.

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## 16.6 APPLICATIONS BY WAY OF INTERNET SHARE APPLICATIONS

Only Malaysian individuals may use the Internet Share Application to apply for our IPO Shares offered to the Malaysian Public.

Internet Share Applications may be made through an internet financial services website of the following Internet Participating Financial Institutions or Participating Securities Firms, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, CGS International Securities Malaysia Sdn Bhd, Kenanga Investment Bank Berhad, Malacca Securities Sdn Bhd, Malayan Banking Berhad, Moomoo Securities Malaysia Sdn. Bhd, Public Bank Berhad and RHB Bank Berhad. A processing fee will be charged by the respective Internet Participating Financial Institutions or Participating Securities Firms (unless waived) for each Internet Share Application.

The exact procedures, terms and conditions for Internet Share Application are set out on the internet financial services website of the respective Internet Participating Financial Institutions or Participating Securities Firms.

## 16.7 AUTHORITY OF OUR BOARD AND THE ISSUING HOUSE

The Issuing House, on the authority of our Board, reserves the right to:

(i) reject Applications which:

(a) do not conform to the instructions of our Prospectus, Application Forms, Electronic Share Application and Internet Share Application (where applicable); or

(b) are illegible, incomplete or inaccurate; or

(c) are accompanied by an improperly drawn up, or improper form of remittance; or

(ii) reject or accept any Application, in whole or in part, on a non-discriminatory basis without the need to give any reason; and

(iii) bank in all Application monies (including those from unsuccessful / partially successful applicants) which would subsequently be refunded, where applicable (without interest), in accordance with **Section 16.9** below.

If you are successful in your Application, our Board reserves the right to require you to appear in person at the registered office of the Issuing House at any time within 14 days of the date of the notice issued to you to ascertain that your Application is genuine and valid. Our Board shall not be responsible for any loss or non-receipt of the said notice nor will it be accountable for any expenses incurred or to be incurred by you for the purpose of complying with this provision.

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## 16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE

### 16.8 OVER/UNDER-SUBSCRIPTION

In the event of over-subscription, the Issuing House will conduct a ballot in the manner approved by our Directors to determine the acceptance of Applications in a fair and equitable manner. In determining the manner of balloting, our Directors will consider the desirability of allotting and allocating our Issue Shares to a reasonable number of applicants for the purpose of broadening the shareholding base of our Company and establishing a liquid and adequate market for our Shares.

The basis of allocation of shares and the balloting results in connection therewith will be furnished by our Issuing House to the SC, Bursa Securities, all major Bahasa Malaysia and English newspapers as well as posted on our Issuing House's website www.mih.com.my within 1 market day after the balloting event.

Pursuant to the Listing Requirements we are required to have a minimum of 25% of our Company's issued share capital to be held by at least 200 public shareholders holding not less than 100 Shares each upon Listing and completion of our IPO. We expect to achieve this at the point of Listing. In the event the above requirement is not met, we may not be allowed to proceed with our Listing. In the event thereof, monies paid in respect of all Applications will be returned in full (without interest).

In the event of an under-subscription of our Issue Shares by the Malaysian Public and/or Eligible Persons, subject to the clawback and reallocation provisions as set out in **Section 4.3.3** of this Prospectus, any of the abovementioned Issue Shares not applied for will then be subscribed by the Underwriter based on the terms of the Underwriting Agreement.

### 16.9 UNSUCCESSFUL/ PARTIALLY SUCCESSFUL APPLICANTS

If you are unsuccessful/ partially successful in your Application, your Application monies (without interest) will be refunded to you in the following manner:

#### 16.9.1 For applications by way of Application Form

(i) The Application monies or the balance of it, as the case may be, will be returned to you through the self-addressed and stamped Official "A" envelope you provided by ordinary post (for fully unsuccessful applications) or by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/ distribution) or if you have not provided such bank account information to Bursa Depository, the balance of Application monies will be refunded via banker's draft sent by ordinary/ registered post to your registered or correspondence address last maintained with Bursa Depository (for partially successful applications) within ten (10) Market Days from the date of the final ballot at your own risk.

(ii) If your Application is rejected because you did not provide a CDS Account number, your Application monies will be refunded via banker's draft sent by ordinary/ registered post to your address as stated in the NRIC or any official valid temporary identity document issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) at your own risk.

(iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected or unsuccessful or only partly successful will be refunded (without interest) by the Issuing House as per items (i) and (ii) above (as the case may be).

(iv) The Issuing House reserves the right to bank into its bank account all Application monies from unsuccessful applicants. These monies will be refunded (without interest) within ten (10) Market Days from the date of the final ballot by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/ distribution) or by issuance of banker's draft sent by ordinary/ registered post to your registered or correspondence address last maintained with Bursa Depository if you have not provided such bank account information to Bursa Depository or as per item (ii) above (as the case may be).

**16.9.2 For applications by way of Electronic Share Application and Internet Share Application**

(i) The Issuing House shall inform the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms of the unsuccessful or partially successful Applications within two (2) Market Days after the balloting date. The full amount of the Application monies or the balance of it will be credited (without interest) into your account with the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institutions) within two (2) Market Days after the receipt of confirmation from the Issuing House.

(ii) You may check your account on the 5th Market Day from the balloting date.

(iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected will be refunded (without interest) by the Issuing House by crediting into your account with the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institutions) not later than ten (10) Market Days from the date of the final ballot. For Applications that are held in reserve and which are subsequently unsuccessful or partially successful, the relevant Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms will be informed of the unsuccessful or partially successful Applications within two (2) Market Days after the final balloting date. The Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms will credit the Application monies or any part thereof (without interest) within two (2) Market Days after the receipt of confirmation from the Issuing House.

**16.10 SUCCESSFUL APPLICANTS**

If you are successful in your application:

(i) Our IPO Shares allotted to you will be credited into your CDS Account.

(ii) A notice of allotment will be despatched to you at your registered or correspondence address last maintained with the Bursa Depository, at your own risk, before our Listing. This is your only acknowledgement of acceptance of your Application.

(iii) In accordance with Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as prescribed securities. As such, our IPO Shares issued/ offered through our Prospectus will be deposited directly with Bursa Depository and any dealings in these Shares will be carried out in accordance with the SICDA and the Rules.

(iv) In accordance with Section 29 of the SICDA, all dealings in our Shares will be by book entries through CDS Accounts. No physical share certificates will be issued to you and you shall not be entitled to withdraw any deposited securities held jointly with Bursa Depository or its nominee as long as our Shares are listed on Bursa Securities.

## 16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE

### 16.11 ENQUIRIES

Enquiries in respect of the applications may be directed as follows:

| Mode of application | Parties to direct the enquiries |
|---|---|
| Application Form | Issuing House Enquiry Services Telephone at telephone no. 03-7890 4700 |
| Electronic Share Application | Participating Financial Institutions |
| Internet Share Application | Internet Participating Financial Institutions or Participating Securities Firms or Authorised Financial Institution |

You may also check the status of your Application at the Issuing House's website at www.mih.com.my, by entering your CDS Account Number on the site after the allotment date. The status of your Application will be available by 3:00 PM. Alternatively, you may contact any of the ADAs set out in **Section 12** of the Detailed Procedures for Application and Acceptance accompanying the Electronic Prospectus on the website of Bursa Securities.

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**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF CHEEDING HOLDINGS BERHAD ("CHEEDING" OR THE "COMPANY") DATED 12 SEPTEMBER 2025 ("PROSPECTUS").**

Unless otherwise defined, all words and expressions used here shall carry the same meaning as ascribed to them in our Prospectus.

Unless the context otherwise requires, words used in the singular include the plural, and vice versa.

## 1. Opening and closing of Applications

Opening of the application period: 10.00 a.m., 12 September 2025

Closing of the application period: 5.00 p.m., 23 September 2025

Applications for our IPO Shares will open and close at the times and dates stated above. If there are any changes to this timetable, we will advertise a notice of the changes in a widely circulated English and Bahasa Malaysia newspaper within Malaysia.

**Late Applications will not be accepted.**

## 2. Methods of Application

### 2.1 Application for our IPO Shares by the Malaysian Public and Eligible Parties

Application must accord with our Prospectus and our Constitution. The submission of an Application Form does not mean that your Application will succeed. You agree to be bound by our Constitution.

| Types of Application and category of investors | Application method |
|---|---|
| Applications by Eligible Parties | Pink Application Form only |
| Applications by the Malaysian Public: | |
| (a) Individuals | • White Application Form; or<br>• Electronic Share Application; or<br>• Internet Share Application |
| (b) Non-individuals | White Application Form only |

### 2.2 Application by selected investors and identified Bumiputera Investors approved by MITI via Private Placement

| Types of Application and category of investors | Application method |
|---|---|
| Applications by:<br>(i) Selected investors | The Placement Agent will contact the selected investors directly. They should follow the Placement Agent's instruction. |
| (ii) Bumiputera investors approved by MITI | MITI will contact the Bumiputera investors directly. They should follow MITI's instructions. |

## 3. Eligibility

### 3.1 General

You must have a CDS account and a correspondence address in Malaysia. If you do not have a CDS account, you may open a CDS account by contacting any of the ADAs set out in **Section 12** of the Detailed Procedures for Application and Acceptance accompanying the electronic copy of our Prospectus on the website of Bursa Securities. The CDS account must be in your own name. Invalid, nominee or third party CDS accounts will not be accepted for the Applications.

Only **ONE** Application Form for each category from each applicant will be considered and **APPLICATIONS MUST BE FOR AT LEAST 100 IPO SHARES OR MULTIPLES OF 100 IPO SHARES.**

**MULTIPLE APPLICATIONS WILL NOT BE ACCEPTED UNLESS EXPRESSLY ALLOWED IN THESE TERMS AND CONDITIONS. AN APPLICANT WHO SUBMITS MULTIPLE APPLICATIONS IN HIS OWN NAME OR BY USING THE NAME OF OTHERS, WITH OR WITHOUT THEIR CONSENT, COMMITS AN OFFENCE UNDER SECTION 179 OF THE CMSA AND IF CONVICTED, MAY BE PUNISHED WITH A MINIMUM FINE OF RM1,000,000 AND A JAIL TERM OF UP TO 10 YEARS UNDER SECTION 182 OF THE CMSA.**

**AN APPLICANT IS NOT ALLOWED TO SUBMIT MULTIPLE APPLICATIONS IN THE SAME CATEGORY OF APPLICATION.**

**AN APPLICANT WHO WISHES TO SUBMIT APPLICATIONS USING A JOINT BANK ACCOUNT MUST CONTACT THE FINANCIAL INSTITUTION HANDLING THE APPLICATIONS TO ENSURE THAT THE NAME ON THE JOINT BANK ACCOUNT MATCHES THE NAME ON THEIR CDS ACCOUNT. THIS STEP MINIMIZES THE RISK OF REJECTION OF IPO APPLICATIONS DUE TO NAME DISCREPANCIES. OUR COMPANY, PRINCIPAL ADVISER AND ISSUING HOUSE ARE NOT RESPONSIBLE FOR ANY ISSUES ARISING THEREAFTER.**

### 3.2 Application by the Malaysian Public

You can only apply for our IPO Shares if you fulfill all of the following: -

(i) You must be one of the following: -

(a) a Malaysian citizen who is at least 18 years old as at the date of the application for our IPO Shares; or

(b) a corporation/institution incorporated in Malaysia with a majority of Malaysian citizens on your board of directors/trustees and if you have a share capital, more than half of the issued share capital, excluding preference share capital, is held by Malaysian citizens; or

(c) a superannuation, co-operative, foundation, provident, pension fund established or operating in Malaysia.

(ii) You must not be a director or employee of the Issuing House or an immediate family member of a director or employee of the Issuing House; and

(iii) You must submit an Application by using only one of the following methods: -

(a) White Application Form; or

(b) Electronic Share Application; or

(c) Internet Share Application.

**3.3 Application by Eligible Parties**

The Eligible Parties will be provided with Pink Application Forms and letters from us detailing their respective allocation as well as detailed procedures on how to subscribe to the allocated IPO shares. Applicants must follow the notes and instructions in the said document and where relevant, in this Prospectus. All duly completed Pink Application Forms should be submitted to our Group through the Human Resources or Finance Department.

**4. Procedures for Application by way of Application Forms**

Each application for our IPO Shares must be made using the correct type of Application Form. The Application Form must be completed in accordance with the notes and instructions contained in the respective category of the Application Form. Applications which do not conform **STRICTLY** to the terms of our Prospectus or the respective category of Application Form or notes and instructions or which are illegible will not be accepted. The Malaysian Public must follow the following procedures in making their applications through the **White Application Form**: -

(i) Obtain the relevant Application Form together with the Official "A" and "B" envelopes and our Prospectus.

The **White Application Form** together with our Prospectus, can be obtained subject to availability from TA Securities Holdings Berhad, participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association, the Issuing House and our Company.

(ii) In accordance with Section 232(2) of the CMSA, the **White Application Form** is accompanied by our Prospectus. You are advised to read and understand our Prospectus before making your Application.

(iii) Complete the **White Application Form** legibly and **STRICTLY** in accordance with the notes and instructions printed on it and in our Prospectus, including: -

(a) ensuring that your personal particulars submitted in your Application are identical with the records maintained by Bursa Depository. You are required to inform Bursa Depository promptly of any change to your personal particulars as the notification letter of successful allocation will be sent to your registered or correspondence address last maintained with Bursa Depository;

(b) stating your CDS Account number in the space provided in the **White Application Form**. Invalid or nominee or third-party CDS Accounts will **not** be accepted;

(c) Stating the details of your payment in the appropriate boxes provided in the **White Application Form**; and

(d) Stating the number of shares applied. Applications must be for at least 100 IPO Shares or multiples of 100 IPO Shares.

(iv) Prepare the appropriate form of payment in RM for the FULL amount payable based on the IPO Price of RM0.36 for each IPO Share.

Method below is relevant for White Form Application Form only whereas for Pink Application Form, kindly direct the submission of the form to our Company, through the Human Resources or Finance Department.

Payment must be made out in favour of "**MIH SHARE ISSUE ACCOUNT NO.677**" and crossed "**A/C PAYEE ONLY**" and endorsed on the reverse side with your name and address.

Only Banker's Draft or Cashier's Order drawn on a bank in Kuala Lumpur, Money or Postal Orders (for applicants from Sabah and Sarawak only) and Guaranteed Giro Order from Bank Simpanan Nasional Malaysia Berhad will be accepted.

We will not accept Applications with excess or insufficient remittances or inappropriate forms of payment. Remittances must be completed in the appropriate boxes provided in the **White Application Form**.

(v) Insert the **White Application Form** together with payment and a legible photocopy of your identification document (national registration identity card ("**NRIC**") or official valid temporary identity documents issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) or certificate of incorporation or the certificate of change of name for corporate or institutional applicant (where applicable)) into the Official "A" envelope and seal it. You must write your name and address on the outside of the Official "A" and "B" envelopes.

Affix an RM1.50 stamp on the Official "A" envelope and insert the Official "A" envelope into the Official "B" envelope.

The name and address written must be identical to your name and address as in your NRIC or any official valid temporary identity documents issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) for individual applicant; or certificate of incorporation or the certificate of change of name for corporate or institutional applicant (where applicable).

(vi) Each completed **White Application Form**, accompanied by the appropriate remittance and legible photocopy of the relevant documents may be submitted using one of the following methods: -

1. despatched by **ORDINARY POST** in the official envelopes provided to the following address: -

   **Malaysian Issuing House Sdn Bhd**
   (Registration No. 199301003608 (258345-X))
   11th Floor, Menara Symphony
   No. 5, Jalan Prof. Khoo Kay Kim
   Seksyen 13
   46200 Petaling Jaya
   Selangor Darul Ehsan

   or

   **P.O. Box 00010**
   Pejabat Pos Jalan Sultan
   46700 Petaling Jaya
   Selangor Darul Ehsan

2. **DELIVERED BY HAND AND DEPOSITED** in the Drop-in Boxes provided at the front portion of Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan so as to arrive not later than **5.00 p.m.** on **23 September 2025** or by such other time and date specified in any change to the date or time for closing. We will not accept late Applications.

We, together with the Issuing House, will not issue any acknowledgement of the receipt of your **White Application Form** or Application monies. Please direct all enquiries in respect of the **White Application Form** to the Issuing House.

## 5. Application by way of Electronic Share Application

### 5.1 Participating Financial Institutions

Only Malaysian individuals may apply for our IPO Shares offered to the Malaysian Public through the ATMs of the following Participating Financial Institutions and their branches. The following processing fee for each Electronic Share Application will be charged by the respective Participating Financial Institutions (unless waived) as follows: -

| Participating Financial Institutions | Charges |
|---|---|
| Affin Bank Berhad | Free |
| Alliance Bank Malaysia Berhad | RM1.00 |
| AmBank (M) Berhad | RM1.00 |
| CIMB Bank Berhad | RM2.50 |
| Malayan Banking Berhad | RM1.00 |
| Public Bank Berhad | RM2.00 |
| RHB Bank Berhad | RM2.50 |

**Please note that these processing fees may be varied or waived from time to time at the discretion of the respective Participating Financial Institutions. Please contact the relevant Participating Financial Institutions for further enquiries.**

### 5.2 Procedures for Electronic Share Application

The procedures for Electronic Share Application at ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions.

**PLEASE READ THE TERMS OF OUR PROSPECTUS, THE TERMS AND CONDITIONS AND PROCEDURES FOR ELECTRONIC SHARE APPLICATIONS SET OUT BELOW AND AT THE RESPECTIVE ATMS CAREFULLY PRIOR TO MAKING AN ELECTRONIC SHARE APPLICATION.**

If you encounter any problems in your Application, you may refer to the respective Participating Financial Institutions.

You must have an account with a Participating Financial Institutions and an ATM card issued by that Participating Financial Institutions to access the account. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for our IPO Shares at an ATM belonging to other Participating Financial Institutions.

You are to submit at least the following information through the ATM, where the instructions on the ATM screen require you to do so: -

- Personal Identification Number ("**PIN**");
- MIH Share Issue Account No. 677;
- Your CDS Account number;
- Number of IPO Shares applied for and the RM amount to be debited from the account; and
- Confirmation of several mandatory statements as set out in **Section 5.3** below. Upon the completion of your Electronic Share Application transaction at the ATM, you will receive a computer-generated transaction slip ("**Transaction Record**"), confirming the details of your Electronic Share Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the Electronic Share Application or any data relating to such an Electronic Share Application by our Company or the Issuing House. The Transaction Record is for your record~~s~~ and should not be submitted with any Application Form.

**5.3 Terms and conditions for Electronic Share Application**

**You must have a CDS Account to be eligible to use the Electronic Share Application. Invalid, nominee or third-party CDS Accounts will not be accepted.**

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

The Electronic Share Application shall be made on, and subject to, the above terms and conditions as well as the terms and conditions appearing below: -

(i) The Electronic Share Application shall be made in relation to and subject to the terms of our Prospectus and our Company's Constitution.

(ii) You are required to confirm the following statements (by pressing pre-designated keys or buttons on the ATM keyboard) and undertake that the following information given are true and correct: -

(a) You are at least 18 years old as at the date of the application for our IPO Shares;

(b) You are a Malaysian citizen residing in Malaysia;

(c) You have read our Prospectus and understood and agreed with the terms and conditions of the Application;

(d) The Electronic Share Application is the only application that you are submitting for our IPO Shares offered to the Malaysian Public; and

(e) You give consent to the disclosure by the relevant Participating Financial Institutions and/or Bursa Depository, as the case may be, of your information, your Electronic Share Application or your account with the Participating Financial Institutions and Bursa Depository, to the Issuing House and other relevant authorities.

Your Application will not be successfully completed and cannot be recorded as a completed transaction at the ATM unless you complete all the steps required by the Participating Financial Institutions. By doing so, it is considered that you have confirmed each of the above statements as well as given consent in accordance with the relevant laws of Malaysia (including but not limited to Sections 133 and 134 of the Financial Services Act, 2013 and Section 45 of SICDA) to the disclosure by the relevant Participating Financial Institutions and/or Bursa Depository, as the case may be, of your information to the Issuing House or any relevant authority.

(iii) You confirm that you are not applying for our IPO Shares offered to the Malaysian Public as a nominee of any other person and your Electronic Share Application is made in your name, as the beneficial owner. You shall only make one Electronic Share Application and shall not make any other application for our IPO Shares offered to the Malaysian Public.

(iv) You must have sufficient funds in your account with the relevant Participating Financial Institutions at the time the Electronic Share Application, to cover and pay for our IPO Shares and the relating processing fees, charges and expenses, if any, to be incurred, failing which your Electronic Share Application will not be deemed complete. Any Electronic Share Application which does not conform strictly to the instructions set out in our Prospectus or any instruction displayed on the screens of the ATM through which the Electronic Share Application is being made, will be rejected.

(v) You irrevocably agree and undertake to subscribe for or purchase and to accept the number of IPO Shares applied for as stated in the Transaction Record or any lesser number of IPO Shares that may be allotted or allocated to you in respect of your Electronic Share Application. In the event that we decide to allot or allocate a lesser number of such IPO Shares or not to allot or allocate any IPO Shares to you, you agree to accept any such decision as final. If your Electronic Share Application is successful, your confirmation of the number of IPO Shares applied for (by your action of pressing the designated keys or buttons on the ATM keyboard) shall be deemed to signify, and shall be treated as,

(a) your acceptance of the number of IPO Shares that may be allotted or allocated to you in the event that your Electronic Share Application is successful or successful in part, as the case may be; and

(b) your agreement to be bound by our Constitution.

(vi) The Issuing House, on the authority of our Board, reserves the right to reject any Electronic Share Application or accept any Electronic Share Application in whole or in part only without the need to give any reason. Due consideration will be given to the desirability of allotting or allocating our IPO Shares to a reasonable number of applicants with a view to establishing a liquid and adequate market for our Shares.

(vii) You request and authorise us:-

(a) to credit our IPO Shares allotted or allocated to you into your CDS Account; and

(b) to ipo share certificate(s) representing such IPO Shares or jumbo certificates which represent, amongst others, such IPO Shares, allotted or allocated in the name of Bursa Malaysia Depository Nominees Sdn Bhd and send the same to Bursa Depository.

(viii) You acknowledge that your Electronic Share Application is subject to risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond our control or the control of the Issuing House, Bursa Depository or the Participating Financial Institutions, and irrevocably agree that if: -

(a) our Company or the Issuing House does not receive your Electronic Share Application and/or payment; or

(b) any data relating to your Electronic Share Application is wholly or partially lost, corrupted, or otherwise inaccessible, or not transmitted or communicated to our Company or the Issuing House,

you will be deemed not to have made an Electronic Share Application and will not make any claim whatsoever against our Company, the Issuing House and/or the relevant Participating Financial Institutions for our IPO Shares applied for or for any compensation, loss or damage whatsoever, as a consequence thereof or arising therefrom.

(ix) All of your particulars in the records of the relevant Participating Financial Institutions at the time of making the Electronic Share Application shall be deemed to be true and correct, and our Company, the Issuing House and the relevant Participating Financial Institutions, and all other persons who, are entitled or allowed under the law to such information or where you expressly consent to the provision of such information, shall be entitled to rely on the accuracy thereof.

(x) You must ensure that your personal particulars as recorded by both Bursa Depository and the relevant Participating Financial Institutions are correct and identical. Otherwise, your Electronic Share Application will be rejected. You must inform Bursa Depository promptly of any change in your address, failing which the notification letter of successful allotment will be sent to your registered or correspondence address last maintained with Bursa Depository.

(xi) By making and completing an Electronic Share Application, you agree that: -

(a) in consideration of us agreeing to allow and accept the application for our IPO Shares through the Electronic Share Application facility established by the Participating Financial Institutions at their respective ATMs, your Electronic Share Application is irrevocable;

(b) we, the Participating Financial Institutions, Bursa Depository and the Issuing House shall not be liable for any delay, failure or inaccuracy in the processing of data relating to your Electronic Share Application due to a breakdown or failure of transmission or communication facilities or to any cause beyond our or the control of any of them;

(c) notwithstanding the receipt of any payment by or on behalf of our Company, the acceptance of your offer to subscribe for and purchase our IPO Shares for which the Electronic Share Application has been successfully completed shall be constituted by the issue of notices of allotment in respect of the said IPO Shares;

(d) you irrevocably authorise Bursa Depository to complete and sign on your behalf as transferee or renouncee any instrument of transfer and other documents required for the issue or transfer of our IPO Shares allotted or allocated to you; and

(e) you agree that in relation to any legal action, proceedings or disputes arising out of or in relation to the contract between the parties and/or the Electronic Share Application and/or any terms of our Prospectus, all rights, obligations and liabilities of the parties shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies of Malaysia and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.

(xii) the Issuing House, acting on the authority of our Board, reserves the right to reject Applications which do not conform to these instructions.

## 6. Application by way of Internet Share Application

### 6.1 Internet Participating Financial Institutions or Participating Securities Firms

Applications for our IPO Shares by the Malaysian Public Individuals may be made through the Internet financial services website of the Internet Participating Financial Institutions or Participating Securities Firms.

The following processing fee for each Internet Share Application will be charged by the respective Internet Participating Financial Institutions or Participating Securities Firms (unless waived) as follows:

**YOU ARE ADVISED NOT TO APPLY FOR OUR IPO SHARES THROUGH ANY WEBSITE OTHER THAN THE INTERNET FINANCIAL SERVICES WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS.**

| Internet Participating Financial Institutions or Participating Securities Firms | Website address | Fees charged |
|---|---|---|
| Affin Bank Berhad | https://rib.affinalways.com | Free |
| Alliance Bank Malaysia Berhad | www.allianceonline.com.my | RM1.00 |
| CGS International Securities Malaysia Sdn Bhd | eipo.cgsi.com.my | RM2.00 for payment through CIMB Bank Berhad or Malayan Banking Berhad |
| Kenanga Investment Bank Berhad | https://kentrade.com.my/ | Free |
| Malacca Securities Sdn Bhd | https://eipo.mplusonline.com | Free |
| Malayan Banking Berhad | www.maybank2u.com.my | RM1.00 |
| Moomoo Securities Malaysia Sdn. Bhd. | https://www.moomoo.com/my | Free |
| Public Bank Berhad | www.pbebank.com | RM2.00 |
| RHB Bank Berhad | https://www.rhbgroup.com/index.html | RM2.50 |

**Please note that these fees may be varied or waived from time to time at the discretion of the respective Internet Participating Financial Institutions or Participating Securities Firms. Please contact the relevant Internet Participating Financial Institutions or Participating Securities Firms for further enquiries.**

**PLEASE READ THE TERMS OF OUR PROSPECTUS, THE TERMS AND CONDITIONS AND PROCEDURES FOR INTERNET SHARE APPLICATIONS SET OUT BELOW AND AT THE INTERNET FINANCIAL SERVICES WEBSITE OF THE RESPECTIVE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS CAREFULLY PRIOR TO MAKING AN INTERNET SHARE APPLICATION.**

If you encounter any problems in your Application, you may refer to the respective Internet Participating Financial Institutions or Participating Securities Firms.

**6.2 Terms and conditions for Internet Share Application**

**PLEASE NOTE THAT THE ACTUAL TERMS AND CONDITIONS OUTLINED BELOW SUPPLEMENT THE ADDITIONAL TERMS AND CONDITIONS FOR INTERNET SHARE APPLICATIONS CONTAINED IN THE INTERNET FINANCIAL SERVICES WEBSITE OF THE RESPECTIVE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS.**

An Internet Share Application shall be made on and subject to the following terms and conditions: -

(i) You can make an Internet Share Application if you fulfill all of the following: -

(a) You are an individual with a CDS Account and in the case of a joint account, an individual CDS Account registered in your name which is to be used for the purpose of the application if you are making the application instead of a CDS Account registered in the joint account holder's name;

(b) You have an existing account with access to Internet financial services facilities with an Internet Participating Financial Institutions or Participating Securities Firms. You must have your user identification ("**User ID**") and Personal Identification Numbers ("**PIN**")/password for the relevant Internet financial services facilities; and

(c) You are a Malaysian citizen and have a mailing address in Malaysia.

You are advised to note that a User ID and PIN/password issued by one of the Internet Participating Financial Institutions or Participating Securities Firms cannot be used to apply for our IPO Shares at Internet financial service websites of other Internet Participating Financial Institutions or Participating Securities Firms.

(ii) An Internet Share Application shall be made on and subject to the terms of our Prospectus and our Company's Constitution.

(iii) You are required to confirm the following statements (by selecting the designated hyperlink on the relevant screen of the Internet financial services website of the Internet Participating Financial Institutions or Participating Securities Firms) and to undertake that the following information given are true and correct: -

(a) You are at least 18 years old as at the date of the application for our IPO Shares;

(b) You are a Malaysian citizen residing in Malaysia;

(c) You have read our Prospectus and understood and agreed with the terms and conditions of the Application;

(d) The Internet Share Application is the only application that you are submitting for our IPO Shares offered to the Malaysian Public;

(e) You authorise the Internet Participating Financial Institutions or Participating Securities Firms or the Authorised Financial Institutions to deduct the full amount payable for our IPO Shares from your account with the Internet Participating Financial Institutions or Participating Securities Firms or the Authorised Financial Institutions;

(g) You give consent in accordance with the relevant laws of Malaysia (including but not limited to Sections 133 and 134 of the Financial Service Act, 2013 and Section 45 of SICDA) to the disclosure by the relevant Internet Participating Financial Institutions or Participating Securities Firms, the Authorised Financial Institution and/or Bursa Depository, as the case may be, of your information, your Internet Share Application or your account with the Internet Participating Financial Institutions or Participating Securities Firms, to the Issuing House the Authorised Financial Institutions, and any other relevant authorities;

(h) You are not applying for our IPO Shares offered to the Malaysian Public as a nominee of any other person and your Internet Share Application is made in your own name, as the beneficial owner and subject to the risks referred to in our Prospectus; and

(i) You authorise the Internet Participating Financial Institutions or Participating Securities Firms to disclose and transfer to any person, including any government or regulatory authority in any jurisdiction, our Company, Bursa Securities or other relevant parties in connection with our IPO, all information relating to you if required by any law, regulation, court order or any government or regulatory authority in any jurisdiction or if such disclosure and transfer is, in the reasonable opinion of the Internet Participating Financial Institutions or Participating Securities Firms, necessary for the provision of the Internet Share Application services or if such disclosure is requested or required in connection with our IPO. Further, the Internet Participating Financial Institutions or Participating Securities Firms will take reasonable precautions to preserve the confidentiality of information furnished by you to the Internet Participating Financial Institutions or Participating Securities Firms in connection with the use of the Internet Share Application services.

(iv) Your Application will not be successfully completed and cannot be recorded as a completed application unless you have paid for our IPO Shares through the website of the Authorised Financial Institutions and completed all relevant application steps and procedures for the Internet Share Application which would result in the Internet financial services website displaying the Confirmation Screen.

For the purposes of our Prospectus, "**Confirmation Screen**" shall mean the screen which appears or is displayed on the Internet financial services website, which confirms that your Internet Share Application has been completed and states the details of your Internet Share Application, including the number of IPO Shares applied for which you can print out for your records.

Upon the display of the Confirmation Screen, you will be deemed to have confirmed the truth of the statements set out in **Section 6.2(iii)** above. The Confirmation Screen is only a record of the completed transaction with an Internet Participating Financial Institutions or Participating Securities Firms and not a record of the receipt of the Internet Share Application or any data relating to such an Internet Share Application by our Company or the Issuing House. The Confirmation Screen is for your record and should not be submitted with any Application Form.

(vi) You must have sufficient funds in your account with the relevant Internet Participating Financial Institutions or Participating Securities Firms or the Authorised Financial Institutions at the time of making your Internet Share Application, to cover and pay for our IPO Shares and the related processing fees, charges and expenses, if any, to be incurred, failing which your Internet Share Application will not be deemed complete, notwithstanding the display of the Confirmation Screen. Any Internet Share Application which does not conform strictly to the instructions set out in our Prospectus or any instructions displayed on the screens of the Internet financial services website through which the Internet Share Application is made will be rejected.

(vii) You irrevocably agree and undertake to subscribe for or purchase and to accept the number of IPO Shares applied for as stated on the Confirmation Screen or any lesser number of IPO Shares that may be allotted or allocated to you in respect of your Internet Share Application. In the event that we decide to allot or allocate lesser number of such Shares or not to allot or allocate any IPO Shares to you, you agree to accept any such decision as final.

In the course of completing your Internet Share Application on the website of the Internet Participating Financial Institutions or Participating Securities Firms, your confirmation of the number of IPO Shares applied for (by way of your action of clicking the designated hyperlink on the relevant screen of the website) shall be deemed to signify and shall be treated as:-

(a) Your acceptance of the number of IPO Shares that may be allotted or allocated to you in the event that your Internet Share Application is successful or successful in part, as the case may be; and

(b) Your agreement to be bound by the Constitution.

(viii) You are fully aware that multiple or suspected multiple Internet Share Applications for our IPO Shares will be rejected. **A PERSON WHO SUBMITS MULTIPLE INTERNET SHARE APPLICATIONS IN HIS OWN NAME OR BY USING THE NAME OF OTHERS, WITH OR WITHOUT THEIR CONSENT, COMMITS AN OFFENCE UNDER SECTION 179 OF THE CMSA AND IF CONVICTED, MAY BE PUNISHED WITH A MINIMUM FINE OF RM1,000,000 AND A JAIL TERM OF UP TO 10 YEARS UNDER SECTION 182 OF THE CMSA**. Our Company reserves the right to reject any Internet Share Application or accept any Internet Share Application in whole or in part only without the need to give any reason. Due consideration will be given to the desirability of allotting or allocating our IPO Shares to a reasonable number of applicants with a view to establishing a liquid and adequate market for our Shares.

(ix) An Internet Share Application is deemed to be received only upon its completion, which is when the Confirmation Screen is displayed on the Internet financial services website. You are advised to print out and retain a copy of the Confirmation Screen for reference and record purposes. Late Internet Share Applications will not be accepted.

(xi) You acknowledge that your Internet Share Application is subject to risk of electrical, electronic, technical and computer-related faults and breakdowns, faults with computer software, problems occurring during data transmission, computer security threats such as viruses, hackers and crackers, fires, and other events beyond our control or the control of the Internet Participating Financial Institutions or Participating Securities Firms, the Authorised Financial Institutions, the Issuing House, Bursa Depository and our Company and irrevocably agree that if:-

(a) our Company, the Issuing House, the Internet Participating Financial Institutions or Participating Securities Firms and/or the Authorised Financial Institutions do not receive your Internet Share Application and/or payment; and

(b) any data relating to your Internet Share Application or the tape or any other devices containing such data and/or payment is wholly or partly lost, corrupted, destroyed or otherwise not accessible, and for any reason whatsoever,

you will be deemed not to have made an Internet Share Application and you will not make any claim whatsoever against our Company, the Issuing House, the Internet Participating Financial Institutions or Participating Securities Firms and/or the Authorised Financial Institution for our IPO Shares applied for or for any compensation, loss or damage whatsoever, as a consequence thereof or arising therefrom.

(xii) All of your particulars in the records of the relevant Internet Participating Financial Institutions or Participating Securities Firms at the time of making your Internet Share Application shall be deemed to be true and correct, and our Company, the Issuing House, the relevant Internet Participating Financial Institutions or Participating Securities Firms and all other persons who, are entitled or allowed under the law to such information or where you expressly consent to the provision of such information, shall be entitled to rely on the accuracy thereof.

(xiii) You must ensure that your personal particulars as recorded by both Bursa Depository and the Internet Participating Financial Institutions or Participating Securities Firms are correct and identical. Otherwise, your Internet Share Application will be rejected. You must inform Bursa Depository promptly of any change in your address, failing which the notification letter on successful allotment will be sent to your registered or correspondence address last maintained with Bursa Depository.

**7. Authority of our Board and Issuing House**

Your Application will be selected in a manner to be determined by our Board. Due consideration will be given to the desirability of allotting and allocating our IPO Shares to a reasonable number of applicants with a view to establishing a liquid and adequate market for our Shares. The Issuing House, on the authority of our Board, reserves the right to:-

(i) reject Applications which: -

(a) do not conform to the instructions of our Prospectus, Application Forms, Electronic Share Application and Internet Share Application (where applicable); or

(b) are illegible, incomplete or inaccurate; or

(c) are accompanied by an improperly drawn up, or improper form of remittance; or

(ii) reject or accept any Application, in whole or in part, on a non-discriminatory basis without the need to give any reason; and

(iii) bank in all Application monies (including those from unsuccessful/partially successful applicants) which would subsequently be refunded, where applicable (without interest), by: -

(a) ordinary post through the self-addressed and stamped Official "A" envelope which you have provided to the Issuing House;

(b) crediting into your bank account for the purposes of cash dividend/distribution if you have provided such bank account information to Bursa Depository; or

(c) ordinary/registered post to your registered or correspondence address last maintained with Bursa Depository if you have not provided such bank account information to Bursa Depository.

If you are successful in your Application, our Board reserves the right to require you to appear in person at the registered office of the Issuing House at any time within 14 days of the date of the notice issued to you to ascertain that your Application is genuine and valid. Our Board shall not be responsible for any loss or non-receipt of the said notice nor will it be accountable for any expenses incurred or to be incurred by you for the purpose of complying with this provision.

**8. Over/under-subscription**

In the event of over-subscription, the Issuing House will conduct a ballot in the manner approved by our Directors to determine the acceptance of Applications in a fair and equitable manner. In determining the manner of balloting, our Directors will consider the desirability of allotting and allocating our IPO Shares to a reasonable number of applicants for the purpose of broadening the shareholding base of our Company and establishing a liquid and adequate market for our Shares.

The basis of allocation of shares and the balloting results in connection therewith will be furnished by our Issuing House to the SC, Bursa Securities, all major Bahasa Malaysia and English newspapers as well as posted on our Issuing House's website www.mih.com.my within 1 market day after the balloting event.

## DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE

Pursuant to the Listing Requirements we are required to have a minimum of 25% of our Company's issued share capital to be held by at least 200 public shareholders holding not less than 100 Shares each upon Listing and completion of our IPO. We expect to achieve this at the point of Listing. In the event the above requirement is not met, we may not be allowed to proceed with our Listing. In the event thereof, monies paid in respect of all Applications will be returned in full (without interest).

In the event of an under-subscription of our IPO Shares by the Malaysian Public and/or Eligible Parties, subject to the clawback and reallocation provisions as set out in **Sections 4.3.3 (a) and 4.3.3(b)** of our Prospectus, any of the abovementioned IPO Shares not applied for will then be subscribed by the Underwriter based on the terms of the Underwriting Agreement.

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## 9. Unsuccessful/partially successful applicants

If you are unsuccessful/partially successful in your Application, your Application monies (without interest) will be refunded to you in the following manner:-

### 9.1 For applications by way of Application Form

(i) The Application monies or the balance of it, as the case may be, will be returned to you through the self-addressed and stamped Official "A" envelope you provided by ordinary post (for fully unsuccessful applications) or by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or if you have not provided such bank account information to Bursa Depository, the balance of Application monies will be refunded via banker's draft sent by ordinary/registered post to your registered or correspondence address last maintained with Bursa Depository (for partially successful applications) within 10 Market Days from the date of the final ballot at your own risk.

(ii) If your Application is rejected because you did not provide a CDS Account number, your Application monies will be refunded via banker's draft sent by ordinary/registered post to your address as stated in the NRIC or official valid temporary identity documents issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) at your own risk.

(iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected or unsuccessful or only partly successful will be refunded (without interest) by the Issuing House as per items (i) and (ii) above (as the case may be).

(iv) The Issuing House reserves the right to bank into its bank account all Application monies from unsuccessful applicants. These monies will be refunded (without interest) within 10 Market Days from the date of the final ballot by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or by issuance of banker's draft sent by ordinary/registered post to your registered or correspondence address last maintained with Bursa Depository if you have not provided such bank account information to Bursa Depository or as per item (ii) above (as the case may be).

### 9.2 For applications by way of Electronic Share Application and Internet Share Application

(i) The Issuing House shall inform the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms of the unsuccessful or partially successful Applications within 2 Market Days after the balloting date. The full amount of the Application monies or the balance of it will be credited (without interest) into your account with the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institution) within 2 Market Days after the receipt of confirmation from the Issuing House.

(ii) You may check your account on the 5th Market Day from the balloting date.

(iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected will be refunded (without interest) by the Issuing House by crediting into your account with the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institutions) not later than 10 Market Days from the date of the final ballot. For Applications that are held in reserve and which are subsequently unsuccessful or partially successful, the relevant Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms will be informed of the unsuccessful or partially successful Applications within 2 Market Days after the final balloting date. The Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms will credit the Application monies or any part thereof (without interest) within 2 Market Days after the receipt of confirmation from the Issuing House.

## 10. Successful applicants

If you are successful in your Application: -

(i) Our IPO Shares allotted to you will be credited into your CDS Account.

(ii) A notice of allotment will be despatched to you at your registered or correspondence address last maintained with the Bursa Depository, at your own risk, before our Listing. This is your only acknowledgement of acceptance of your Application.

(iii) In accordance with Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as prescribed securities. As such, our IPO Shares issued/offered through our Prospectus will be deposited directly with Bursa Depository and any dealings in these Shares will be carried out in accordance with the SICDA and Rules of Bursa Depository.

(iv) In accordance with Section 29 of the SICDA, all dealings in our Shares will be by book entries through CDS Accounts. No share certificates will be issued to you and you shall not be entitled to withdraw any deposited securities held jointly with Bursa Depository or its nominee as long as our Shares are listed on Bursa Securities.

## 11. Enquiries

Enquiries in respect of your Applications may be directed as follows: -

| Mode of application | Parties to direct the enquiries |
|---|---|
| Application Form | Issuing House Enquiry Services Telephone at telephone no. +603-7890 4700 |
| Electronic Share Application | The relevant Participating Financial Institutions |
| Internet Share Application | The relevant Internet Participating Financial Institutions or Participating Securities Firms or Authorised Financial Institutions |

You may also check the status of your Application at the Issuing House's website at www.mih.com.my, by entering your CDS Account Number on the site after the allotment date. The status of your Application will be available by 3:00 PM. Alternatively, you may contact any of the ADAs set out in Section 12 of the Detailed Procedures for Application and Acceptance accompanying the Electronic Prospectus on the website of Bursa Securities.

## 12. List of ADAs

The list of ADAs and their respective addresses, telephone numbers and broker codes are as follows: -

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **KUALA LUMPUR** | | |
| AFFIN HWANG INVESTMENT BANK BERHAD | Level 19, Menara Affin<br>Lingkaran TRX, Tun Razak Exchange<br>55188 Kuala Lumpur<br>Tel No.: 03 – 8230 5555 | 068-018 |
| AFFIN HWANG INVESTMENT BANK BERHAD | 2nd Floor, Bangunan AHP<br>No. 2, Jalan Tun Mohd Fuad 3<br>Taman Tun Dr. Ismail<br>60000 Kuala Lumpur<br>Tel No : 03 - 7710 6688 | 068-019 |
| AFFIN HWANG INVESTMENT BANK BERHAD | Mezzanine & 3rd Floor<br>Chulan Tower<br>No. 3, Jalan Conlay<br>50450 Kuala Lumpur<br>Tel No : 03 – 2143 8668 | 068-018 |
| AFFIN HWANG INVESTMENT BANK BERHAD | 38A & 40A, Jalan Midah 1<br>Taman Midah<br>56000 Cheras<br>Kuala Lumpur<br>Tel No : 03 – 9130 8803 | 068-018 |
| AMINVESTMENT BANK BERHAD | 8-9, 11-18, 21-25th Floor, Bangunan AmBank Group<br>55, Jalan Raja Chulan<br>50200 Kuala Lumpur<br>Tel. No. : 03 – 2031 0102 | 086-001 |
| BIMB SECURITIES SDN BHD | Level 34, Menara Bank Islam<br>22, Jalan Perak<br>Kuala Lumpur<br>50450 Kuala Lumpur<br>Tel No : 03 – 2613 1700 | 024-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 3rd Floor 2 & 4<br>Jalan Mutiara Timur Satu<br>Taman Mutiara Cheras<br>56100 Kuala Lumpur<br>Tel. No. : 03 – 9132 7424/7428/7429 | 065-001 |
| CIMB SECURITIES SDN BHD (formerly known as Kaf Equities Sdn Bhd) | 14th Floor, Chulan Tower<br>No. 3, Jalan Conlay<br>50450 Kuala Lumpur<br>Tel No : 03 – 2171 0216 | 053-001 |

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **KUALA LUMPUR (cont'd)** | | |
| FA SECURITIES SDN BHD | A-10-1 & A-10-17<br>Level 10, Menara UOA Bangsar<br>No. 5, Jalan Bangsar Utama 1<br>59000 Kuala Lumpur<br>Tel No : 03 – 2288 1676 | 021-001 |
| HONG LEONG INVESTMENT BANK BERHAD | Mezzanine Floor<br>Level 3A, Block B, HP Towers<br>No. 12, Jalan Gelenggang<br>60000 Kuala Lumpur<br>Tel No : 03 – 2080 8777 | 066-002 |
| HONG LEONG INVESTMENT BANK BERHAD | Level 27 & 28, Menara Hong Leong<br>No. 6, Jalan Damanlela<br>Bukit Damansara<br>50490 Kuala Lumpur<br>Tel No : 03 – 2083 1800 | 066-008 |
| INTER-PACIFIC SECURITIES SDN BHD | West Wing, Level 13<br>Berjaya Times Square<br>No. 1, Jalan Imbi<br>55100 Kuala Lumpur<br>Tel No : 03 – 2117 1888 | 054-001 |
| INTER-PACIFIC SECURITIES SDN BHD | Ground Floor, 7-0-8, Jalan 3/109F<br>Danau Business Centre, Danau Desa<br>58100 Kuala Lumpur<br>Tel No : 03 – 7984 7796 | 054-003 |
| INTER-PACIFIC SECURITIES SDN BHD | No. 33-1 (First Floor)<br>Jalan Radin Bagus<br>Bandar Baru Seri Petaling<br>57000 Kuala Lumpur<br>Tel No : 03 – 9056 2922 | 054-007 |
| KENANGA INVESTMENT BANK BERHAD | Level 17, Kenanga Tower,<br>237 Jalan Tun Razak<br>50400 Kuala Lumpur<br>Tel No : 03 – 2172 2888 | 073-001 |
| M & A SECURITIES SDN BHD | Level 1-3, No. 45 & 47 and 43-6<br>The Boulevard, Mid Valley City<br>Lingkaran Syed Putra<br>59200 Kuala Lumpur<br>Tel. No. : 03-2282 1820 | 057-002 |
| M & A SECURITIES SDN BHD | 22A-1 Jalan Kuchai Maju 1<br>Kuchai Entrepreneurs' Park<br>Off Jalan Kuchai Lama<br>58200 Kuala Lumpur<br>Tel. No. : 03-7983 9890 | 057-004 |

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **KUALA LUMPUR (cont'd)** | | |
| MALACCA SECURITIES SDN BHD | No 76-1, Jalan Wangsa Maju Delima 6<br>Pusat Bandar Wangsa Maju (KLSC)<br>Setapak<br>53300, Kuala Lumpur<br>Tel No: 03 – 4144 2565 | 012-001 |
| MALACCA SECURITIES SDN BHD | B-M-10, Block B<br>Plaza Arkadia<br>Jalan Intisari Perdana<br>Desa Park City<br>52200 Kuala Lumpur<br>Tel No : 03-2733 9782 | 012-001 |
| MALACCA SECURITIES SDN BHD | B01-A-13A<br>Level 13A, Menara 2<br>No.3, Jalan Bangsar<br>KL ECO City<br>59200 Kuala Lumpur<br>Tel No : 03-2201 2100 | 012-001 |
| MAYBANK INVESTMENT BANK BERHAD | Level 5, Tower C<br>Dataran Maybank<br>No.1, Jalan Maarof<br>59000 Kuala Lumpur<br>Tel No : 03-2297 8888 | 098-001 |
| MAYBANK INVESTMENT BANK BERHAD | 27, 31 to 33 Floor<br>Menara Maybank<br>100 Jalan Tun Perak<br>50050 Kuala Lumpur<br>Tel No : 03-2059 1888 | 098-007 |
| MERCURY SECURITIES SDN BHD | L-7-2, No. 2<br>Jalan Solaris<br>Solaris Mont' Kiara<br>50480 Kuala Lumpur<br>Tel No : 03 -6203 7227 | 093-002 |
| MOOMOO SECURITIES MALAYSIA SDN BHD | Level 9, Menara Khuan Choo<br>75A Jalan Raja Chulan<br>Bukit Bintang<br>50200 Kuala Lumpur<br>Tel No.: 03-9212 0718 | 062-001 |
| PHILLIP CAPITAL SDN BHD | B-3-6, Block B, Level 3<br>Megan Avenue II<br>No.12, Jalan Yap Kwan Seng<br>50450 Kuala Lumpur<br>Tel. No. :03-2783 0361 | 076-001 |
| NEWPARADIGM SECURITIES SDN BHD<br>(formerly known as PM Securities Sdn Bhd) | Level 12, EXSIM Tower (Block D)<br>Millerz Square @ Old Klang Road<br>Megan Legasi, No. 357, Jalan Klang Lama<br>58000 Kuala Lumpur<br>Tel. No. : 03-2054 8000 | 064-001 |

**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE**

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **KUALA LUMPUR (cont'd)** | | |
| PUBLIC INVESTMENT BANK BERHAD | 27th Floor, Menara Public Bank 2<br>No. 78, Jalan Raja Chulan<br>50200 Kuala Lumpur<br>Tel No : 03 – 2268 3000 | 051-001 |
| RHB INVESTMENT BANK BERHAD | Level 1, Tower 3<br>RHB Centre, Jalan Tun Razak<br>50400 Kuala Lumpur<br>Tel. No. : 03-9280 2233/2354 | 087-001 |
| RHB INVESTMENT BANK BERHAD | Level 5, Tower One<br>RHB Centre, Jalan Tun Razak<br>50400 Kuala Lumpur<br>Tel. No. : 03-9280 2453 | 087-001 |
| RHB INVESTMENT BANK BERHAD | No. 62, 62-1, 64 & 64-1,<br>Vista Magna<br>Jalan Prima, Metro Prima<br>52100 Kuala Lumpur<br>Tel No : 03 – 6257 5869 | 087-028 |
| RHB INVESTMENT BANK BERHAD | No. 5 & 7<br>Jalan Pandan Indah 4/33<br>Pandan Indah<br>55100 Kuala Lumpur<br>Tel No : 03 – 4280 4798 | 087-054 |
| RHB INVESTMENT BANK BERHAD | Ground Floor<br>No. 55, Zone J4<br>Jalan Radin Anum<br>Bandar Baru Seri Petaling<br>57000 Kuala Lumpur<br>Tel No : 03 – 9058 7222 | 087-058 |
| TA SECURITIES HOLDINGS BERHAD | Menara TA One<br>No. 22, Jalan P. Ramlee<br>50250 Kuala Lumpur<br>Tel No : 03 – 2072 1277 | 058-003 |
| UOB KAY HIAN SECURITIES (M)<br>SDN BHD | N3, Plaza Damas<br>60, Jalan Sri Hartamas 1<br>Sri Hartamas<br>50480 Kuala Lumpur<br>Tel No : 03 – 6205 6000 | 078-004 |
| UOB KAY HIAN SECURITIES (M)<br>SDN BHD | Ground & 19th Floor<br>Menara Keck Seng<br>203 Jalan Bukit Bintang<br>55100 Kuala Lumpur<br>Tel No : 03 – 2147 1888 | 078-010 |

**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE**

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **SELANGOR DARUL EHSAN** | | |
| AFFIN HWANG INVESTMENT BANK BERHAD | Suite B 3A1, East Wing 3Ath Floor<br>Wisma Consplant 2<br>No. 7, Jalan SS 16/1<br>47500 Subang Jaya<br>Selangor Darul Ehsan<br>Tel No : 03 – 5635 6688 | 068-019 |
| AFFIN HWANG INVESTMENT BANK BERHAD | 4th Floor, Wisma Meru<br>1 Lintang Pekan Baru<br>Off Jalan Meru<br>41050 Klang<br>Selangor Darul Ehsan<br>Tel No : 03 – 3343 9999 | 068-019 |
| AFFIN HWANG INVESTMENT BANK BERHAD | No.79-1, Jalan Batu Nilam 5<br>Bandar Bukit Tinggi<br>41200 Klang<br>Selangor Darul Ehsan<br>Tel No : 03 – 3322 1999 | 068-019 |
| AMINVESTMENT BANK BERHAD | 4th Floor, Plaza Damansara Utama<br>No. 2, Jalan SS21/60<br>47400 Petaling Jaya<br>Selangor Darul Ehsan<br>Tel No : 03 – 7710 6613 | 086-001 |
| APEX SECURITIES BERHAD (formerly known as JF Apex Securities Berhad) | Level 5, Menara UAC<br>No.12, Jalan PJU7/5,<br>Mutiara Damansara<br>47800 Petaling Jaya<br>Selangor Darul Ehsan<br>Tel. No.03 7890 8899 ext 2012/2007 | 079-001 |
| APEX SECURITIES BERHAD (formerly known as JF Apex Securities Berhad) | 16th Floor<br>Menara Choy Fook On<br>No. 1B, Jalan Yong Shook Lin<br>46050 Petaling Jaya<br>Selangor Darul Ehsan<br>Tel No : 03 – 7620 1118 | 079-002 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | No. A-07-01 & A-07-02<br>Empire Office Tower<br>Empire Subang<br>Jalan SS16/1<br>47500 Subang Jaya<br>Selangor Darul Ehsan<br>Tel. No. : 03-5631 7934/7892 | 065-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 1st Floor (No. 11A)<br>Jalan Kenari 1<br>Bandar Puchong Jaya<br>47100 Puchong<br>Selangor Darul Ehsan<br>Tel. No. : 03-5891 6852 | 065-001 |

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **SELANGOR DARUL EHSAN (cont'd)** | | |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 1st Floor, No. 26A(F), 26A(M) & 26A(B)<br>Jalan SJ6, Taman Selayang Jaya<br>68100 Batu Caves<br>Selangor Darul Ehsan<br>Tel. No.: 03-6137 1680 | 065-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 2nd Floor (No. 26-2)<br>Lorong Batu Nilam 4B<br>Bandar Bukit Tinggi<br>41200 Klang<br>Selangor Darul Ehsan<br>Tel. No. : 03-3325 7105/7106 | 065-001 |
| KENANGA INVESTMENT BANK BERHAD | Lot 240, 2nd Floor, The Curve<br>No. 6, Jalan PJU 7/3<br>Mutiara Damansara<br>47800 Petaling Jaya<br>Selangor Darul Ehsan<br>Tel No. : 03 – 7725 9095 | 073-001 |
| KENANGA INVESTMENT BANK BERHAD | Level 1 East Wing<br>Wisma Consplant 2<br>No. 7 Jalan SS 16/1<br>47500 Subang Jaya<br>Selangor Darul Ehsan<br>Tel No. : 03 – 5621 2118 | 073-001 |
| KENANGA INVESTMENT BANK BERHAD | 35 (Ground, 1st & 2nd Floor)<br>Jalan Tiara 3, Bandar Baru Klang<br>41150 Klang<br>Selangor Darul Ehsan<br>Tel No. : 03 – 3348 8080 | 073-001 |
| MALACCA SECURITIES SDN BHD | BO1-A-13A, Level 13A, Menara 2 No.3<br>Jalan Bangsar, KL Eco City, Bangsar<br>59200 Kuala Lumpur<br>Wilayah Persekutuan<br>Tel No : 03 – 5636 1533 | 012-001 |
| MALACCA SECURITIES SDN BHD | No. 54M, Mezzanine Floor<br>Jalan SS2/67<br>47300 Petaling Jaya<br>Selangor Darul Ehsan<br>Tel No : 03 – 7876 1533 | 012-001 |
| MIDF AMANAH INVESTMENT BANK BERHAD | Level 21, Menara MBSB Bank, PJ Sentral<br>Lot 12, Persiaran Barat, Seksyen 52<br>46200 Petaling Jaya<br>Selangor Darul Ehsan<br>Tel No : 03 – 2173 8888 | 026-001 |

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **SELANGOR DARUL EHSAN (cont'd)** | | |
| NEWPARADIGM SECURITIES SDN BHD (formerly known as PM Securities Sdn Bhd) | 1st Floor, 157- A, Jalan Kenari 23A<br>Bandar Puchong Jaya<br>47100 Puchong<br>Selangor Darul Ehsan<br>Tel No : 03 – 8074 7094 | 064-003 |
| NEWPARADIGM SECURITIES SDN BHD (formerly known as PM Securities Sdn Bhd) | No. 18 & 20, Jalan Tiara 2<br>Bandar Baru Klang<br>41150 Klang<br>Selangor Darul Ehsan<br>Tel No : 03 – 3341 5300 | 064-007 |
| RHB INVESTMENT BANK BERHAD | 1,3 & 5, Tingkat 2<br>Jalan 52/18 New Town Centre<br>46200 Petaling Jaya<br>Selangor Darul Ehsan<br>Tel No : 03 – 7873 6366 / 7875 8428 | 087-011 |
| RHB INVESTMENT BANK BERHAD | First Floor, 10 & 11 Jalan Maxwell<br>48000, Rawang<br>Selangor Darul Ehsan<br>Tel No :03 – 6092 8916 | 087-047 |
| RHB INVESTMENT BANK BERHAD | Ground & Mezzanine Floor<br>No. 87 & 89, Jalan Susur<br>Pusat Perniagaan NBC<br>Batu 1½, Jalan Meru<br>41050 Klang<br>Selangor Darul Ehsan<br>Tel No : 03 – 3343 9180 | 087-048 |
| RHB INVESTMENT BANK BERHAD | Unit 1B, 2B & 3B<br>Jalan USJ 10/1J<br>USJ 10, 47610 UEP Subang Jaya<br>Selangor Darul Ehsan<br>Tel No : 03 – 8022 1888 | 087-059 |
| SJ SECURITIES SDN BHD | 26, Jalan Pendaftar U1/54<br>Temasya Glenmarie<br>40150 Shah Alam<br>Selangor Darul Ehsan<br>Tel No : 03 – 5567 3000 | 096-001 |
| TA SECURITIES HOLDINGS BERHAD | No. 2-1, 2-2, 2-3 & 4-2<br>Jalan USJ 9/5T, Subang Business Centre<br>47620 UEP Subang Jaya<br>Selangor Darul Ehsan<br>Tel No : 03 – 8025 1880 | 058-005 |
| TA SECURITIES HOLDINGS BERHAD | 2nd Floor, Wisma TA<br>1A Jalan SS20/1, Damansara Utama<br>47400 Petaling Jaya<br>Selangor Darul Ehsan<br>Tel No : 03 – 7729 5713 | 058-007 |

**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE**

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **MELAKA** | | |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | Ground, 1st & 2nd Floor<br>No. 191, Taman Melaka Raya<br>Off Jalan Parameswara<br>75000 Melaka<br>Tel No : 06 – 289 8800 | 065-001 |
| MALACCA SECURITIES SDN BHD | No. 1, 3 & 5, Jalan PPM9<br>Plaza Pandan Malim (Business Park)<br>Balai Panjang<br>75250 Melaka<br>Tel No : 06 – 337 1533 | 012-001 |
| MERCURY SECURITIES SDN BHD | 81, 81A & 81B<br>Jalan Merdeka<br>Taman Melaka Raya<br>75000 Melaka<br>Tel No : 06 – 2921 898 | 093-003 |
| KENANGA INVESTMENT BANK BERHAD | 71 (Ground, A&B) & 73 (Ground, A&B)<br>Jalan Merdeka<br>Taman Melaka Raya<br>75000 Melaka<br>Tel No : 06 – 2881 720 | 073-001 |
| NEWPARADIGM SECURITIES SDN BHD<br>(formerly known as PM Securities Sdn Bhd) | No 6-1, Jalan Lagenda 2,<br>Taman 1 Lagenda,<br>75400 Melaka<br>Tel No : 06 – 288 0050 | 064-006 |
| RHB INVESTMENT BANK BERHAD | 579, 580 & 581, Jalan Merdeka<br>Taman Melaka Raya<br>75000 Melaka<br>Tel No : 06 – 282 5211 | 087-026 |
| TA SECURITIES HOLDINGS BERHAD | 59, 59A, 59B<br>Jalan Merdeka<br>Taman Melaka Raya<br>75000 Melaka<br>Tel No : 06 – 286 2618 | 058-003 |
| UOB KAY HIAN SECURITIES (M)<br>SDN BHD | 7-2 Jalan PPM8<br>Malim Business Park<br>75250 Melaka<br>Tel No : 06 – 335 2511 | 078-014 |
| **PERAK DARUL RIDZUAN** | | |
| AFFIN HWANG INVESTMENT BANK<br>BERHAD | 21, Jalan Stesen<br>Ground Floor, 1, 2 & 3<br>34000 Taiping<br>Perak Darul Ridzuan<br>Tel No : 05 – 806 6688 | 068-001 |

**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE**

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **PERAK DARUL RIDZUAN (cont'd)** | | |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | Ground, 1st, 2nd & 3rd Floor<br>No. 8, 8A-C<br>Persiaran Greentown 4C<br>Greentown Business Centre<br>30450 Ipoh<br>Perak Darul Ridzuan<br>Tel No : 05 – 208 8688 | 065-001 |
| HONG LEONG INVESTMENT BANK BERHAD | 51-53, Persiaran Greenhill<br>30450 Ipoh<br>Perak Darul Ridzuan<br>Tel No : 05 – 2530 888 | 066-003 |
| KENANGA INVESTMENT BANK BERHAD | Ground, 1st, 2nd & 4th Floor<br>No. 63 Persiaran Greenhill<br>30450 Ipoh<br>Perak Darul Ridzuan<br>Tel No : 05 – 242 2828 | 073-022 |
| M & A SECURITIES SDN BHD | 5th and 6th Floor and Unit 8A<br>M&A Building<br>52A, Jalan Sultan Idris Shah<br>30000 Ipoh<br>Perak Darul Ridzuan<br>Tel No : 05 – 241 9800 | 057-001 |
| MALACCA SECURITIES SDN BHD | No 3, 1st Floor,<br>Persiaran Greenhill<br>30450, Ipoh<br>Perak Darul Ridzuan<br>Tel No: 012-618 4998 | 012-013 |
| MAYBANK INVESTMENT BANK BERHAD | No. 47, Hala Pusat Perdagangan Canning I<br>Pusat Perdagangan Canning II<br>30350, Ipoh, Perak<br>Tel No : 05 - 245 3457 | 098-002 |
| RHB INVESTMENT BANK BERHAD | Ground & 1st Floor<br>No. 17, Jalan Intan 2<br>Bandar Baru<br>36000 Teluk Intan<br>Perak Darul Ridzuan<br>Tel No : 05 – 623 6498 | 087-014 |
| RHB INVESTMENT BANK BERHAD | Ground & 1st Floor<br>No. 23 & 25 Jalan Lumut<br>32000 Sitiawan<br>Perak Darul Ridzuan<br>Tel No : 05 – 692 1228 | 087-016 |
| RHB INVESTMENT BANK BERHAD | Unit E-2-2A, E-3-2A, E-4-2A & E-5-2A<br>SOHO Ipoh 2, Jalan Sultan Idris Shah<br>30000 Ipoh<br>Perak Darul Ridzuan<br>Tel. No. : 05-241 5100 | 087-023 |

**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE**

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **PERAK DARUL RIDZUAN (cont'd)** | | |
| RHB INVESTMENT BANK BERHAD | Ground Floor, No. 40, 42 & 44<br>Jalan Berek<br>34000 Taiping<br>Perak Darul Ridzuan<br>Tel No : 05 – 808 8229 | 087-034 |
| RHB INVESTMENT BANK BERHAD | No 1&3, 1st Floor<br>Jalan Wawasan Satu<br>Taman Wawasan Jaya<br>34200 Parit Buntar<br>Perak Darul Ridzuan<br>Tel No : 05 – 717 0888 | 087-052 |
| TA SECURITIES HOLDINGS BERHAD | Ground, 1st & 2nd Floor<br>Plaza Teh Teng Seng<br>No. 227, Jalan Raja Permaisuri Bainun<br>30250 Ipoh<br>Perak Darul Ridzuan<br>Tel No : 05 – 253 1313 | 058-001 |
| UOB KAY HIAN SECURITIES (M)<br>SDN BHD | 153A Jalan Raja Musa Aziz<br>30300 Ipoh<br>Perak Darul Ridzuan<br>Tel No : 05 – 241 1290 | 078-002 |
| **PULAU PINANG** | | |
| AFFIN HWANG INVESTMENT BANK<br>BERHAD | Level 2, 3, 4, 5, 7 & 8<br>Wisma Sri Pinang 60, Green Hall<br>10200 Pulau Pinang<br>Tel No : 04-2636996 | 068-001 |
| AFFIN HWANG INVESTMENT BANK<br>BERHAD | 1st, 2nd & 3rd Floor<br>No. 2 & 4, Jalan Perda Barat<br>Bandar Perda<br>14000 Bukit Mertajam<br>Pulau Pinang<br>Tel No : 04-5372882 | 068-001 |
| AMINVESTMENT BANK BERHAD | 3rd Floor, Menara Liang Court<br>37, Jalan Sultan Ahmad Shah<br>10050 Pulau Pinang<br>Tel No : 04-2261818 | 086-001 |
| APEX SECURITIES BERHAD (formerly known as JF Apex Securities Berhad) | 368-2-5 Jalan Burmah<br>Belissa Row<br>10350 Pulau Tikus<br>Pulau Pinang<br>Tel No : 04-2289118 | 079-005 |

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **PULAU PINANG (cont'd)** | | |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | Level 2, Menara BHL,<br>51, Jalan Sultan Ahmad Shah,<br>10050 Pulau Pinang<br>Tel No : 04-2385900 | 065-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | No. 20-1 & 20-2<br>Persiaran Bayan Indah<br>Bayan Bay, Sungai Nibong<br>11900 Nayan Lepas<br>Pulau Pinang<br>Tel No : 04-6412 881 | 065-001 |
| MALACCA SECURITIES SDN BHD | 28, Lorong Tangling Indah 3<br>Taman Tangling Indah<br>14100 Simpang Ampat<br>Pulau Pinang<br>Tel. No. : 04-506 0967 | 012-001 |
| MALACCA SECURITIES SDN BHD | No.11A-1, Persiaran Bayan Indah<br>Taman Bayan Indah<br>11900 Bayan Lepas<br>Pulau Pinang<br>Tel. No. : 04-642 1533 | 012-001 |
| MAYBANK INVESTMENT BANK BERHAD | Ground Floor, Bangunan KWSP<br>No. 38, Jalan Sultan Ahmad Shah<br>10050 Georgetown,<br>Pulau Pinang<br>Tel No : 04 – 219 6888 | 098-006 |
| MERCURY SECURITIES SDN BHD | Ground, 1st, 2nd & 3rd Floor<br>Wisma UMNO<br>Lorong Bagan Luar Dua<br>12000 Butterworth, Seberang Perai<br>Pulau Pinang<br>Tel No : 04 – 332 2123 | 093-001 |
| MERCURY SECURITIES SDN BHD | 2nd Floor, Standard Chartered Bank Chambers<br>2, Lebuh Pantai<br>10300 Pulau Pinang<br>Tel No : 04 – 263 9118 | 093-004 |
| MERCURY SECURITIES SDN BHD | D'Piazza Mall<br>70-1-22 Jalan Mahsuri<br>11900 Bandar Bayan Baru<br>Pulau Pinang<br>Tel No : 04 – 640 0822 | 093-006 |
| INTER-PACIFIC SECURITIES SDN BHD | Canton Square<br>Level 2 (Unit 1) & Level 3<br>No. 56, Cantontment Road<br>10250 Pulau Pinang<br>Tel. No. : 04-226 8288 | 054-002 |

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **PULAU PINANG (cont'd)** | | |
| KENANGA INVESTMENT BANK BERHAD | 7th, 8th & 16th Floor<br>Menara Boustead Penang<br>39, Jalan Sultan Ahmad Shah<br>10050 Pulau Pinang<br>Tel.No.: 04-228 3355 | 073-023 |
| PHILLIP CAPITAL SDN BHD (formerly known as Alliance Investment Bank Berhad) | 29A, Ground Floor<br>Beach Street<br>10300 Pulau Pinang<br>Tel No : 04-261 6363 | 076-015 |
| NEWPARADIGM SECURITIES SDN BHD (formerly known as PM Securities Sdn Bhd) | 56B. 1st Floor<br>Jalan Perak, Perak Plaza<br>10150 Pulau Pinang<br>Tel. No.: 04-2273 000 | 064-004 |
| RHB INVESTMENT BANK BERHAD | Ground, 1st & 2nd Floor<br>No. 2677, Jalan Chain Ferry<br>Taman Inderawasih<br>13600 Seberang Prai<br>Pulau Pinang<br>Tel No : 04 – 390 0022 | 087-005 |
| RHB INVESTMENT BANK BERHAD | 64 & 64-D<br>Ground Floor-3rd Floor & 5th-8th Floor<br>Lebuh Bishop<br>10200 Pulau Pinang<br>Tel No : 04 – 263 4222 | 087-033 |
| RHB INVESTMENT BANK BERHAD | 1st Floor<br>No. 15-1-5, 15-1-6, 15-2-5, 15-2-6 & 15-2-24<br>Medan Kampung Relau (Bayan Point)<br>11950 Pulau Pinang<br>Tel No : 04 – 640 4888 | 087-042 |
| TA SECURITIES HOLDINGS BERHAD | 3rd Floor, Bangunan Heng Guan<br>No. 171, Jalan Burmah<br>10050 Pulau Pinang<br>Tel No : 04 – 227 2339 | 058-010 |
| UOB KAY HIAN SECURITIES (M) SDN BHD | 1st Floor, Bangunan Heng Guan<br>171 Jalan Burmah<br>10050 Pulau Pinang<br>Tel No : 04 – 229 9318 | 078-002 |
| UOB KAY HIAN SECURITIES (M) SDN BHD | 21Jalan Bayu Mutiara 2<br>Taman Bayu Mutiara<br>14000 Bukit Mertajam<br>Pulau Pinang<br>Tel No : 04 – 504 7313 / 7316 | 078-003 |

**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE**

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **PAHANG DARUL MAKMUR** | | |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | Ground, 1st & 2nd Floor<br>No. A-27, Jalan Dato' Lim Hoe Lek<br>25200 Kuantan<br>Pahang Darul Makmur<br>Tel No : 09 – 505 7800 | 065-001 |
| KENANGA INVESTMENT BANK BERHAD | A15, A17 & A19, Ground Floor<br>Jalan Tun Ismail 2<br>Sri Dagangan 2<br>25000 Kuantan<br>Pahang Darul Makmur<br>Tel No : 09 – 517 1698 | 073-001 |
| MALACCA SECURITIES SDN BHD | P11-3, Jalan Chui Yin<br>28700 Bentong<br>Pahang Darul Makmur<br>Tel No : 09 – 222 0993 | 012-001 |
| PHILLIP CAPITAL SDN BHD | Ground, Mezzanine & 1st Floor<br>B400, Jalan Beserah<br>25300 Kuantan<br>Pahang Darul Makmur<br>Tel No : 09 – 566 0800 | 076-002 |
| RHB INVESTMENT BANK BERHAD | No. 12 Ground Floor, 1st and 2nd Floor<br>Jalan Putra Square 1<br>Putra Square 25300<br>Pahang Darul Makmur<br>Tel. No. : 09-517 3811 | 087-007 |
| **KELANTAN DARUL NAIM** | | |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | Level 4 Wisma TCH<br>(formerly known as Wisma Square Point)<br>Jalan Pengkalan Chepa<br>15400 Kota Bharu<br>Kelantan Darul Naim<br>Tel. No. : 09-741 9050/9051/9052/9053 | 065-001 |
| RHB INVESTMENT BANK BERHAD | Ground & 1st Floor<br>No. 3953-H, Jalan Kebun Sultan<br>15350 Kota Bharu<br>Kelantan Darul Naim<br>Tel No : 09 – 743 0077 | 087-020 |
| TA SECURITIES HOLDINGS BERHAD | 298, Jalan Tok Hakim<br>15000 Kota Bharu<br>Kelantan Darul Naim<br>Tel No : 09 – 7432 288 / 3388 | 058-004 |

**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE**

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **KELANTAN DARUL NAIM (cont'd)** | | |
| UOB KAY HIAN SECURITIES (M) SDN BHD | Ground &1st Floor<br>Lot 712, Sek 9, PT 62<br>Jalan Tok Hakim<br>15000 Kota Bharu<br>Kelantan Darul Naim<br>Tel No : 09 – 747 3906 | 078-004 |
| **TERENGGANU DARUL IMAN** | | |
| PHILLIP CAPITAL SDN BHD | No. 46, 1st Floor<br>Jalan Sultan Ismail<br>20200 Kuala Terengganu<br>Tel.No.: 09-6317 922 | 076-009 |
| RHB INVESTMENT BANK BERHAD | 1st Floor, 59 Jalan Sultan Ismail<br>20200 Kuala Terengganu<br>Terengganu Darul Iman<br>Tel No : 09 – 626 1816 | 087-055 |
| UOB KAY HIAN SECURITIES (M) SDN BHD | 37-B, 1st Floor<br>Jalan Sultan Ismail<br>20200 Kuala Terengganu<br>Terengganu Darul Iman<br>Tel No : 09 – 622 4766 | 078-016 |
| **KEDAH DARUL AMAN** | | |
| AFFIN HWANG INVESTMENT BANK BERHAD | No. 70 & 70A, Jalan Mawar 1<br>Taman Pekan Baru<br>08000 Sungai Petani<br>Kedah Darul Aman<br>Tel No : 04 – 425 6666 | 068-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 2nd Floor, No. 102<br>Kompleks Persiaran Sultan Abdul Hamid<br>Jalan Pegawai<br>05050 Alor Setar<br>Kedah Darul Aman<br>Tel. No. : 04-777 4400/4401 | 065-001 |
| MALACCA SECURITIES SDN BHD | No. 9, First Floor<br>Kompleks Perniagaan LITC<br>Jalan Putra Mergong<br>05150 Alor Setar<br>Kedah Darul Aman<br>Tel No : 04 – 735 0888 | 012-001 |
| PHILLIP CAPITAL SDN BHD | Lot T-30, 2nd Floor, Wisma PKNK<br>Jalan Sultan Badlishah<br>05000 Alor Setar<br>Kedah Darul Aman<br>Tel No : 04 – 731 7088 / 8270 | 076-004 |

**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE**

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **KEDAH DARUL AMAN (cont'd)** | | |
| RHB INVESTMENT BANK BERHAD | Ground & 1st Floor,<br>214-A, 214-B, 215-A & 215-B<br>Medan Putra, Jalan Putra<br>05150 Alor Setar<br>Kedah Darul Aman<br>Tel No : 04 – 720 9888 | 087-021 |
| UOB KAY HIAN SECURITIES (M)<br>SDN BHD | Lot 4, 5 & 5A, 1st Floor EMUM 55<br>No. 55, Jalan Gangsa<br>Kawasan Perusahan Mergong 2<br>Seberang Jalan Putra<br>05150 Alor Setar<br>Kedah Darul Aman<br>Tel No : 04 – 732 2111 | 078-007 |
| **NEGERI SEMBILAN DARUL KHUSUS** | | |
| AFFIN HWANG INVESTMENT BANK BERHAD | No. 26-2, Jalan S2 B16<br>Pusat Dagangan Seremban 2<br>70300 Seremban<br>Negeri Sembilan Darul Khusus<br>Tel. No. : 06-603 7408 | 068-019 |
| AFFIN HWANG INVESTMENT BANK BERHAD | 6, Upper Level, Jalan Mahligai<br>72100 Bahau<br>Negeri Sembilan Darul Khusus<br>Tel No : 06 – 455 3188 | 068-019 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 1st Floor, No 21, Jalan Mahligai<br>72100 Bahau<br>Negeri Sembilan Darul Khusus<br>Tel. No. : 06-455 3166/3266 | 065-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 2nd Floor, Lot 3110<br>Jalan Besar, Lukut<br>71010 Port Dickson<br>Negeri Sembilan Darul Khusus<br>Tel. No. : 06-651 5385 | 065-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | No. 38, 1st Floor<br>Jalan S2 B18<br>Biz Avenue Seremban 2<br>70300 Seremban<br>Negeri Sembilan Darul Khusus<br>Tel. No. : 06-761 4651 | 065-001 |
| KENANGA INVESTMENT BANK<br>BERHAD | 1C & 1D, Ground & 1st Floor<br>Jalan Tunku Munawir<br>70000 Seremban, Negeri Sembilan<br>Tel No : 06 – 765 5998 | 073-001 |

**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE**

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **NEGERI SEMBILAN DARUL KHUSUS (cont'd)** | | |
| MAYBANK INVESTMENT BANK BERHAD | Wisma HM<br>No. 43, Jalan Dr Krishnan<br>70000 Seremban<br>Negeri Sembilan<br>Tel No : 06 – 766 9555 | 098-005 |
| NEWPARADIGM SECURITIES SDN BHD<br>(formerly known as PM Securities Sdn Bhd) | 1st-3rd Floor<br>19-21, Jalan Kong Sang<br>70000 Seremban<br>Negeri Sembilan Darul Khusus<br>Tel No : 06 – 762 3131 | 064-002 |
| NEWPARADIGM SECURITIES SDN BHD<br>(formerly known as PM Securities Sdn Bhd) | Ground & 1st Floor<br>No. 3, Jalan Dato Abdullah<br>71200 Kuala Klawang<br>Negeri Sembilan Darul Khusus<br>Tel No : 06 – 613 7767 | 064-002 |
| RHB INVESTMENT BANK BERHAD | Ground, 1st & 2nd Floor<br>No. 32 & 33, Jalan Dato' Bandar Tunggal<br>70000 Seremban<br>Negeri Sembilan Darul Khusus<br>Tel No : 06 – 764 1641 | 087-024 |
| **JOHOR DARUL TAKZIM** | | |
| AFFIN HWANG INVESTMENT BANK BERHAD | Level 7, Johor Bahru City Square<br>(Office Tower)<br>106-108 Jalan Wong Ah Fook<br>80000 Johor Bahru<br>Johor Darul Takzim<br>Tel No : 07 – 222 2692 | 068-004 |
| AFFIN HWANG INVESTMENT BANK BERHAD | 2nd Floor, No 11 & 12 BP Avenue<br>Jalan Abdul Rahman<br>Bandar Penggaram<br>83000 Batu Pahat<br>Johor Darul Takzim<br>Tel No.: 07 – 431 1081 | 068-004 |
| AMINVESTMENT BANK BERHAD | 2nd & 3rd Floor, Penggaram Complex<br>1, Jalan Abdul Rahman<br>83000 Batu Pahat<br>Johor Darul Takzim<br>Tel No : 07 - 434 2282 | 086-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | No 73, Ground Floor<br>No 73A & 79A, First Floor<br>Jalan Kuning Dua, Taman Pelangi<br>80400 Johor Bahru<br>Johor Darul Takzim<br>Tel No : 07 – 340 5888 | 065-001 |

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **JOHOR DARUL TAKZIM (cont'd)** | | |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 1st Floor, No. 384A<br>Jalan Simbang, Taman Perling<br>81200 Johor Bahru<br>Johor Darul Takzim<br>Tel. No. : 07-232 9673 | 065-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 2nd Floor, 113 & 114<br>Jalan Genuang<br>85000 Segamat<br>Johor Darul Takzim<br>Tel. No. : 07-931 1509/1523 | 065-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 1st Floor, 101<br>Jalan Gambir 8<br>Bandar Baru Bukit Gambir<br>84800 Muar<br>Johor Darul Takzim<br>Tel. No. : 06-976 4559/4560 | 065-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 1st Floor No. 8A<br>Jalan Dedap 20<br>Taman Johor Jaya<br>81100 Johor Bahru<br>Johor Darul Takzim<br>Tel. No. : 07-353 7669/7959 | 065-001 |
| INTER-PACIFIC SECURITIES SDN BHD | 95, Jalan Tun Abdul Razak<br>80000 Johor Bahru<br>Johor Darul Takzim<br>Tel No : 07 – 223 1211 | 054-004 |
| KENANGA INVESTMENT BANK BERHAD | Level 2, Menara Pelangi<br>Jalan Kuning, Taman Pelangi<br>80400 Johor Bahru<br>Johor Darul Takzim<br>Tel No : 07 – 333 3600 | 073-004 |
| KENANGA INVESTMENT BANK BERHAD | 57, 59 and 61 Jalan Ali<br>84000 Muar<br>Johor Darul Takzim<br>Tel No : 06 – 953 1222 | 073-001 |
| M & A SECURITIES SDN BHD | Suite 5.3A, Level 5, Menara Pelangi<br>Jalan Kuning, Taman Pelangi<br>80400 Johor Bahru<br>Johor Darul Takzim<br>Tel No : 07 – 338 1233 | 057-003 |
| MALACCA SECURITIES SDN BHD | No. 40A, Jalan Perang<br>Taman Pelangi<br>80400 Johor Bahru<br>Johor Darul Takzim<br>Tel No : 07 335 1533 | 012-001 |

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **JOHOR DARUL TAKZIM (cont'd)** | | |
| MALACCA SECURITIES SDN BHD | 1735-B, Jalan Sri Putri 4<br>Taman Putri Kulai<br>81000 Kulaijaya<br>Johor Darul Takzim<br>Tel: 07 – 663 8877 | 012-001 |
| MALACCA SECURITIES SDN BHD | Lot 880, 3 ½ Mile<br>Jalan Salleh<br>84000 Muar<br>Johor Darul Takzim<br>Tel: 06 – 9536 948 | 012-001 |
| MERCURY SECURITIES SDN BHD | Suite 17.1, Level 17, Menara Pelangi<br>Jalan Kuning, Taman Pelangi<br>80400 Johor Bahru<br>Johor Darul Takzim<br>Tel No : 07 – 331 6992 | 093-005 |
| PHILLIP CAPITAL SDN BHD | No. 73, 1st Floor<br>Jalan Rambutan<br>86000 Kluang<br>Johor Darul Takzim<br>Tel No : 07 – 771 7922 | 076-006 |
| NEWPARADIGM SECURITIES SDN BHD<br>(formerly known as PM Securities Sdn Bhd) | Ground & 1st Floor<br>No. 43 & 43A, Jalan Penjaja 3<br>Taman Kim's Park, Business Centre<br>83000 Batu Pahat<br>Johor Darul Takzim<br>Tel No : 07 – 433 3608 | 064-008 |
| RHB INVESTMENT BANK BERHAD | 53, 53-A & 53-B, Jalan Sultanah<br>83000 Batu Pahat<br>Johor Darul Takzim<br>Tel No : 07 – 438 0288 | 087-009 |
| RHB INVESTMENT BANK BERHAD | No. 33-1, 1st & 2nd Floor<br>Jalan Ali<br>84000 Muar<br>Johor Darul Takzim<br>Tel No : 06 – 953 8262 | 087-025 |
| RHB INVESTMENT BANK BERHAD | Ground & 1st Floor<br>No. 119 & 121<br>Jalan Sutera Tanjung 8/2<br>Taman Sutera Utama<br>81300 Skudai<br>Johor Darul Takzim<br>Tel No : 07 – 557 7628 | 087-029 |

**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE**

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **JOHOR DARUL TAKZIM (cont'd)** | | |
| RHB INVESTMENT BANK BERHAD | Ground, 1st & 2nd Floor<br>No. 3, Jalan Susur Utama 2/1<br>Taman Utama<br>85000 Segamat<br>Johor Darul Takzim<br>Tel No : 07 – 932 1543 | 087-030 |
| RHB INVESTMENT BANK BERHAD | Ground & 1st Floor<br>No. 40 Jalan Haji Manan<br>86000 Kluang<br>Johor Darul Takzim<br>Tel No : 07 – 776 9655 | 087-031 |
| RHB INVESTMENT BANK BERHAD | Ground, 1st & 2nd Floor<br>No. 10, Jalan Anggerik 1<br>Taman Kulai Utama<br>81000 Kulai<br>Johor Darul Takzim<br>Tel No : 07 – 662 6288 | 087-035 |
| RHB INVESTMENT BANK BERHAD | Ground, 1st & 2nd Floor, No. 21 & 23<br>Jalan Molek 1/30, Taman Molek<br>81100 Johor Bahru<br>Johor Darul Takzim<br>Tel No : 07 -352 2293 | 087-043 |
| TA SECURITIES HOLDINGS BERHAD | 7A, Jalan Genuang Perdana<br>Taman Genuang Perdana<br>85000 Segamat<br>Johor Darul Takzim<br>Tel No : 07 – 943 5278 | 058-009 |
| TA SECURITIES HOLDINGS BERHAD | 15, Jalan Molek 1/5A<br>Taman Molek<br>81000 Johor Bahru<br>Tel No: 07 – 364 7388 | 058-011 |
| TA SECURITIES HOLDINGS BERHAD | No. 29-03, Jalan Sri Pelangi<br>Taman Pelangi<br>80400 Johor Bahru<br>Tel No: 07-3364672 | 058-013 |
| UOB KAY HIAN SECURITIES (M)<br>SDN BHD | Level 6 & 7, Menara MSC Cyberport<br>No. 5, Jalan Bukit Meldrum<br>80300 Johor Bahru<br>Johor Darul Takzim<br>Tel No : 07 – 333 2000 | 078-001 |
| UOB KAY HIAN SECURITIES (M)<br>SDN BHD | 42-8, Main Road<br>Kulai Besar<br>81000 Kulai<br>Johor Darul Takzim<br>Tel No : 07 – 663 5651 | 078-001 |

**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE**

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **SARAWAK** | | |
| AFFIN HWANG INVESTMENT BANK BERHAD | 2nd Floor, Lot No. 27, NBX 2<br>The Northbank<br>Off Kucing-Samarahan Expressway<br>93350 Kuching<br>Sarawak<br>Tel No : 082 – 50 1007 | 068-005 |
| AMINVESTMENT BANK BERHAD | 1st , 2nd, & 3rd Floor,<br>No. 162, 164, 166 & 168<br>Jalan Abell<br>93100 Kuching<br>Sarawak<br>Tel No : 082 – 24 4791 | 086-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | No. 6A, Ground Floor<br>Jalan Bako, Off Brooke Drive<br>96000 Sibu<br>Sarawak<br>Tel No : 084 – 367 700 | 065-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | Level 1 (North), Wisma STA<br>26 Jalan Datuk Abang Abdul Rahim<br>93450 Kuching<br>Sarawak<br>Tel No : 082 – 35 8688 | 065-001 |
| KENANGA INVESTMENT BANK BERHAD | Lot 1866, Jalan MS 2/5<br>Marina Square 2<br>Marina Parkcity<br>98000 Miri<br>Sarawak<br>Tel No : 085 – 43 5577 | 073-001 |
| KENANGA INVESTMENT BANK BERHAD | Level 2-4, Wisma Mahmud<br>Jalan Sungai Sarawak<br>93100 Kuching<br>Sarawak<br>Tel No : 082 – 33 8000 | 073-001 |
| KENANGA INVESTMENT BANK BERHAD | 11-12, Ground & 1st Floor<br>Lorong Kampung Datu 3<br>96000 Sibu<br>Sarawak<br>Tel No : 084 – 31 3855 | 073-001 |
| MERCURY SECURITIES SDN BHD | 1st Floor<br>16, Jalan Getah<br>96100 Sarikei<br>Sarawak<br>Tel No : 084 – 65 6281 | 093-001 |

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **SARAWAK (cont'd)** | | |
| RHB INVESTMENT BANK BERHAD | Tingkat Bawah dan Tingkat 1<br>No. 221, Parkcity Commerce Square<br>Phase III<br>Jalan Tun Ahmad Zaidi<br>97000 Bintulu<br>Sarawak<br>Tel. No. : 086-31 7678 | 087-053 |
| RHB INVESTMENT BANK BERHAD | Yung Kong Abell<br>Units No. 1-10, 2nd Floor<br>Lot 365, Section 50<br>Jalan Abell<br>93100 Kuching<br>Sarawak<br>Tel. No. : 082-250 888 | 087-008 |
| RHB INVESTMENT BANK BERHAD | No. 102, Pusat Pedada<br>Jalan Dr Wong Soon Kai<br>96000 Sibu<br>Sarawak<br>Tel No : 084 – 32 9100 | 087-008 |
| TA SECURITIES HOLDINGS BERHAD | 12G, H & I<br>Jalan Kampong Datu<br>96000 Sibu<br>Sarawak<br>Tel No : 084 – 31 9998 | 058-002 |
| UOB KAY HIAN SECURITIES (M)<br>SDN BHD | Lot 1265, 1st Floor<br>Centre Point Commercial Centre<br>Jalan Melayu<br>98000, Miri<br>Sarawak<br>Tel: 085 – 32 4128 | 078-017 |
| UOB KAY HIAN SECURITIES (M)<br>SDN BHD | Ground & 1st Floor<br>No 16, Lorong Intan 6<br>96000 Sibu<br>Sarawak<br>Tel: 084 – 25 2737 | 078-018 |
| **SABAH** | | |
| AFFIN HWANG INVESTMENT BANK BERHAD | No. 2 M3 Block A<br>Level 2, Luyang Commersial Centre<br>Damai Plaza PH3<br>Jalan Damai88300 Kota Kinabalu<br>Sabah<br>Tel No : 088 – 31 1688 | 068-005 |

| Name | Address and telephone number | Broker Code |
|---|---|---|
| **SABAH (cont'd)** | | |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 1st & 2nd Floor<br>Central Building<br>No. 28, Jalan Sagunting<br>88000 Kota Kinabalu<br>Sabah<br>Tel No : 088 – 32 8878 | 065-001 |
| CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD | 1st Floor, Lot 12<br>Block A3, Phase 2<br>Utama Place<br>Mile 6, Northern Road<br>90000 Sandakan<br>Sabah<br>Tel. No. : 089-21 5578 | 065-001 |
| KENANGA INVESTMENT BANK BERHAD | Level 8, Wisma Great Eastern<br>68, Jalan Gaya<br>88000 Kota Kinabalu<br>Sabah<br>Tel No : 088 – 23 6188 | 073-032 |
| RHB INVESTMENT BANK BERHAD | 2nd Floor<br>81 & 83, Jalan Gaya<br>88000 Kota Kinabalu<br>Sabah<br>Tel No : 088 – 26 9788 | 087-010 |
| UOB KAY HIAN SECURITIES (M) SDN BHD | 11, Equity House, Block K<br>Sadong Jaya, Karamunsing<br>88100 Kota Kinabalu<br>Sabah<br>Tel No : 088 – 23 4099 | 078-004 |

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