

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE**DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF CAMAROE BERHAD ("CAMAROE" OR THE "COMPANY") DATED 29 AUGUST 2025 ("PROSPECTUS")**

Unless otherwise defined, all words and expressions used here shall carry the same meaning as ascribed to them in the Prospectus.

Unless the context otherwise requires, words used in the singular include the plural, and viceversa.

1. OPENING AND CLOSING OF APPLICATIONS

OPENING OF THE APPLICATION PERIOD: 10:00 A.M., 29 AUGUST 2025

CLOSING OF THE APPLICATION PERIOD: 5:00 P.M., 12 SEPTEMBER 2025

In the event of any change to the dates and times stated above, we will advertise the notice of changes in a widely circulated daily English and Bahasa Malaysia newspaper in Malaysia and make an announcement on Bursa Securities' website.

Late Applications will not be accepted.

2. METHODS OF APPLICATIONS**2.1 Retail Offering**

Application must accord with the Prospectus and our Constitution. The submission of an application Form does not mean that the Application will succeed.

<u>Types of Application and category of investors</u>	<u>Application Method</u>
Applications by our eligible Directors and employees of our Group	Pink Application Form only
Applications by the Malaysian Public:	
(i) Individuals	White Application Form or Electronic Share Application or Internet Share Application
(ii) Non-Individuals	White Application Form only

2.2 Placement

<u>Types of Application</u>	<u>Application Method</u>
Applications by selected investors	The Placement Agent will contact the selected investors directly. They should follow the Placement Agent's instructions.
Applications by Bumiputera investors approved by MITI	MITI will contact the Bumiputera investors directly. They should follow MITI's instructions.

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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.

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 the list of ADAs accompanying the electronic copy of the 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 WISHING TO APPLY FOR IPO SHARES USING A JOINT BANK ACCOUNT SHOULD ENSURE THAT THEIR APPLICATION DETAILS MATCH THOSE OF THE CDS ACCOUNT INDICATED IN THE APPLICATION. ANY DISCREPANCY BETWEEN THE INFORMATION PROVIDED BY YOUR FINANCIAL INSTITUTION AND THE CDS ACCOUNT RECORD WILL RESULT IN APPLICATION REJECTION. TO AVOID ANY REJECTION, PLEASE CONTACT YOUR FINANCIAL INSTITUTION TO VERIFY THE DETAILS. PLEASE NOTE THAT THE COMPANY, PRINCIPAL ADVISER, AND ISSUING HOUSE WILL NOT BE LIABLE FOR ANY ISSUES ARISING THEREAFTER.

3.2 Application by 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.

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- (ii) You must not be a director or employee of our Issuing House or an immediate family member of a director or employee of our Issuing House; and
- (iii) You must submit Applications by using only one of the following methods:
 - (a) White Application Form;
 - (b) Electronic Share Application; or
 - (c) Internet Share Application.

3.3 Application by the Eligible Persons

The Eligible Persons 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 Issue Shares. The Eligible Persons must follow the notes and instructions in the said document and where relevant, in this Prospectus.

The Eligible Persons may request for a copy of the printed Prospectus from our Company at no cost and are given an option to have the printed Prospectus delivered to them free of charge, or to obtain the printed Prospectus from our Company, Issuing House, M & A Securities, participating organisations of Bursa Securities and Members of the Association of Banks in Malaysia or Malaysian Investment Banking Association.

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 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 the Prospectus.

The **White Application Forms** together with the Prospectus, can be obtained subject to availability from M&A Securities Sdn Bhd, participating organisations of Bursa Securities, members of the Association of Banks in Malaysia or Malaysian Investment Banking Association and our Issuing House and our Company.

- (ii) In accordance with Section 232(2) of the CMSA, the Application Forms are accompanied by the Prospectus. You are advised to read and understand the Prospectus before making your Application.
- (iii) Complete the relevant Application Form legibly and **STRICTLY** in accordance with the notes and instructions printed on it and in the 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 changes 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.

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- (b) Stating your CDS account number in the space provided in the 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 Application Form.
- (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 RM0.14 for each IPO Share.

Payment must be made out in favour of **"TIIH SHARE ISSUE ACCOUNT NO. 810"** 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 (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 Forms.

- (v) Insert the White Application Form together with payment and a legible photocopy of your identification document (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 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 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).

- (vi) 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:
 - (a) despatch by **ORDINARY POST** in the official envelopes provided to the following address:

Tricor Investor & Issuing House Services Sdn Bhd
(Registration No. 197101000970 (11324-H))
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

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- (b) **DELIVERED BY HAND AND DEPOSIT** in the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, so as to arrive not later than **5.00 p.m. on 12 September 2025** or by such other time and date specified in any change to the date or time for closing.

We, together with our 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 Forms to our Issuing House.

5. PROCEDURES FOR APPLICATION BY WAY OF ELECTRONIC SHARE APPLICATIONS

5.1 Participating Financial Institutions

Only **Malaysian individuals** may apply for our IPO Shares offered to the Malaysian Public by way of Electronic Share Application.

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 exact procedures, terms and conditions 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 THE PROSPECTUS, THE TERMS AND CONDITIONS AND PROCEDURES FOR ELECTRONIC SHARE APPLICATIONS SET OUT BELOW AND AT THE RESPECTIVE ATM CAREFULLY PRIOR TOMAKING 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 Institution and an ATM card issued by

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that Participating Financial Institution 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**");
- **TIIH Share Issue Account No. 810**;
- 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 our Issuing House. The Transaction Record is for your records 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 INSTITUTION, 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 the 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 the 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

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- (e) You consent to the disclosure by the Participating Financial Institutions and Bursa Depository of information pertaining to yourself and your account with the Participating Financial Institution and Bursa Depository to our 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 or Bursa Depository, as the case may be, of any of your particulars to our Issuing House or any relevant authorities.

- (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 that the Electronic Share Application that you make is made by you 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 Institution at the time the Electronic Share Application is made, failing which the Electronic Share Application will not be completed. Any Electronic Share Application, which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Share Application is being made, will be rejected.
- (v) You 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 (by your action of pressing the designated keys or buttons on the ATM keyboard) of the number of IPO Shares applied for shall signify, and shall be treated as, your acceptance of the number of IPO Shares that may be allotted or allocated to you and your acceptance to be bound by our Constitution.
- (vi) Our 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 issue 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.

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(viii) You acknowledge that your Electronic Share Application is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond our control or the control of our Issuing House, Bursa Depository or the Participating Financial Institution, and irrevocably agree that if:

- (a) our Company or our Issuing House does not receive your Electronic Share Application; or
- (b) the data relating to your Electronic Share Application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company or our Issuing House,

you shall be deemed not to have made an Electronic Share Application and shall not make any claim whatsoever against our Company, our Issuing House or the Participating Financial Institution for our IPO Shares applied for or for any compensation, loss or damage.

(ix) All of your particulars in the records of the relevant Participating Financial Institution at the time of making the Electronic Share Application shall be deemed to be true and correct, and our Company, our Issuing House and the relevant Participating Financial Institution shall be entitled to rely on their accuracy.

(x) You shall ensure that your personal particulars as recorded by both Bursa Depository and the relevant Participating Financial Institution are correct and identical. Otherwise, your Electronic Share Application will be rejected. You must inform Bursa Depository promptly of any change in 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 our Issuing House shall not be liable for any delays, failures or inaccuracies 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 renounce any instrument of transfer and other documents required for the issue or transfer of our IPO Shares allotted or allocated to you; and

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- (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 the 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) Our 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 APPLICATIONS**6.1 Internet Participating Financial Institutions or Participating Securities Firms**

Only **Malaysian individuals** may use the Internet Share Application to apply for our IPO Shares offered to the Malaysian Public.

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 Institution or Participating Securities Firm

Website address

Fees charged

Affin Bank Berhad	https://rib.affinalways.com	Free
Alliance Bank Malaysia Berhad	www.allianceonline.com.my	RM1.00
Malayan Banking Berhad	www.maybank2u.com.my	RM1.00
Public Bank Berhad	www.pbebank.com	RM2.00
RHB Bank Berhad	www.rhbgroup.com/index.html	RM2.50
CGS International Securities Malaysia Sdn Bhd (Formerly known as CGS-CIMB Securities Sdn Bhd)	www.eipo.cgsi.com.my	RM2.00 for payment through CIMB Bank Berhad or Malayan Banking Berhad
Malacca Securities Sdn Bhd	https://eipo.mplonline.com	Free
Moomoo Securities Malaysia Sdn Bhd	https://www.moomoo.com/my	Free

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 THE 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.

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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 INTERNET PARTICIPATING FINANCIAL INSTITUTIONS OR PARTICIPATING SECURITIES FIRMS.

An Internet Share Application shall be made on and subject to the following terms and conditions:

6.2.1 You can make an Internet Share Application if you fulfill all of the following:

6.2.1.1 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;

6.2.1.2 You have an existing account with access to Internet financial services facilities with an Internet Participating Financial Institution or Participating Securities Firm. You must have your user identification ("**User ID**") and PIN/password for the relevant Internet financial services facilities; and

6.1.1.1 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.

6.1.2 An Internet Share Application shall be made on and subject to the terms of the Prospectus and our Company's Constitution.

6.1.3 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 Institution or Participating Securities Firm) and to undertake that the following information given are true and correct:

6.1.3.1 You are at least 18 years old as at the date of the application for our IPO Shares;

6.1.3.2 You are a Malaysian citizen residing in Malaysia;

6.1.3.3 You have, prior to making your Internet Share Application, received and/or have had access to a printed/electronic copy of the Prospectus, the contents of which you have fully read and understood;

6.1.3.4 You agree to all the terms and conditions of the Internet Share Application as set out in the Prospectus and have carefully considered the risk factors as well as all other information and statements set out in the Prospectus, before making your Internet Share Application;

6.1.3.5 Your Internet Share Application is the only application that you are submitting for our IPO Shares offered to the Malaysian Public;

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- 6.1.3.6 You authorise the Internet Participating Financial Institution or Participating Securities Firm or the Authorised Financial Institution to deduct the full amount payable for our IPO Shares from your account with the Internet Participating Financial Institution or Participating Securities Firm or the Authorised Financial Institution;
- 6.1.3.7 You give express 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 Internet Participating Financial Institution or Participating Securities Firm, 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 Institution or Participating Securities Firm, to our Issuing House and the Authorised Financial Institution, the SC and any other relevant authority;
- 6.1.3.8 You are not applying for our IPO Shares as a nominee of any other person and your Internet Share Application is made in your own name, as beneficial owner and subject to the risks referred to in the Prospectus;
- 6.1.3.9 You authorise the Internet Participating Financial Institution or Participating Securities Firm 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 Institution or Participating Securities Firm, necessary for the provision of the Internet Application services or if such disclosure is requested or required in connection with our IPO. Further, the Internet Participating Financial Institution or Participating Securities Firm will take reasonable precautions to preserve the confidentiality of information furnished by you to the Internet Participating Financial Institution or Participating Securities Firm in connection with the use of the Internet Share Application services.
- 6.1.4 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 Institution 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 the 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 Institution or Participating Securities Firm 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 our Issuing House. The Confirmation Screen is for your record and should not be submitted with any Application Form.

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6.1.5 You must have sufficient funds in your account with the Internet Participating Financial Institution or Participating Securities Firm or the Authorised Financial Institution 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 the Prospectus or any instructions displayed on the screens of the Internet financial services website through which the Internet Share Application is made shall be rejected.

6.1.6 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 Institution, 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:

6.1.6.1 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

6.1.6.2 Your agreement to be bound by the Constitution of our Company.

6.1.7 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 part only without the need to give any reason. Due consideration will be given to the desirability of allotting or allocating the Shares to a reasonable number of Applicants with a view to establishing a liquid and adequate market for our Shares.

6.1.8 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.

6.1.9 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 the control of the Internet Participating Financial Institution or Participating Securities Firm, the Authorised Financial Institution, our Issuing House and our Company and irrevocably agree that if:

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6.1.9.1 our Company, our Issuing House, the Internet Participating Financial Institution or Participating Securities Firm and/or the Authorised Financial Institution do not receive your Internet Share Application and/or payment; and

6.1.9.2 any data relating to your Internet Share Application or the tape or any other devices containing such data and/or payment is lost, corrupted, destroyed or otherwise not accessible, whether wholly or partially 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, our Issuing House, the Internet Participating Financial Institution or Participating Securities Firm and/or the Authorised Financial Institution in relation to our IPO Shares applied for or for any compensation, loss or damage whatsoever, as a consequence thereof or arising therefrom.

6.1.10 All of your particulars in the records of the relevant Internet Participating Financial Institution or Participating Securities Firm at the time of your Internet Share Application shall be deemed to be true and correct, and we, our Issuing House, the 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.

You must ensure that your personal particulars as recorded by both Bursa Depository and the Internet Participating Financial Institution or Participating Securities Firm are correct and identical. Otherwise, your Internet Share Application will be rejected. The notification letter on successful allotment will be sent to your last address maintained with Bursa Depository. It is your responsibility to notify the Internet Participating Financial Institution or Participating Securities Firm and Bursa Depository of any changes in your personal particulars that may occur from time to time.

7. AUTHORITY OF OUR BOARD AND OUR 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. Our Issuing House, on the authority of our Board, reserves the right to:

- (i) reject Applications which:
 - (a) do not conform to the instructions of the 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

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (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 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 our 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, our 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 Bursa Securities, all major Bahasa Malaysia and English newspapers as well as posted on our Issuing House's website at <https://tiih.online> within one (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 or any share of revenue or benefits arising therefrom) and if such monies are not returned in full within 14 days after our Company becomes liable to do so, the provision of Section 243(2) of the CMSA shall apply accordingly.

In the event of an under-subscription of our IPO Shares, subject to the underwriting arrangements and reallocation as set out in Section 4.3.4 of the Prospectus, any of the abovementioned IPO Shares not applied for will then be subscribed by the Underwriters based on the terms of the Underwriting Agreement.

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 Forms

- 9.1.1 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 last address maintained with Bursa Depository (for partially successful Applications) within 10 Market Days from the date of the final ballot at your own risk.

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- 9.1.2 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.
- 9.1.3 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 our Issuing House as per items (i) and (ii) above (as the case may be).
- 9.1.4 Our 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 last address 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

- 9.2.1 Our 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 our Issuing House.
- 9.2.2 You may check your account on the fifth (5th) Market Day from the balloting date.
- 9.2.3 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 our Issuing House by crediting into your account with the Participating Financial Institution 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 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 our Issuing House.

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**9.3 For applications by Entitled Shareholders of SIB by way of Blue Application Form and e-Subscription**

In respect of unsuccessful/partially successful application, the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the date of the final ballot of the Application.

The refund will be credited directly into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution). If you have not provided such bank account information to Bursa Depository, the refund will be made via issuance of banker's draft sent by ordinary/registered post to your last address maintained with Bursa Depository at your own risk.

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 last address 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 securities to be deposited in the CDS subject to the provision of the SICDA and the Rules of Bursa Depository. As such, our IPO Shares offered through the 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 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.

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 at Telephone No. (03)-2783 9299
Electronic Share Application	Participating Financial Institution
Internet Share Application	Internet Participating Financial Institution or Participating Securities Firm or Authorised Financial Institution

The results of the allocation of IPO Shares derived from successful balloting will be made available to the public at our Issuing House website <https://tiih.online>, one (1) Market Day after the balloting date.

You may also check the status of your Application at the above website, five (5) Market Days after the balloting date or by calling your respective ADA during office hours at the telephone number as stated in the list of ADAs set out in Section 12 below.

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**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 BHD	Mezzanine & 3rd Floor Chulan Tower No. 3, Jalan Conlay 50450 Kuala Lumpur Tel No.: 03-2143 8668	068-018
PHILLIP CAPITAL SDN BHD (formerly known as Alliance Investment Bank Berhad)	B-18-6, Block B, Level 18 Megan Avenue II No. 12, Jalan Yap Kwan Seng 50450 Kuala Lumpur Tel No.: 03-2783 0361	076-001
AMINVESTMENT BANK BERHAD	8-9, 11-18, 21-25th Floor Bagunan AmBank Group 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-2031 0102	086-001
BIMB SECURITIES SDN BHD	32nd Floor, Menara Multi-Purpose Capital Square No. 8, Jalan Munshi Abdullah 50100 Kuala Lumpur Tel No.: 03-2613 1600	024-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	3rd Floor, Lot 1511 & 1512 Jalan Mutiara Timur Satu Taman Mutiara Cheras 56100 Kuala Lumpur Tel No.: 03-9132 7424/7428/7429	065-001
FA SECURITIES SDN BHD	A-10-17 & A-10-1 Level 10, Menara UOA Bangsar No. 5, Jalan Bangsar Utama 1 59000 Kuala Lumpur Tel No.: 03-2288 1676	021-001
HONG LEONG INVESTMENT BANK BERHAD	Mezzanine Floor Level 3A, Block B, HP Towers No.12 Jalan Gelenggang 60000 Kuala Lumpur Tel No.: 03-2080 8777	066-002
HONG LEONG INVESTMENT BANK BERHAD	Level 27 & 28, Menara Hong Leong No. 6, Jalan Damanlela Bukit Damansara 50490 Kuala Lumpur Tel No.: 03-2083 1800	066-008

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
INTER-PACIFIC SECURITIES SDN BHD	West Wing, Level 13 Berjaya Times Square No. 1, Jalan Imbi 55100 Kuala Lumpur Tel No.: 03-2117 1888	054-001
CIMB SECURITIES SDN. BHD. (formerly known as KAF EQUITIES SDN. BHD.)	11th-14th Floor, Chulan Tower No. 3, Jalan Conlay 50450 Kuala Lumpur Tel No.: 03-2171 0228	053-001
KENANGA INVESTMENT BANK BHD	Level 17, Kenanga Tower 237 Jalan Tun Razak 50400 Kuala Lumpur Tel No.: 03-2172 2888	073-001
KENANGA INVESTMENT BANK BERHAD	Ground Floor, West Wing ECM Libra Building 8, Jalan Damansara Endah Damansara Heights 50490 Kuala Lumpur Tel No.: 03-2089 2888	073-021
M & A SECURITIES SDN BHD	Level 1-3, No. 45 & 47 The Boulevard, Bandar Mid Valley Lingkaran Syed Putra 59200 Kuala Lumpur Tel No.: 03-2282 1820	057-002
MALACCA SECURITIES SDN BHD	No. 76-1, Jalan Wangsa Maju Delima 6 Pusat Bandar Wangsa Maju (KLSC) 53300 Setapak, Kuala Lumpur Tel No.: 03-4144 2565	012-001
MALACCA SECURITIES SDN BHD	B-M-10, Block B Plaza Arkadia Jalan Intisari Perdana Desa Park City 52200 Kuala Lumpur Tel No.: 03-2733 9782	012-001
MALACCA SECURITIES SDN BHD	B01-A-13A Level 13A, Menara 2 No. 3 Jalan Bangsar KL ECO City 59200 Kuala Lumpur Tel No.: 03-2201 2100	012-001
MAYBANK INVESTMENT BANK BERHAD	Level 5, Tower C Dataran Maybank No. 1, Jalan Maarof 59000 Kuala Lumpur Tel No.: 03-2297 888	098-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
MERCURY SECURITIES SDN BHD	L-7-2, No.2, Jalan Solaris Solaris Mont Kiara 50480 Kuala Lumpur Tel No.: 03-6203 7227	093-002
MOOMOO SECURITIES MALAYSIA SDN BHD (formerly known as Futu Malaysia Sdn Bhd)	Level 9, Menara Khuan Choo 75A Jalan Raja Chulan Bukit Bintang 50200 Kuala Lumpur Tel No.: 03-9212 0718	062-001
MIDF AMANAH INVESTMENT BANK BHD	9-12th Floor, Menara MIDF 82, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-2173 8888	026-001
NEWPARADIGM SECURITIES SDN BHD (formerly known as PM SECURITIES SDN BHD)	11th Floor, Menara Public Bank 2 No. 78, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-3368 3000	064-001
PUBLIC INVESTMENT BANK BHD	27th Floor, Bangunan Public Bank No. 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No.: 03-2268 3000	051-001
RHB INVESTMENT BANK BHD	Level 1, Tower 3 RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No.: 03-9280 2233	087-001
RHB INVESTMENT BANK BHD	Level 5, Tower One RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No.: 03-9280 2453	087-001
RHB INVESTMENT BANK BHD	No. 62, 62-1 & 64, 64-1 Vista Magna Jalan Prima, Metro Prima 52100 Kepong Kuala Lumpur Tel No.: 03-6257 5869	087-028
RHB INVESTMENT BANK BHD	No. 5 & 7 Jalan Pandan Indah 4/33 Pandan Indah 55100 Kuala Lumpur Tel No.: 03-4280 4798	087-054
RHB INVESTMENT BANK BHD	Ground Floor No. 55, Zone J4 Jalan Radin Anum Bandar Baru Seri Petaling 57000 Kuala Lumpur Tel No.: 03-9058 7222	087-058

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
TA SECURITIES HOLDINGS BERHAD	34th Floor, Menara TA One No. 22, Jalan P. Ramlee 50250 Kuala Lumpur Tel No.: 03-2072 1277	058-003
UOB KAY HIAN SECURITIES (M) SDN BHD	N3, Plaza Damas No. 60, Jalan Sri Hartamas 1 Sri Hartamas 50480 Kuala Lumpur Tel No.: 03-6205 6000	078-004
UOB KAY HIAN SECURITIES (M) SDN BHD	Ground & 19th Floor Menara Keck Seng No. 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel No.: 03-2147 1888	078-010
SELANGOR DARUL EHSAN		
AFFIN HWANG INVESTMENT BANK BHD	4th floors, Wisma Meru No. 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No.: 03-3343 9999	068-019
AMINVESTMENT BANK BERHAD	4th Floor, Plaza Damansara Utama No. 2, Jalan SS 21/60 47400 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7710 6613	086-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	Level 1 & 2 3 Damansara Office Tower No. 3, Jalan SS 20/27 47400 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7717 3388	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	No. A-07-01 & A-07-02 Empire Office Tower Empire Subang Jalan SS 16/1 47500 Subang Jaya Selangor Darul Ehsan Tel No.: 03-5631 7934	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	2nd Floor (No. 26-2) Lorong Batu Nilam 4B Bandar Bukit Tinggi 41200 Klang Selangor Darul Ehsan Tel No.: 03-3325 7105	065-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	1st Floor (No. 11A) Jalan Kenari 1 Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel No.: 03-5891 6852	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	1st Floor, No.26A(F), 26A(M) & 26A(B), Jalan SJ6 Taman Selayang Jaya 68100 Batu Caves Selangor Darul Ehsan Tel No.: 03-5891 6852	065-001
APEX SECURITIES BHD (formerly known as JF Apex Securities Berhad)	6th Floor, Menara Apex Off Jalan Semenyih, Bukit Mewah 43000 Kajang Selangor Darul Ehsan Tel No.: 03-8736 1118	079-001
APEX SECURITIES BHD (formerly known as JF Apex Securities Berhad)	16th Floor Menara Choy Fook On No. 1B, Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7620 1118	079-002
KENANGA INVESTMENT BANK BHD	No. 55C, 2nd Floor Jalan USJ 10/1F 47610 UEP Subang Jaya Selangor Darul Ehsan Tel No.: 03-8024 1773	073-001
KENANGA INVESTMENT BANK BHD	Level 1, East Wing Wisma Consplant 2 No. 7, Jalan SS16/1 47610 Subang Jaya Selangor Darul Ehsan Tel No.: 03-5621 2118	073-001
KENANGA INVESTMENT BANK BHD	Lot 240, 2nd Floor, The Curve No. 6, Jalan PJU 7/3 Mutiara Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7725 9095	073-001
KENANGA INVESTMENT BANK BHD	No. 35, (Ground, 1st & 2nd Floor) Jalan Tiara 3 Bandar Baru Klang 41150 Klang Selangor Darul Ehsan Tel No.: 03-3348 8080	073-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
MALACCA SECURITIES SDN BHD	No. 16, Jalan SS15/4B 47500 Subang Jaya Selangor Darul Ehsan Tel No.: 03-5636 1533	012-001
MALACCA SECURITIES SDN BHD	No. 54M, Mezzanine Floor Jalan SS2/67 47300 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7876 1533	012-001
MAYBANK INVESTMENT BANK BERHAD	Wisma Bently Music Level 1, No. 3, Jalan PJU 7/2 Mutiarra Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7718 8888	098-004
MAYBANK INVESTMENT BANK BERHAD	Suite 8.02, Level 8, Menara Trend Intan Millennium Square No. 68, Jalan Batai Laut 4 Taman Intan 41300 Klang Selangor Darul Ehsan Tel No.: 03-3050 8888	098-003
NEWPARADIGM SECURITIES SDN BHD (formerly known as PM SECURITIES SDN BHD)	1st Floor, 157-A Jalan Kenari 23A Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel No.: 03-8070 0773	064-003
NEWPARADIGM SECURITIES SDN BHD (formerly known as PM SECURITIES SDN BHD)	No. 18 & 20, Jalan Tiara 2 Bandar Baru Klang 41150 Klang Selangor Darul Ehsan Tel No.: 03-3341 5300	064-007
RHB INVESTMENT BANK BHD	24, 24M, 24A, 26M, 28M, 28A & 30A Jalan SS2/63 47300 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7873 6366	087-011
RHB INVESTMENT BANK BHD	1st Floor 10 & 11, Jalan Maxwell 48000 Rawang Selangor Darul Ehsan Tel No.: 03-6092 8916	087-047

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
RHB INVESTMENT BANK BHD	Ground & Mezzanine Floor No. 87 & 89, Jalan Susur Pusat Perniagaan NBC Batu 1 ½, Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No.: 03-3343 9180	087-048
RHB INVESTMENT BANK BHD	Unit 1B, 2B & 3B USJ 10/1J 47610 UEP Subang Jaya Selangor Darul Ehsan Tel No.: 03-8022 1888	087-059
SJ SECURITIES SDN BHD	26, Jalan Pendaftar U1/54 Temasya Glenmarie 40150 Shah Alam Selangor Darul Ehsan Tel No.: 03-5567 3000	096-001
SJ SECURITIES SDN BHD	No. A-3-11, Block Alamanda 3rd Floor, 10 Boulevard Lebuhraya Sprint PJU 6A 47400 Damansara Selangor Darul Ehsan Tel No.: 03-7732 3862	096-005
TA SECURITIES HOLDINGS BERHAD	No. 2-1, 2-2, 2-3 & 4-2 Jalan USJ 9/5T Subang Business Centre 47620 UEP Subang Jaya Selangor Darul Ehsan Tel No.: 03-8025 1880	058-005
TA SECURITIES HOLDINGS BERHAD	2nd Floor, Wisma TA No. 1A, Jalan SS 20/1 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7795 5713	058-007

PERAK DARUL RIDZUAN

CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	Ground, 1st, 2nd & 3rd Floor No. 8, 8A-C Persiaran Greentown 4C Greentown Business Centre 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2088 688	065-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
HONG LEONG INVESTMENT BANK BERHAD	51-53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2530 888	066-003
KENANGA INVESTMENT BANK BHD	Ground, 1st, 2nd & 4th Floor No. 63, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2422 828	073-022
M & A SECURITIES SDN BHD	5th, 6th & Unit 8A M & A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No.: 05-2419 800	057-001
MALACCA SECURITIES SDN BHD	1st Floor No. 3, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2541 533	012-013
MAYBANK INVESTMENT BANK BERHAD	B-G-04 (Ground Floor), Level 1 & 2 No. 42, Persiaran Greentown 1 Pusat Dagangan Greentown 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2453 400	098-002
RHB INVESTMENT BANK BHD	Ground & 1st Floor No. 17, Jalan Intan 2, Bandar Baru 36000 Teluk Intan Perak Darul Ridzuan Tel No.: 05-6236 498	087-014
RHB INVESTMENT BANK BHD	Gound & 1st Floor No. 23 & 25, Jalan Lumut 32000 Sitiawan Perak Darul Ridzuan Tel No.: 05-6921 228	087-016
RHB INVESTMENT BANK BHD	21-25, Jalan Seenivasagam Greentown 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2415 100	087-023
RHB INVESTMENT BANK BHD	Ground Floor No. 40, 42 & 44, Jalan Berek 34000 Taiping Perak Darul Ridzuan Tel No.: 05-8088 229	087-034

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
RHB INVESTMENT BANK BHD	No. 1 & 3, First Floor Jalan Wawasan Satu Taman Wawasan Jaya 34200 Parit Buntar Perak Darul Ridzuan Tel No.: 05-7170 888	087-033
TA SECURITIES HOLDINGS BERHAD	Ground, 1st & 2nd Floor Plaza Teh Teng Seng, No. 227, Jalan Raja Permaisuri Bainun 30250 Ipoh Perak Darul Ridzuan Tel No.: 05-2531 313	058-001
UOB KAY HIAN SECURITIES (M) SDN BHD	153A, Jalan Raja Musa Aziz 30300 Ipoh Perak Darul Ridzuan Tel No.: 05-2411 290	078-002
PENANG		
AFFIN HWANG INVESTMENT BANK BHD	Level 2, 3, 4, 5, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Penang Tel No.: 04-2636 996	068-001
PHILLIP CAPITAL SDN BHD (formerly known as Alliance Investment Bank Berhad)	29A, Ground Floor Beach Street 10300 Penang Tel No.: 04-2616 363	076-015
AMINVESTMENT BANK BERHAD	Level 3, Menara Liang Court No. 37, Jalan Sultan Ahmad Shah 10050 Penang Tel No.: 04-2261 818	086-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	Level 2, Menara BHL 51, Jalan Sultan Ahmad Shah 10050 Penang Tel No.: 04-2385 900	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	No. 20-1 & 20-2 Persiaran Bayan Indah Bayan Bay, Sungai Nibong 11900 Bayan Lepas Penang Tel No.: 04-6412 881	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	1st Floor, Unit 1308 & 1309 Jalan Besar, Sungai Bakap 14200 Sungai Jawi Penang Tel No.: 04-6412 881	065-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
INTER-PACIFIC SECURITIES SDN BHD	Canton Square Level 2 & 3 No. 56 Cantonment Road 10250 Penang Tel No.: 04-2268 288	054-002
APEX SECURITIES BERHAD (formerly known as JF Apex Securities Berhad)	368-2-5 Jalan Burmah Belissa Row 10350 Pulau Tikus Penang Tel No.: 04-2289 118	079-005
KENANGA INVESTMENT BANK BHD	7th, 8th & 16th Floor Menara Boustead 39, Jalan Sultan Ahmad Shah 10050 Penang Tel No.: 04-2283 355	073-023
MALACCA SECURITIES SDN BHD	28, Lorong Tangling Indah 3 Taman Tangling Indah 14100 Simpang Ampat Penang Tel No.: 04-5060 967	012-001
MALACCA SECURITIES SDN BHD	No. 17, 1st Floor Persiaran Bayan Indah Taman Bayan Indah 11900 Bayan Lepas Penang Tel No.: 04-6421 533	012-001
MAYBANK INVESTMENT BANK BERHAD	Ground Floor Bangunan KWSP No. 38, Lot PT 8, Seksyen 14 Jalan Sultan Ahmad Shah 10050 Georgetown Penang Tel No.: 04-2196 888	098-006
MERCURY SECURITIES SDN BHD	Ground, 1st, 2nd & 3rd Floor JKP Business Centre Lorong Bagan Luar Dua 12000 Butterworth, Seberang Perai Penang Tel No.: 04-3322 123	093-001
MERCURY SECURITIES SDN BHD	2nd Floor Standard Chartered Bank Chambers 2 Lebuhr Pantai 10300 Penang Tel No.: 04-2639 118	093-004

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
NEWPARADIGM SECURITIES SDN BHD (formerly known as PM SECURITIES SDN BHD)	56B, 1st Floor Jalan Perak, Perak Plaza 10150 Penang Tel No.: 04-2273 000	064-004
RHB INVESTMENT BANK BHD	Ground, 1st & 2nd Floor No. 2677, Jalan Chain Ferry Taman Inderawasih 13600 Seberang Prai Penang Tel No.: 04-3900 022	087-005
RHB INVESTMENT BANK BHD	Ground Floor – Tingkat 3 & Tingkat 5 – Tingkat 8 64 & 64-D Lebuhrampai 10200 Penang Tel No.: 04-2634 222	087-033
RHB INVESTMENT BANK BHD	Ground & 1st Floor No. 15-G-5, 15-G-6, 15-1-5, 15-1-6 Medan Kampung Relau (Bayan Point) 11950 Penang Tel No.: 04-6404 888	087-042
TA SECURITIES HOLDINGS BERHAD	3rd Floor, Bangunan Heng Guan 171, Jalan Burmah 10050 Penang Tel No.: 04-2272 339	058-010
UOB KAY HIAN SECURITIES (M) SDN BHD	1st and 2nd Floor Bangunan Heng Guan No. 171 Jalan Burmah 10050 Penang Tel No.: 04-2299 318	078-002
UOB KAY HIAN SECURITIES (M) SDN BHD	21 Jalan Bayu Mutiara 2 Taman Bayu Mutiara 14000 Bukit Mertajam Pulau Pinang Tel No.: 04-5047 313/316	078-003
KEDAH DARUL AMAN		
PHILLIP CAPITAL SDN BHD (formerly known as Alliance Investment Bank Berhad)	Lot T-30, 2nd Floor Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No.: 04-7317 088	076-004

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	2nd Floor, No.102 Kompleks Persiaran Sultan Abdul Hamid Jalan Pegawai 05050 Alor Setar Kedah Darul Aman Tel No.: 04-7774 400	065-001
MALACCA SECURITIES SDN BHD	No. 9, Tingkat Satu Kompleks Perniagaan LITC Jalan Putra Mergong 05150 Alor Setar Kedah Darul Aman Tel No.: 04-7300 299	012-001
RHB INVESTMENT BANK BHD	Ground & 1st Floor 214-A & 214-B Medan Putra, Jalan Putra 05150 Alor Setar Kedah Darul Aman Tel No.: 04-7209 888	087-021
UOB KAY HIAN SECURITIES (M) SDN BHD	Lot 4, 4, & 5A, 1st Floor EMUM 55 No. 55, Jalan Gangsa Kawasan Perusahaan Mergong 2 Seberang Jalan Putra 05150 Alor Setar Kedah Darul Aman Tel No.: 04-7322 111	078-007
NEGERI SEMBILAN DARUL KHUSUS		
AFFIN HWANG INVESTMENT BANK BHD	No. 6, Upper Level Jalan Mahligai 72100 Bahau Negeri Sembilan Darul Khusus Tel No.: 06-4553 188	068-013
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	1st Floor, No.21 Jalan Mahligai 72100 Bahau Negeri Sembilan Darul Khusus Tel No.: 06-4553 155	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	2nd Floor, Lot 3110 Jalan Besar, Lukut 71010 Port Dickson Negeri Sembilan Darul Khusus Tel No.: 06-6515 385	065-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	Level 2, Wisma Dewan Perniagaan Melayu Negeri Sembilan Jalan Dato' Bandar Tunggal 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7614 651	065-001
KENANGA INVESTMENT BANK BHD	1C & 1D, 1st Floor Jalan Tunku Munawir 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7655 998	073-001
MAYBANK INVESTMENT BANK BERHAD	Ground Floor, Wisma HM No. 43 Jalan Dr. Krishnan 70000, Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7669 555	098-005
NEWPARADIGM SECURITIES SDN BHD (formerly known as PM SECURITIES SDN BHD)	Ground, 1st, 2nd & 3rd Floor 19, 20 & 21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7623 131	064-002
NEWPARADIGM SECURITIES SDN BHD (formerly known as PM SECURITIES SDN BHD)	Ground & 1st Floor No. 3, Jalan Dato Abdullah 71200 Kuala Klawang Negeri Sembilan Darul Khusus Tel No.: 06-6137 767	064-002
RHB INVESTMENT BANK BHD	Ground, 1st & 2nd Floor No. 32 & 33 Jalan Dato' Bandar Tunggal 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7641 641	087-024
MELAKA		
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	Ground, 1st & 2nd Floor No. 191 Taman Melaka Raya Off Jalan Parameswara 75000 Melaka Tel No.: 06-2898 897	065-001
KENANGA INVESTMENT BANK BHD	71 & 73 (Ground, A&B) Jalan Merdeka, Taman Melaka Raya 75000 Melaka Tel No.: 06-2881 720	073-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
MALACCA SECURITIES SDN BHD	No. 1, 3 & 5, Jalan PPM 9 Plaza Pandan Malim (Business Park) Balai Panjang P.O Box 248 75250 Melaka Tel No.: 06-3371 533	012-001
MERCURY SECURITIES SDN BHD	81, 81A & 81B Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No.: 06-2921 898	093-003
NEWPARADIGM SECURITIES SDN BHD (formerly known as PM SECURITIES SDN BHD)	No. 6-1, Jalan Lagenda 2 Taman 1 Legenda 75400 Melaka Tel No.: 06-2866 008	064-006
RHB INVESTMENT BANK BHD	579, 580 & 581 Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No.: 06-2825 211	087-026
TA SECURITIES HOLDINGS BERHAD	No. 59, 59A & 59B Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No.: 06-2862 618	058-003
UOB KAY HIAN SECURITIES (M) SDN BHD	7-2 Jalan PPM8 Malim Business Park 75250 Melaka Tel No.: 06-3352 511	078-014
JOHOR DARUL TAKZIM		
AFFIN HWANG INVESTMENT BANK BERHAD	Level 7, Johor Bahru City Square (Office Tower) 106-108 Jalan Wong Ah Fook 80000 Johor Bahru Johor Darul Takzim Tel No.: 07-2222 692	068-004
PHILLIP CAPITAL SDN BHD (formerly known as Alliance Investment Bank Berhad)	No. 73, Ground & 1st Floor Jalan Rambutan 86000 Kluang Johor Darul Takzim Tel No.: 07-7717 922	076-006

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
AMINVESTMENT BANK BERHAD	2nd & 3rd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-4342 282	086-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	No. 73 Ground Floor No. 73A & 79A, First Floor Jalan Kuning Dua 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-3405 888	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	1st Floor, 101 Jalan Gambir 8 Bandar Baru Bukit Gambir 84800 Muar Johor Darul Takzim Tel No.: 07-9764 559	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	1st Floor, No. 384A Jalan Simbang, Taman Perling 81200 Johor Bahru Johor Darul Takzim Tel No.: 07-2329 673	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	2nd Floor, 113 & 114 Jalan Genuang 85000 Segamat Johor Darul Takzim Tel No.: 07-9311 509	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	1st Floor, No. 8A Jalan Dedap 20 Taman Johor Jaya 81100 Johor Bahru Johor Darul Takzim Tel No.: 07-3537 669	065-001
INTER-PACIFIC SECURITIES SDN BHD	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No.: 07-2231 211	054-004
KENANGA INVESTMENT BANK BHD	Level 2, Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-3333 600	073-004

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
KENANGA INVESTMENT BANK BHD	No. 33 & 35 A & B, Ground Floor Jalan Syed Abdul Hamid Sagaff 86000 Kluang Johor Darul Takzim Tel No.: 07-7771 161	073-001
KENANGA INVESTMENT BANK BHD	Ground Floor No. 4, Jalan Dataran 1 Taman Bandar Tangkak 84900 Tangkak Johor Darul Takzim Tel No.: 06-9782 292	073-001
KENANGA INVESTMENT BANK BHD	No. 24, 24A & 24B Jalan Penjaja 3 Kim Park Centre 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-4326 963	073-001
KENANGA INVESTMENT BANK BHD	No. 57, 59 & 61, Jalan Ali 84000 Muar Johor Darul Takzim Tel No.: 06-9531 222	073-001
M & A SECURITIES SDN BHD	Suite 5.3A, Level 5 Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-3381 233	057-003
MALACCA SECURITIES SDN BHD	No. 74, Jalan Serampang Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-3351 533	012-001
MALACCA SECURITIES SDN BHD	Lot 880, Batu 3 ½ Jalan Salleh 84000 Muar Johor Darul Takzim Tel No.: 06-9536 948	012-001
MALACCA SECURITIES SDN BHD	Lot 880, 3 ½ Mile Jalan Salleh 84000 Muar Johor Darul Takzim Tel No.: 06-9536 948	012-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
MERCURY SECURITIES SDN BHD	Suite 17.1, Level 17 Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-3316 992	093-005
NEWPARADIGM SECURITIES SDN BHD (formerly known as PM SECURITIES SDN BHD)	Ground & 1st Floor No. 43 & 43A, Jalan Penjaja 3 Taman Kim's Park, Business Centre 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-4333 608	064-001
RHB INVESTMENT BANK BHD	6th Floor, Wisma Tiong-Hua 8, Jalan Keris, Taman Sri tebrau 80050 Johor Bahru Johor Darul Takzim Tel No.: 07-2788 821	087-006
RHB INVESTMENT BANK BHD	53, 53-A & 53-B Jalan Sultanah 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-4380 288	087-009
RHB INVESTMENT BANK BHD	No. 33-1, 1st and 2nd Floor Jalan Ali 84000 Muar Johor Darul Takzim Tel No.: 06-9538 262	087-025
RHB INVESTMENT BANK BHD	Ground & 1st Floor No. 119 & 121 Jalan Sutera Tanjung 8/2 Taman Sutera Utama 81300 Skudai Johor Darul Takzim Tel No.: 07-5577 628	087-029
RHB INVESTMENT BANK BHD	Ground, 1st & 2nd Floor No. 3, Jalan Susur Utama 2/1 Taman Utama 85000 Segamat Johor Darul Takzim Tel No.: 07-9321 543	087-030
RHB INVESTMENT BANK BHD	Ground & 1st Floor No. 40, Jalan Haji Manan 86000 Kluang Johor Darul Takzim Tel No.: 07-7769 655	087-031

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
RHB INVESTMENT BANK BHD	Ground, 1st & 2nd Floor No. 10, Jalan Anggerik 1 Taman Kulai Utama 81000 Kulai Johor Darul Takzim Tel No.: 07-6626 288	087-035
RHB INVESTMENT BANK BHD	Ground, 1st & 2nd Floor No. 21 & 23 Jalan Molek 1/30 Taman Molek 81100 Johor Bahru Johor Darul Takzim Tel No.: 07-3522 293	087-043
TA SECURITIES HOLDINGS BERHAD	7A, Jalan Genuang Perdana Taman Genuang Perdana 85000 Segamat Johor Darul Takzim Tel No.: 07-9435 278	058-009
TA SECURITIES HOLDINGS BERHAD	15, Jalan Molek 1/5A Taman Molek 81100 Johor Bahru Johor Darul Takzim Tel No.: 07-3647 388	058-011
TA SECURITIES HOLDINGS BERHAD	No. 29-03, Jalan Sri Pelangi Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-3364 672	058-013
UOB KAY HIAN SECURITIES (M) SDN BHD	Level 6 & 7, Menara MSC Cyberport No. 5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel No.: 07-2197 575	078-001
UOB KAY HIAN SECURITIES (M) SDN BHD	No. 42-8, Main Road Kulai Besar 81000 Kulai Johor Darul Takzim Tel No.: 07-6637 398	078-001
KELANTAN DARUL NAIM		
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	Level 4, Wisma TCH (formerly known as Wisma Square Point) Jalan Pengkalan Chepa 15400 Kota Baru Kelantan Darul Naim Tel No.: 09-7419 050	065-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
RHB INVESTMENT BANK BHD	Ground & 1st Floor No. 3953-H Jalan Kebun Sultan 15350 Kota Bharu Kelantan Darul Naim Tel No.: 09-7430 077	087-020
TA SECURITIES HOLDINGS BERHAD	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No.: 09-7433 388	058-004
UOB KAY HIAN SECURITIES (M) SDN BHD	Ground Floor & 1st Floor Lot 712, Sek 9, PT 62 Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No.: 09-7473 906	078-004
PAHANG DARUL MAKMUR		
PHILLIP CAPITAL SDN BHD (formerly known as Alliance Investment Bank Berhad)	Ground, Mezzanine & 1st Floor B-400 Jalan Berserah 25300 Kuantan Pahang Darul Makmur Tel No.: 09-5660 800	076-002
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	Ground 1st & 2nd Floor No. A-27, Jalan Dato' Lim Hoe Lek 25200 Kuantan Pahang Darul Makmur Tel No.: 09-5057 800	065-001
KENANGA INVESTMENT BANK BHD	A15, A17 & A19, Ground Floor Jalan Tun Ismail 2 Sri Dagangan 2 25000 Kuantan Pahang Darul Makmur Tel No.: 09-5171 698	073-001
MALACCA SECURITIES SDN BHD	P11-3 Jalan Chui Yin 28700 Bentong Pahang Darul Makmur Tel No.: 09-2220 993	012-001
RHB INVESTMENT BANK BHD	No. 12, Ground Floor 1st and 2nd Floor Jalan Putra Square 1 Putra Square 25300 Pahang Darul Makmur Tel No.: 09-5173 811	087-007

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
TERENGGANU DARUL IMAN		
PHILLIP CAPITAL SDN BHD (formerly known as Alliance Investment Bank Berhad)	No. 46, 1st Floor Jalan Sultan Ismail 20200 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-6317 922	076-009
RHB INVESTMENT BANK BHD	1st Floor No. 59, Jalan Sultan Ismail 20200 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-6261 816	087-055
UOB KAY HIAN SECURITIES (M) SDN BHD	No. 37-B, 1st Floor Jalan Sultan Ismail 20200 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-6224 766	078-016
SABAH		
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	1st – 3rd Floor, Central Building No. 28, Jalan Sagunting 88000 Kota Kinabalu Sabah Tel No.: 088-328 878	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	1st Floor, Lot 12 Block A3, Phase 2 Utama Place Mile 6, Northern Road 90000 Sandakan Sabah Tel No.: 089-215 578	065-001
KENANGA INVESTMENT BANK BHD	Level 8, Wisma Great Eastern 68, Jalan Gaya 88000 Kota Kinabalu Sabah Tel No.: 088-236 188	073-032
RHB INVESTMENT BANK BHD	2nd Floor No. 81 & 83 Jalan Gaya 88000 Kota Kinabalu Sabah Tel No.: 088-269 788	087-010
UOB KAY HIAN SECURITIES (M) SDN BHD	Lot 177 & 178 Ground Floor, Block 17 Phase 2, Prima Square Mile 4, North Road 90000 Sandakan Sabah Tel No.: 089-218 681	078-012

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
SARAWAK		
AFFIN HWANG INVESTMENT BANK BHD	Ground Floor & 1st Floor No. 1, Jalan Pending 93450 Kuching Sarawak Tel No.: 082-341 999	068-005
AMINVESTMENT BANK BERHAD	No. 162, 164, 166 & 168 1st Floor Jalan Abell 93100 Kuching Sarawak Tel No.: 082-244 791	086-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	No. 6A, Ground Floor Jalan Bako, Off Brooke Drive 96000 Sibu Sarawak Tel No.: 084-367 700	065-001
CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD (formerly known as CGS-CIMB Securities Malaysia Sdn Bhd)	Level 1 (North), Wisma STA No. 26 Jalan Datuk Abang Abdul Rahim 93450 Kuching Sarawak Tel No.: 082-358 688	065-001
KENANGA INVESTMENT BANK BHD	Lot 1866, Jalan MS 2/5 Marina Square 2 Marina Parkcity 98000 Miri Sarawak Tel No.: 085-435 577	073-001
KENANGA INVESTMENT BANK BHD	Level 2-4, Wisma Mahmud Jalan Sungai Sarawak 93400 Kuching Sarawak Tel No.: 082-338 000	073-001
KENANGA INVESTMENT BANK BHD	No. 11-12, (Ground & 1st Floor) Lorong Kampung Datu 3 96000 Sibu Sarawak Tel No.: 084-313 855	073-001
MERCURY SECURITIES SDN BHD	1st Floor No.16 Jalan Getah 96100 Sarikei Sarawak Tel No.: 084-659 019	093-001

DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	Broker Code
RHB INVESTMENT BANK BHD	Yung Kong Abell Units No. 1-10, 2nd Floor Lot 365, Section 50 Jalan Abell 93100 Kuching Sarawak Tel No.: 082-250 888	087-008
RHB INVESTMENT BANK BERHAD	102, Pusat Pedada Jalan Pedada 96000 Sibul Sarawak Tel No.: 084-329 100	087-008
RHB INVESTMENT BANK BERHAD	Ground & 1st Floor No. 221, Park City Commerce Square Phase III Jalan Tun Ahmad Zaidi 97000 Bintulu Sarawak Tel No.: 086-311 770	087-053
TA SECURITIES HOLDINGS BERHAD	12G, H & I Jalan Kampong Datu 96000 Sibul Sarawak Tel No.: 084-319 998	058-002
UOB KAY HIAN SECURITIES (M) SDN BHD	Lot 1265, 1st Floor Centre Point Commercial Centre Jalan Melayu 98000 Miri Sarawak Tel No.: 085-324 128	078-017
UOB KAY HIAN SECURITIES (M) SDN BHD	Ground Floor & First Floor No. 16, Lorong Intan 6 96000 Sibul Sarawak Tel No.: 084-252 737	078-018

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NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF CAMAROE BERHAD ("CAMAROE" OR THE "COMPANY") DATED 29 AUGUST 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, M & A Securities Sdn Bhd ("**M&A Securities**"), or Tricor Investor & Issuing House Services Sdn Bhd. Alternatively, the applicant may obtain a copy of the Prospectus from participating organisations of Bursa Securities, members of the Association of Banks in Malaysia and members of the Malaysian Investment Banking Association.

Prospective investors should note that the Application Form is not available in electronic format.

Jurisdictional Disclaimer

This distribution of the Electronic Prospectus and the sale of the units are subject to Malaysian law. Bursa Securities, M&A Securities and Camaroe take no responsibility for the distribution of the Electronic Prospectus and/or the sale of the units outside Malaysia, which may be restricted by law in other jurisdictions. The Electronic Prospectus does not constitute and may not be used for the purpose of an offer to sell or an invitation of an offer to buy any units, to any person outside Malaysia or in any jurisdiction in which such offer or invitation is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation.

Close of Application

Applications will be accepted from 10.00 a.m. on 29 August 2025 and will close at 5.00 p.m. on 12 September 2025.

In the event the Closing Date is extended, Camaroe will advertise the notice of the extension in a widely circulated English and Bahasa Malaysia daily newspaper in Malaysia prior to the original Closing Date, and make an announcement on Bursa Securities' website.

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.

P R O S P E C T U S

THIS PROSPECTUS IS DATED 29 AUGUST 2025



CAMAROE BERHAD

Registration No. 202401000131 (1545982-M)
(Incorporated in Malaysia)

CAMAROE BERHAD

INITIAL PUBLIC OFFERING (“IPO”) IN CONJUNCTION WITH OUR LISTING ON THE ACE MARKET OF BURSA SECURITIES COMPRISING:

- (I) PUBLIC ISSUE OF 99,000,000 NEW ORDINARY SHARES IN OUR COMPANY (“SHARES”) IN THE FOLLOWING MANNER:
- 24,750,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
 - 12,375,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO OUR SUCCESS;
 - 61,875,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY; AND
- (II) OFFER FOR SALE OF 49,500,000 EXISTING SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS, AT AN ISSUE/OFFER PRICE OF RM0.14 PER SHARE, PAYABLE IN FULL UPON APPLICATION.

Principal Adviser, Sponsor, Underwriter and Placement Agent



M & A SECURITIES SDN BHD
(Registration No. 197301001503 (15017-H))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Bursa Securities has approved our admission to the Official List of the ACE Market of Bursa Securities and the listing of and quotation for our entire enlarged issued share capital on the ACE Market of Bursa Securities. This Prospectus has been registered by Bursa Securities. The approval of our IPO and 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 document, 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. No securities will be allotted or issued based on this Prospectus after 6 months from the date of this Prospectus.

YOU 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 194.

THE ACE MARKET OF BURSA SECURITIES 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 OF BURSA SECURITIES. 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.

P R O S P E C T U S



CAMAROE BERHAD

Registration No. 202401000131 (1545982-M)
(Incorporated in Malaysia)

28, 30 & 32, Jalan Meru Indah 20
Taman Perindustrian Meru Indah
42200 Kapar, Selangor Darul Ehsan

Our Directors, Promoters and Selling Shareholders (as defined herein) 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 there is no false or misleading statement or other facts which if omitted, would make any statement in the Prospectus false or misleading.

M & A Securities Sdn Bhd, being our Principal Adviser, Sponsor, Underwriter and Placement Agent to our IPO (as defined herein), 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.

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

You should note that you may seek recourse under Sections 248, 249 and 357 of the Capital Markets and Services Act 2007 ("**CMSA**") for breaches of securities laws including any statement in the 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 Group (as defined herein).

Securities listed on Bursa Securities are offered to the public premised on full and accurate disclosure of all material information concerning our IPO, for which any person set out in Section 236 of the CMSA, is responsible.

The valuation utilised for the purpose of our IPO should not be construed as an endorsement by Bursa Securities, on the value of the subject assets.

Approval has been obtained from Bursa Securities for the listing of and quotation for our IPO Shares (as defined herein) on 26 May 2025. Our 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.

The SC has on 29 May 2025 approved the resultant equity structure of our Company under the Bumiputera equity requirements for public listed companies pursuant to our Listing (as defined herein).

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 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 subject to the laws of countries or jurisdictions other than Malaysia, to consult your legal and/or other professional advisers as to whether our IPO would result in the contravention of any law of such countries or jurisdictions.

Further, it shall also be your sole responsibility to ensure that your application for our IPO Shares would be in compliance with the terms of our IPO as stated in our 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. We will further assume that you had accepted our IPO in Malaysia and will be subjected 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 (as defined herein) may be subject to the risks of problems occurring during the 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 (as defined herein). 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, the Principal Adviser or Issuing House (as defined herein), a paper printed copy of this Prospectus.

In the event of any discrepancy arising between the contents of the electronic 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 the 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, for fulfilling any of the terms of your agreements with the Third Party Internet Sites. We and our Principal Adviser are also not responsible for any loss or 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 of any data, information, files or other material provided by such parties; and
- (iii) Any data, information, files or other material downloaded from 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 system or loss of data resulting from the downloading of any such data, information, files or other material.

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 and shall not be responsible in any way for the integrity of the contents of an Electronic Prospectus which has been downloaded or otherwise obtained from the web server of the Internet Participating Financial Institutions or Participating Securities Firms and thereafter 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 an Electronic Prospectus cannot be guaranteed as the internet is not a fully secured medium.

The Internet Participating Financial Institutions or Participating Securities Firms shall not be liable (whether in tort or contract or otherwise) for any loss, damage or costs, 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 an 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

All terms used are defined under "Definitions" commencing from page vii.

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

Events	Indicative date
Issuance of this Prospectus/Opening of Application	29 August 2025
Closing Date/Closing of Application	12 September 2025
Balloting of Application	18 September 2025
Allotment/Transfer of our IPO Shares to successful applicants	26 September 2025
Date of Listing on the ACE Market of Bursa Securities	2 October 2025

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

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

*All terms used in this section are defined under "**Definitions**" commencing from page vii.*

All references to "**Camaroe**" and "**Company**" in this Prospectus are to Camaroe Berhad [Registration No.: 202401000131 (1545982-M)]. Unless otherwise stated, references to "**Group**" are to our Company and our subsidiary taken as a whole; and references to "**we**", "**us**", "**our**" and "**ourselves**" are to our Company, and, save where the context otherwise requires, our subsidiaries. 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 two 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**" and "**Technical Glossary**" appearing after 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.

All reference to dates and times are references to dates and times in Malaysia.

Any reference in this Prospectus to any enactment is a reference to that enactment as for the time being amended or re-enacted.

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 internal data. In each such case, the source is stated in this Prospectus. Where no source is stated, such information can be assumed to originate from us. In particular, certain information in this Prospectus is extracted or derived from report(s) prepared by the Independent Market Researcher. 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. Third party projections, including the projections from the Independent Market Researcher, 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.

The information on our website, or any website directly or indirectly linked to such websites do not form part of this Prospectus.

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FORWARD-LOOKING STATEMENTS

*All terms used are defined under "**Definitions**" commencing from page vii.*

This Prospectus contains forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, plans and objectives for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties, contingencies and other factors which may cause our actual results, our 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 will 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 statements include, without limitations, statements relating to:

- (i) demand for our products and services;
- (ii) our business strategies;
- (iii) our future plans;
- (iv) our future 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 COVID-19 pandemic and possible similar future outbreak(s);
- (ii) the economic, political and investment environment in Malaysia; and
- (iii) Government policy, legislation or regulation in Malaysia.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Section 8 – "**Risk Factors**" and Section 11 – "**Financial Information**". We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the date of this Prospectus.

Should we become aware of any subsequent material change or development affecting matters disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment/transfer of our IPO Shares, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238(1) of the CMA and Paragraph 1.02, Chapter 1 of Part II (Division 6 on Supplementary and Replacement Prospectus) of the Prospectus Guidelines of the SC.

DEFINITIONS

The following terms in this Prospectus bear the same meanings as set out below unless otherwise defined or the context requires otherwise:

COMPANIES WITHIN OUR GROUP:

Camaroe or Company	: Camaroe Berhad [Registration No.: 202401000131 (1545982-M)]
Camaroe Group or Group	: Camaroe Berhad and its subsidiaries, collectively
Camaroe Aquaculture	: Camaroe Aquaculture Sdn Bhd [Registration No.: 200901010288 (853304-P)]
Farmerex	: Farmerex Sdn Bhd [Registration No.: 201601036443 (1207384-M)]
WTU Aqua	: WTU Aqua Sdn Bhd [Registration No.: 201601033047 (1203988-U)]
Wynntech Star	: Wynntech Star Sdn Bhd [Registration No.: 201501025366 (1150689-K)]

MAJOR CUSTOMERS OF OUR GROUP:

The identity of Customer A, Customer B and Customer C is not disclosed as all aforementioned major customers have not given their consent for their names to be disclosed in this Prospectus. Pursuant thereto, information and description of the aforementioned major customers as well as reason for the non-disclosure, in accordance with the Prospectus Guidelines issued by the SC, are as follows:

Customer A	: Customer A is a company incorporated in South Korea in 2003 which is principally involved in the import and distribution of seafood through domestic wholesale markets, direct sales and grocery store sales as well as export sales. It is not listed on any stock exchange. The principal market of Customer A is in South Korea. Customer A has recorded a revenue of KRW147.20 billion (equivalent to approximately RM0.45 billion, based on the exchange rate of KRW100:RM0.3061 as at 31 July 2025) for its latest financial year ended 31 December 2024 with a market share of 3.67% in South Korea (calculated based on the value of fresh, frozen and chilled seafood consumption in South Korea in 2024, according to the IMR Report).

We are unable to disclose the identity of Customer A as Customer A is not agreeable to provide consent for disclosure emphasising the business relationship and information our Group maintain in relation to Customer A shall be kept as confidential information at all times due to strategic business and competitive reasons.

DEFINITIONS (*Cont'd*)

Customer B : Customer B is a company incorporated in China which is principally engaged in provision of freight forwarding services. It is not listed on any stock exchange. The principal market of Customer B is in China.

The holding company of Customer B is a company incorporated in China which is principally engaged in provision of freight forwarding services. It is not listed on any stock exchange.

We are unable to disclose the identity of Customer B as Customer B is not agreeable to provide consent for disclosure emphasising the business relationship and information our Group maintain in relation to Customer B shall be kept as confidential information at all times due to strategic business and competitive reasons.

Customer C : Customer C is a company incorporated in China which is principally engaged in provision of freight forwarding services. It is not listed on any stock exchange. The principal market of Customer C is in China.

The holding company of Customer C is a company incorporated in China which is principally engaged in provision of freight forwarding services. It is not listed on any stock exchange.

We are unable to disclose the identity of Customer C as Customer C is not agreeable to provide consent for disclosure emphasising the business relationship and information our Group maintain in relation Customer C shall be kept as confidential information at all times due to strategic business and competitive reasons.

GENERAL:

ACE Market : ACE Market of Bursa Securities

Acquisition of Camaroe : Acquisition by Camaroe of the entire equity interest of Camaroe Aquaculture from Teoh Han Boon, Low Saw Cheng and Teoh Kheng Huat for a total purchase consideration of RM16,198,400 which was wholly satisfied by the issuance of 289,257,144 new Shares at an issue price of RM0.0560 per share, which was completed on 15 July 2025

Acquisition of Farmerex : Acquisition by Camaroe of the entire equity interest of Farmerex from Teoh Han Boon and Low Saw Cheng for a total purchase consideration of RM3,664,000 which was wholly satisfied by the issuance of 65,428,571 new Shares at an issue price of RM0.0560 per share, which was completed on 15 July 2025

Acquisition of WTU Aqua : Acquisition by Camaroe of the entire equity interest of WTU Aqua from Teoh Han Boon and Low Saw Cheng for a total purchase consideration of RM2,229,600 which was wholly satisfied by the issuance of 39,814,283 new Shares at an issue price of RM0.0560 per share, which was completed on 15 July 2025

DEFINITIONS (*Cont'd*)

Acquisition of Wynntech Star	: Acquisition by Camaroe of the entire equity interest of Wynntech Star from Teoh Han Boon and Low Saw Cheng for a total purchase consideration of RM84,000 which was wholly satisfied by the issuance of 1,500,000 new Shares at an issue price of RM0.0560 per share, which was completed on 15 July 2025
Acquisitions	: Collectively, the Acquisition of Camaroe Aquaculture, Acquisition of Farmerex, Acquisition of WTU Aqua and Acquisition of Wynntech Star
Act	: Companies Act, 2016, as amended from time to time and any re-enactment thereof
ADA	: Authorised Depository Agent
Application	: Application for IPO Shares by way of Application Form, Electronic Share Application or Internet Share Application
Application Form	: Printed application form for the application of our IPO Shares accompanying this Prospectus
ATM	: Automated teller machine
B2B	: Business-to-business
BFR	: Base Financing Rate
BLR	: Base Lending Rate
BNM	: Bank Negara Malaysia
Board	: Board of Directors of Camaroe
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
CCC	: Certificate of completion and compliance
CDS	: Central Depository System
CDS Account	: Account established by Bursa Depository for a depositor for the recording and dealing in securities by the depositor
CF	: Certificate of fitness for occupation
Central Depositories Act	: Securities Industry (Central Depositories) Act, 1991, as amended from time to time and any re-enactment thereof
China	: The People's Republic of China

DEFINITIONS (Cont'd)

Closing Date	: Date adopted in this Prospectus as the last date for acceptance and receipt of the Application
CMSA	: Capital Markets and Services Act, 2007, as amended from time to time and any re-enactment thereof
Constitution	: Our constitution, as amended from time to time
Contract Farming Agreement	: Contract farming agreement dated 1 January 2024 entered into between WTU Aqua and SWL Enterprise, as set out in Section 6.5.13(a) of this Prospectus
COVID-19	: Coronavirus disease 2019, an infectious disease which was a global pandemic
Depository Rules	: Rules of Bursa Depository, and any appendices thereto as they may be amended from time to time
Director(s)	: An executive director or a non-executive director of our Company within the meaning of Section 2 of the Act
DOF	: Department of Fisheries Malaysia, MAFS
DOSH	: Department of Occupational Safety & Health, Malaysia
EBIT	: Earnings before interest and tax
EBITDA	: Earnings before interest, tax, depreciation and amortisation
Electronic Prospectus	: Copy of this Prospectus that is issued, circulated or disseminated via the internet and/or an electronic storage medium
Electronic Share Application	: Application for IPO Shares through a Participating Financial Institution's ATM(s)
EPS	: Earnings per share
Financial Periods Under Review	: FYE 2021, FYE 2022, FYE 2023, FYE 2024 and FPE 2025 collectively
FPE	: Financial period ended/ending 31 March, as the case may be
FYE	: Financial year(s) ended/ending 31 December, as the case may be
Government	: Government of Malaysia
GP	: Gross profit
IFRS	: International Financial Reporting Standards
Ijok Land	: A piece of vacant agricultural land located at PM 1439, Lot 33951, Tempat Bukit Cerakah, Mukim Ijok, Daerah Kuala Selangor, Negeri Selangor Darul Ehsan
IMR or SMITH ZANDER	: Smith Zander International Sdn Bhd [Registration No.: 201301028298 (1058128-V)]

DEFINITIONS (Cont'd)

IMR Report	: Independent Market Research Report titled "Black Tiger Prawn Farming and Processing Industry in Malaysia" dated 14 August 2025
Initial Public Offering or IPO	: Our initial public offering comprising the Public Issue and Offer for Sale
Internet Participating Financial Institution(s) or Participating Securities Firm(s)	: Participating financial institution(s) or Participating securities firm(s) for Internet Share Application as listed in Section 16.6 of this Prospectus
Internet Share Application	: Application for IPO Shares through an online share application service provided by Internet Participating Financial Institution or Participating Securities Firm
IPO Price	: Issue/offer price of RM0.14 per Share pursuant to our Public Issue and Offer for Sale
IPO Share(s)	: Issue Share(s) and Offer Share(s), collectively
ISO	: International Organisation for Standardisation
Issue Share(s)	: New Share(s) to be issued under the Public Issue
Issuing House	: Tricor Investor & Issuing House Services Sdn Bhd [Registration No.: 197101000970 (11324-H)]
Joint Venture Agreement	: Joint venture agreement dated 7 December 2021 entered into between WTU Aqua and RISB, as set out in Section 6.5.13(c) of this Prospectus
LOA	: Letter of award
Listing	: Listing of and quotation for our entire enlarged share capital of RM36,036,002 comprising 495,000,000 Shares on the ACE Market of Bursa Securities
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities, as amended from time to time
Listing Scheme	: Comprising the Public Issue, Offer for Sale and Listing, collectively
LPD	: 31 July 2025, being the latest practicable date for ascertaining certain information contained in this Prospectus
M&A Securities	: M & A Securities Sdn Bhd [Registration No.: 197301001503 (15017-H)]
MAFS	: Ministry of Agriculture and Food Security of Malaysia
Malaysian Public	: Malaysian citizens and companies, co-operatives, societies and institutions incorporated or organised under the laws of Malaysia but excluding Directors of the Group, our substantial shareholders and persons connected with them

DEFINITIONS (Cont'd)

Market Day(s)	:	Any day between Monday to Friday (both days inclusive) which is not a public holiday and on which Bursa Securities is open for the trading of securities which may include a surprise holiday
MCO	:	The nationwide movement control order that was imposed by the federal government of Malaysia under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967 as a measure to contain the outbreak of the COVID-19 pandemic
MFRS	:	Malaysian Financial Reporting Standards
MITI	:	Ministry of Investment, Trade and Industry, Malaysia
MOF	:	Ministry of Finance of Malaysia
MOH	:	Ministry of Health of Malaysia
NA	:	Net assets
NBV	:	Net book value
New Bukit Raja Processing Facility	:	Our new prawn processing facility which will be constructed on a parcel of freehold land identified as Lot i10-08B and held under HS(D) 168667, PT 86375, Mukim Kapar, Daerah Klang, Negeri Selangor Darul Ehsan
NRP	:	National Recovery Plan
Offer for Sale	:	Offer for sale of the Offer Shares by our Selling Shareholders at our IPO Price
Offer Share(s)	:	49,500,000 existing Share(s) to be offered under our Offer for Sale
Official List	:	A list specifying all securities which have been admitted for listing on the ACE Market of Bursa Securities and not removed
Participating Financial Institution(s)	:	Participating financial institution(s) for Electronic Share Application as listed in Section 16.5 of this Prospectus
Participating Securities Firms(s)	:	Participating Securities Firm(s) for Internet Share Application as listed in Section 16.5
PAT	:	Profit after tax
PBT	:	Profit before tax
PE Multiple	:	Price-to-earnings multiple
Petaling Land	:	A piece of leasehold land located at H.S(M) 10798, PT 3162, Tempat BT 8 Jalan Kelang Lama, Mukim Petaling, Daerah Petaling, Negeri Selangor Darul Ehsan
Pink Form Allocations	:	Allocation of 12,375,000 Issue Shares to our eligible Directors, employees and persons who have contributed to our success which forms part of our Public Issue

DEFINITIONS (*Cont'd*)

PPE	:	Property, plant and equipment
Principal Adviser or Sponsor or Placement Agent or Underwriter	:	M&A Securities
Promoter(s)	:	Collectively, Teoh Han Boon and Low Saw Cheng
Prospectus	:	This prospectus dated 29 August 2025 in relation to our IPO
Prospectus Guidelines	:	Prospectus Guidelines issued by the SC, as amended from time to time
Public Issue	:	Public issue of 99,000,000 Issue Shares at our IPO Price
QC	:	Quality control
R&D	:	Research and development
RISB	:	Rahmat Illahi Sdn Bhd [Registration No.: 201401027368 (1103454-U)]
ROC	:	Registrar of Companies
SEDA	:	Sustainable Energy Development Authority, Malaysia
SOP	:	Standard operating procedures
SC	:	Securities Commission Malaysia
Selling Shareholders	:	Teoh Han Boon and Low Saw Cheng, who is undertaking the Offer for Sale
Share(s) or Camaroe Share(s)	:	Ordinary share(s) in our Company
Specified Shareholder(s)	:	Collectively, Teoh Han Boon, Low Saw Cheng and Teoh Sheng Jian
SSA	:	Share sale agreement
Tanjung Karang Farm 1 Tenancy Agreement	:	Tenancy agreement dated 15 September 2024 entered into between Camaroe Aquaculture and Natural Adept Sdn Bhd for the tenancy of Lot 26430 and Lot 26431
Tanjung Karang Farm 3 Agreement	:	Agreement dated 8 August 2018 entered into between WTU Aqua and Pristine Agrofood Sdn Bhd, as set out in Section 6.5.13(b) of this Prospectus
Underwriting Agreement	:	Underwriting agreement dated 29 July 2025 between our Company and M&A Securities for the purpose of our IPO
Valuation Certificate	:	The combined valuation certificate prepared by the Independent Valuer dated 14 October 2024 in respect of Lot 26430, Lot 26431, Ijok Land and Petaling Land based on the material date of valuation of 11 October 2024 (for Lot 26430 and Lot 26431) and 14 October 2024 (for Ijok Land and Petaling Land)

DEFINITIONS (*Cont'd*)

Valuer or Independent Valuer : Laurelcap Sdn Bhd
or Laurelcap [Registration No.: 200801005326 (806610-U)]

OUR OPERATIONAL FACILITIES:

Kapar Processing Facility : Our prawn processing facility located at 28 ("No. 28"), 30 ("No. 30") & 32 ("No. 32"), Jalan Meru Indah 20, Taman Perindustrian Meru Indah, 42200 Kapar, Selangor

Lot 26429 : A piece of agricultural land held under individual title PN 80339, Lot 26429, Tanjung Karang, 45500 Tanjung Karang, Selangor Darul Ehsan

Lot 26430 : A piece of agricultural land held under individual title PN 80346, Lot 26430, Tanjung Karang, 45500 Tanjung Karang, Selangor Darul Ehsan

Lot 26431 : A piece of agricultural land held under individual title PN 80345, Lot 26431, Tanjung Karang, 45500 Tanjung Karang, Selangor Darul Ehsan

Marang Farm : Our prawn farm located at 2, Kolam Udang Jenang, Jalan Jenang, Kampung Jenang, 21600 Marang, Terengganu

Penor Farm : Our prawn farm located at Lot HS(D) 35576, PT 9032, Mukim Penor, Kuantan, Pahang Darul Makmur

Tanjung Karang Farm 1 : Our prawn farm located at Lot 26429, Lot 26430 and Lot 26431

Tanjung Karang Farm 2 : Our prawn farm located at No. 35/B (Plot 3 & Plot 4), Kolam Udang, Jalan Bagan Sungai Tengkorak, 45500 Tanjung Karang, Selangor

Tanjung Karang Farm 3 : Our prawn farm located at Lot 26425, 26426, 28415, PT2970, 28417, 28418, 28419 & 28595, Kawasan Bagan Tengkorak, Sungai Burung, Mukim Tanjung Karang, Selangor

CURRENCY:

RM and sen : Ringgit Malaysia and sen respectively

RMB : Chinese Renminbi

USD : United States Dollar

KRW : South Korean Won

UNIT OF MEASUREMENT:

kg : Kilogram

MT : Metric tonnes

sq ft : Square foot

TECHNICAL GLOSSARY

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

Aquaculture	: Farming and harvesting of aquatic organisms such as black tiger prawns
Autoclave	: A machine which uses high temperature and pressure to sterilise laboratory instruments
Breeders	: Companies involved in the breeding of prawn and shrimp broodstock to produce roe
Broodstock	: Matured prawns and shrimp used in the breeding process to produce roe
Carrying capacity	: The maximum quantity of prawns or shrimp which can be farmed in a pond, based on the optimum average daily growth rate which can be achieved by the pond
Cold room	: A refrigerated storage room where low temperature is maintained to maintain the shelf life of our frozen black tiger prawns
EHP	: Enterocytozoon hepatopenaei. A parasite which causes symptoms such as slower growth and reduced food intake in prawns
FQC	: Fish Quality Certificate. A certification scheme by DOF which certifies companies involved in the aquaculture industry as having complied with the European Union requirements stated under Regulation 5(1) of the Fisheries (Quality Control of Fish for Export to the European Union) Regulations 2009
Glaze or Glazing	: A process where a thin protective layer of ice is formed on the surface of frozen black tiger prawns, extending the durability of the frozen black tiger prawns
GMP	: Good Manufacturing Practice. A certification scheme by MOH which certifies companies involved in operating food premises as having complied with the requirements for operational conditions within food manufacturing premises to allow for the production of safe food, as set out in relevant Malaysian Standards
HACCP	: Hazard Analysis and Critical Control Point. A certification scheme by MOH which certifies companies involved in operating food premises as having complied with the requirements for control of hazards significant for food safety and for environmental conditions within a food premise to allow for the production of safe food, as set out in relevant Malaysian Standards
Hatcheries or Hatchery	: Facilities involved in the hatching of prawn and shrimp post larvae from roe
HPV	: Hepatopancreatic parvovirus. A virus which causes symptoms such as necrosis (i.e. tissue death), slower growth and reduced food intake in prawns

TECHNICAL GLOSSARY (*Cont'd*)

IHHNV	: Infectious hypodermal and haematopoietic necrosis virus. A virus which causes symptoms such as reduced food intake and cannibalism in prawns, as well as suppresses the immune systems of prawns, leading to susceptibility to infection by other viruses
IMNV	: Infectious myonecrosis virus. A virus which causes symptoms such as necrosis (i.e. tissue death) in prawns, leading to mortality
MeSTI	: Makanan Selamat Tanggungjawab Industri. A certification scheme by MOH which certifies companies operating food premises as having complied with the requirements for the development and implementation of a food safety assurance programme under the Food Hygiene Regulations 2009
Morphological assessment	: Analysis of the anatomical features of prawns
myGAP	: Malaysia Good Agricultural Practice. A certification scheme by MAFS which certifies companies involved in the agriculture, aquaculture and livestock industries as having complied with the requirements for practices to produce safe and quality food, promote sustainable environment and guarantee worker health and welfare, as set out in relevant Malaysian Standards
Organoleptic tests	: Quality control tests conducted to evaluate the colour, appearance, odour and firmness of our black tiger prawns
Piscicide	: A substance which removes unwanted aquatic organisms
Polymerase chain reaction	: A laboratory technique which is used to produce (i.e. amplify) a large number of copies of specific DNA segments, for use in research and development activities
Post larvae	: Prawns in the early stage of development which are growing into adult form
Refractometer	: An instrument used to measure the concentration of substances (e.g. salt) in fluids
Shelf life	: The length of time for which a food product remains fit for consumption and fit for sale
SHIV	: Shrimp haemocyte iridescent virus. A virus which causes prawns to develop soft shells and white or yellow discolouration in the head, as well as causes symptoms such as lethargy and cessation of food intake, leading to mortality
Sodium dodecyl sulphate-polyacrylamide gel	: A gel which is used in laboratory testing to separate proteins based on molecular weight
Spectrophotometer	: An instrument which is used to measure the amount of light absorbed by the molecules in a substance
Taura syndrome virus	: A virus which causes prawns to develop soft shells and pale red bodies, as well as causes symptoms such as lethargy and cessation of food intake, leading to mortality
Water turbidity	: The presence of particles in water which reduces water clarity

TECHNICAL GLOSSARY (*Cont'd*)

- WSSV : White spot syndrome virus. A virus which causes prawns to develop white spots on the head and body, as well as causes symptoms such as lethargy and reduced food intake, leading to mortality
- Yellow head virus : A virus which causes prawns to develop yellow and swollen digestive glands, as well as causes symptoms such as abnormally high food intake followed by cessation of food intake, leading to mortality

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1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Designation	Residential address	Nationality	Gender
Dato' Zainal Azman Bin Abu Seman	Independent Non- Executive Chairman	No 3, Jalan Frekuensi U16/133 Elmina East 40160 Shah Alam Selangor	Malaysian	Male
Teoh Han Boon	Managing Director	13A, Jalan Anggun 1C Kota Emerald 48000 Rawang Selangor	Malaysian	Male
Low Saw Cheng	Executive Director	13A, Jalan Anggun 1C Kota Emerald 48000 Rawang Selangor	Malaysian	Female
Tan Yiing Fung	Independent Non- Executive Director	89, Jalan Limau Kasturi Taman Slim Jaya 35800 Slim River Perak	Malaysian	Female
Seah Cheong Wei	Independent Non- Executive Director	S-G-21 BSP Skypark Persiaran Saujana Putra Utama Bandar Saujana Putra 42610 Jenjarom Selangor	Malaysian	Male
Kho Zhen Qi	Independent Non- Executive Director	23-08, Sentul Village Service Apartment No.10, Jalan Sentul Perdana 51100 Kuala Lumpur Wilayah Persekutuan	Malaysian	Female

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1. CORPORATE DIRECTORY (*Cont'd*)

AUDIT AND RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Seah Cheong Wei	Chairperson	Independent Non-Executive Director
Tan Yiing Fung	Member	Independent Non-Executive Director
Kho Zhen Qi	Member	Independent Non-Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Kho Zhen Qi	Chairperson	Independent Non-Executive Director
Seah Cheong Wei	Member	Independent Non-Executive Director
Tan Yiing Fung	Member	Independent Non-Executive Director

NOMINATION COMMITTEE

Name	Designation	Directorship
Tan Yiing Fung	Chairperson	Independent Non-Executive Director
Seah Cheong Wei	Member	Independent Non-Executive Director
Kho Zhen Qi	Member	Independent Non-Executive Director

SUSTAINABILITY COMMITTEE

Name	Designation	Directorship
Seah Cheong Wei	Chairperson	Independent Non-Executive Director
Tan Yiing Fung	Member	Independent Non-Executive Director
Kho Zhen Qi	Member	Independent Non-Executive Director

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1. CORPORATE DIRECTORY (*Cont'd*)

COMPANY SECRETARIES : Tan Tong Lang (MAICSA 7045482)
(SSM Practicing Certificate No. 202208000250)
(Associate Member of the Malaysian Institute of Chartered Secretaries and Administrators)

Lau Hooi Pin (MAICSA 7081620)
(SSM Practicing Certificate No. 202408000447)
(Associate Member of the Malaysian Institute of Chartered Secretaries and Administrators)

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No.1, Medan Syed Putra Utara
59200 Kuala Lumpur
Wilayah Persekutuan

Telephone: 03-9770 2200

REGISTERED OFFICE : B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No.1, Medan Syed Putra Utara
59200 Kuala Lumpur
Wilayah Persekutuan

Telephone: 03-9770 2200

HEAD OFFICE : 28, 30 & 32
Jalan Meru Indah 20
Taman Perindustrian Meru Indah
42200 Kapar
Selangor

EMAIL ADDRESS AND WEBSITE : Website: www.camaroe.com.my
Email address: info@camaroegroup.com

PRINCIPAL ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT : **M&A Securities Sdn Bhd**
[Registration No.: 197301001503 (15017-H)]

Level 3 and 7, 45 & 47, The Boulevard
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Wilayah Persekutuan

Telephone: 03-2284 2911

SOLICITORS FOR OUR LISTING : **Ben & Partners**

7-2, Level 2
Block D2
Dataran Prima
Jalan PJU 1/39
47301 Petaling Jaya
Selangor Darul Ehsan

Telephone: 03-7805 2922

1. CORPORATE DIRECTORY (*Cont'd*)

AUDITORS AND REPORTING ACCOUNTANTS FOR OUR LISTING	:	Crowe Malaysia PLT [Registration No.: 201906000005] LLP number: LLP0018817-LCA Firm number: AF 1018 Level 16, Tower C Megan Avenue II 12, Jalan Yap Kwan Seng 50450 Kuala Lumpur Wilayah Persekutuan Partner-in-charge: Lean Wei Ee Approval number: 03827/05/2026 J (Chartered Accountant of the Malaysian Institute of Accountants and Fellow Member of the Association of Chartered Certified Accountants) Telephone: 03-2788 9999
INDEPENDENT RESEARCHER	MARKET :	Smith Zander International Sdn Bhd [Registration No.: 201301028298 (1058128-V)] 15-01, Level 15 Menara MBMR 1, Jalan Syed Putra 58000 Kuala Lumpur Wilayah Persekutuan Telephone: 03-2732 7537 Managing Partner: Dennis Tan Tze Wen <i>(Bachelor of Science (major in Computer Science and minor in Business Administration) from Memorial University of Newfoundland, Canada)</i>
ISSUING HOUSE AND SHARE REGISTRAR	:	Tricor Investor & Issuing House Services Sdn Bhd [Registration No.: 197101000970 (11324-H)] Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3 Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur Wilayah Persekutuan Telephone: 03-2783 9299

1. CORPORATE DIRECTORY (*Cont'd*)

INDEPENDENT VALUER : Laurelcap Sdn Bhd

[Registration No.: 200801005326 (806610-U)]

Suite E-6-2, E-7-2, W-6-1 & W-7-1
Subang Square, Jalan SS15/4G
47500 Subang Jaya
Selangor Darul Ehsan

Valuer-in-charge: Sr Stanley Toh Kim Seng
Registration number: V-927
(Registered Valuer, Board of Valuers, Appraisers, Estate Agents and
Property Managers)

Telephone: 03-5637 0233

LISTING SOUGHT : ACE Market

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2. APPROVALS AND CONDITIONS**2.1 APPROVALS AND CONDITIONS****2.1.1 Bursa Securities approval**

Bursa Securities had, vide its letter dated 26 May 2025, approved our admission to the Official List and the listing of and quotation for our entire enlarged issued share capital on the ACE Market. 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: (a) name of shareholders; (b) number of Shares; and (c) date of expiry of the moratorium for each block of Shares.	Complied
2.	Approvals from other relevant authorities have been obtained for 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 Notes 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 Issue to be undertaken by the Company, please announce at least 2 market days prior to the Listing date, the result of the offering including the following: (i) level of subscription of public balloting and placement; (ii) basis of allotment/allocation; (iii) a table showing the distribution for placement tranche; and (iv) disclosure of placees who become substantial shareholders of the Company arising from the Public Issue, if any. M&A 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.	Camaroe / M&A 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 *(Cont'd)*

2.1.2 SC approval

Our IPO 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 29 May 2025, approved our application under the Bumiputera equity requirement for public listing companies pursuant to our Listing. The approval from the SC is subject to the following conditions:

No.	Details of conditions imposed	Status of compliance
(i)	Camaroe allocating Shares equivalent to 12.50% of its enlarged number of issued Shares upon Listing to Bumiputera investors to be approved by the MITI	Complied
(ii)	Camaroe to make available at least 50.00% of the Shares offered to the Malaysian public investors via balloting to Bumiputera public investors	Complied

2.1.3 MITI

The MITI had, vide its letter dated 17 January 2025, stated that it has agreed to our Listing.

2.2 MORATORIUM ON OUR SHARES

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

- The moratorium applies to the entire shareholdings of our Specified Shareholders after the Offer for Sale for a period of 6 months from the date of our admission to the ACE Market ("**First 6-Month Moratorium**");
- Upon the expiry of the First 6-Month Moratorium, our Company must ensure that our Specified Shareholders' aggregate shareholdings amounting to at least 45.00% of the total number of our issued Shares remain under moratorium for another period of 6 months ("**Second 6-Month Moratorium**"); and
- On the expiry of the Second 6-Month Moratorium, our Specified Shareholders may sell, transfer or assign up to a maximum of 1/3 per annum (on a straight line basis) of those Shares held under moratorium.

In addition, our substantial shareholder, Teoh Kheng Huat has also provided a written undertaking and voluntarily agreed to place his entire shareholding of 30,089,914 Shares (assuming he fully subscribed for his Pink Form Allocations) representing 6.08% of our enlarged share capital after our IPO under moratorium in the same manner as our Specified Shareholders. For avoidance of doubt, Teoh Kheng Huat is not a specified shareholder of our Group.

2. APPROVALS AND CONDITIONS (Cont'd)

Details of our Shares held by our Specified Shareholders and Teoh Kheng Huat which will be subject to the abovementioned moratorium, are set out below:

	Moratorium shares during the First 6-Month Moratorium		Moratorium shares during the Second 6-Month Moratorium		Year 2		Year 3	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(1)%
<u>Specified Shareholders</u>								
Teoh Han Boon	⁽²⁾ 175,198,570	35.39	122,609,400	24.77	81,739,600	16.51	40,869,800	8.26
Low Saw Cheng	⁽²⁾ 142,375,716	28.76	99,638,900	20.13	66,426,000	13.42	33,212,900	6.71
Teoh Sheng Jian	⁽³⁾ 716,900	0.14	501,700	0.10	334,400	0.07	167,300	0.03
	318,291,186	64.29	222,750,000	45.00	148,500,000	30.00	74,250,000	15.00
<u>Substantial shareholder</u>								
Teoh Kheng Huat	⁽⁴⁾ 30,089,914	6.08	13,540,462	2.74	9,026,975	1.82	4,513,488	0.91
	348,381,100	70.37	236,290,462	47.74	157,526,975	31.82	78,763,488	15.91

Notes:

- (1) Based on the enlarged share capital of 495,000,000 Shares after our IPO.
- (2) After the Offer for Sale.
- (3) Assuming Teoh Sheng Jian will fully subscribe to his Shares under the Pink Form Allocations. He is our Specified Shareholder by virtue of him being the son and person connected to our controlling shareholders, Teoh Han Boon (our Managing Director) and Low Saw Cheng (our Executive Director).
- (4) Assuming Teoh Kheng Huat will fully subscribe to his Shares under the Pink Form Allocations.

The moratorium has been fully accepted by our Specified Shareholders and Teoh Kheng Huat, who have provided a written undertaking that they will not sell, transfer or assign their shareholdings under moratorium during the abovementioned moratorium period.

The moratorium restrictions are specifically endorsed on the share certificates representing the Shares under moratorium held by our Specified Shareholders and Teoh Kheng Huat to ensure that our Share Registrar does not register any transfer that contravenes with such restrictions.

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 RELATING TO OUR IPO

The following details relating to our IPO are derived from the full text of this Prospectus and should be read in conjunction with that text.

Allocation	No. of Shares	Amount to be raised	(1)%
		RM	
<u>Public Issue</u>			
Malaysian Public via balloting process:			
- Public investors	12,375,000	1,732,500	2.50
- Bumiputera public investors	12,375,000	1,732,500	2.50
Eligible Directors, employees and persons contributing to the success of our Group	12,375,000	1,732,500	2.50
Private placement to Bumiputera investors approved by MITI	61,875,000	8,662,500	12.50
<u>Offer for sale</u>			
Private placement to selected investors	49,500,000	6,930,000	10.00
Enlarged no. of Shares upon Listing		495,000,000	
IPO Price per Share			RM0.14
Market capitalisation ⁽²⁾		RM69,300,000	

Notes:

(1) Based on our enlarged share capital of 495,000,000 Shares after IPO.

(2) Based on our IPO Price and our enlarged number of 495,000,000 Shares upon Listing.

Further details of our IPO are set out in Section 4 of this Prospectus.

In compliance with the Listing Requirements, our Specified Shareholders' entire shareholdings after our IPO will be held under moratorium for 6 months from the date of our admission to the ACE Market. Thereafter, their shareholdings amounting to 45.00% of our share capital will remain under moratorium for another 6 months. Our Specified Shareholders may sell, transfer or assign up to a maximum of one-third per annum (on a straight-line basis) of their shares held under moratorium upon expiry of the second 6 month period. In addition, our substantial shareholder, Teoh Kheng Huat has also voluntarily agreed to place his entire shareholding of 30,089,914 Shares (assuming he fully subscribed for his Pink Form Allocations) under moratorium during the abovementioned moratorium period. Further details on the moratorium on our Shares are set out in Section 2.2 of this Prospectus.

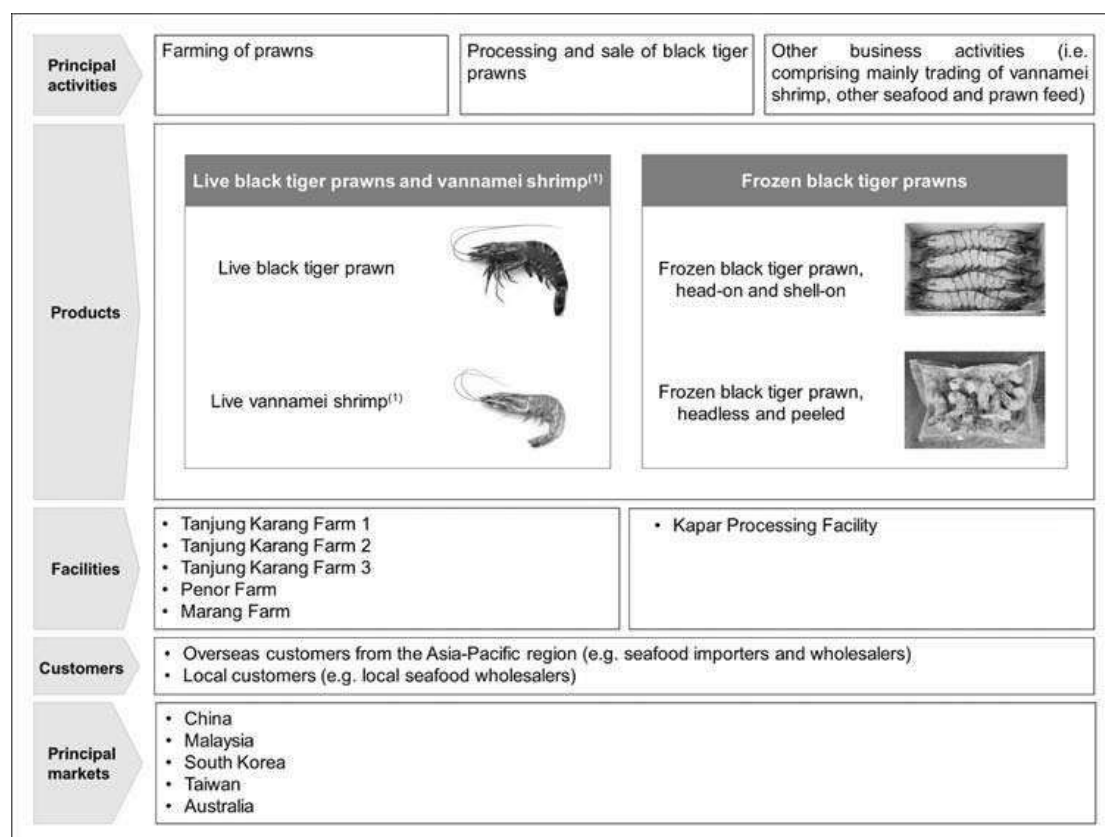
3.2 GROUP STRUCTURE AND BUSINESS MODEL

Our Company was incorporated in Malaysia under the Act as a private limited company on 2 January 2024 under the name of Camaroe Sdn Bhd. On 15 August 2024, we converted into a public limited company and assumed our present name to facilitate our Listing.

3. PROSPECTUS SUMMARY (Cont'd)

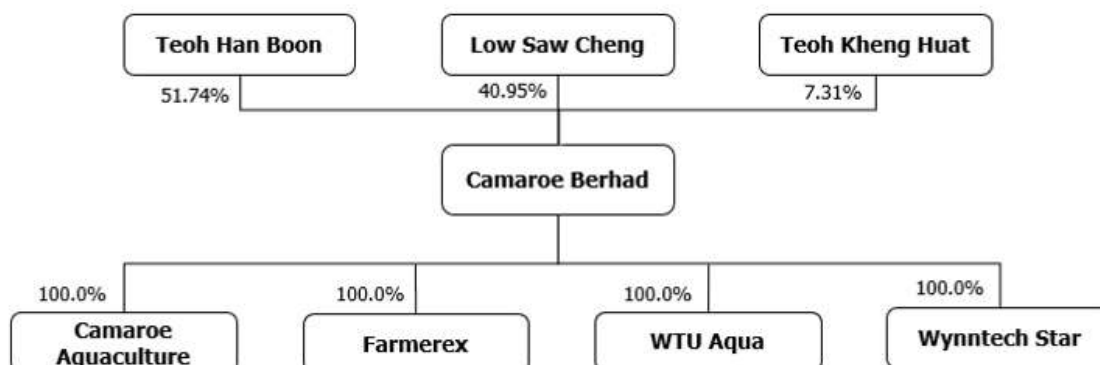
We are principally an investment holding company. Through our subsidiaries, we are principally involved in the farming and processing of prawns.

Our business model is as follows:

**Note:**

- (1) During FYE 2021 and FYE 2022, we farmed and supplied live vannamei shrimp. However, since the end of FYE 2022, we ceased farming of vannamei shrimp and gradually shifted our focus exclusively to farming of black tiger prawns. For avoidance of doubt, we ceased supplying any live vannamei shrimp farmed by our Group in FYE 2023, FYE 2024 and FPE 2025.

Our Group structure after the Acquisitions but before IPO is as follows:



Further details of our Group and our business model are set out in Sections 6 of this Prospectus.

3. PROSPECTUS SUMMARY *(Cont'd)*

3.3 COMPETITIVE STRENGTHS AND BUSINESS STRATEGIES

3.3.1 Competitive strengths

Our competitive strengths are summarised as follows:

- (i) **We have integrated capability in prawn farming and processing, allowing us to have control of the supply chain, which ensures consistent supply and timely delivery of products**

We are able to secure the supply of black tiger prawns through our direct involvement in both the farming and processing of black tiger prawns. Further, we are able to maintain a consistent supply of black tiger prawns due to our experience in prawn aquaculture; sourcing of prawns processed at our Kapar Processing Facility mostly from the farms we operate; sourcing of prawns from third party suppliers to enhance our ability to cater to diverse customer order specifications; storage of frozen black tiger prawn inventory to meet demand during periods of production slowdown; and our ability to control our prawn farming activities to correspond with our sales orders.

- (ii) **We have proven capabilities in producing quality black tiger prawns, as attested by our ability to meet locally and internationally recognised quality standards**

Our capability in consistently producing quality black tiger prawns is crucial to creating customer satisfaction, building confidence in our customers and fostering customer loyalty. We ensure that we are able to deliver black tiger prawns which meet market expectations for a premium seafood product by implementing farming and processing practices and quality control procedures which comply with local and international standards.

Moreover, our direct involvement in the farming of our black tiger prawns provides us with a competitive edge in the market as increasing food safety awareness has given rise to a growing preference amongst customers to purchase prawns from suppliers which are involved in farming the prawns which they supply and thus are able to ensure that the prawns were produced in compliance with relevant food safety requirements.

- (iii) **We have a well-established history of 15 years in the prawn aquaculture industry and a portfolio of direct export customers**

Our proven track record as a vertically integrated black tiger prawn supplier is evidenced from the expansion of our business operations from farming of black tiger prawns to include the processing and sale of black tiger prawns, over the years. We have been involved in the farming of black tiger prawns since 2009, and in the processing of black tiger prawns since 2016.

Our Group has established a customer base comprising numerous direct overseas customers. Selling to a diverse portfolio of B2B customers across different regions allows us to distribute risk, reducing dependence on any single market or customer segment. Our B2B customers often require large quantities of products, allowing for bulk sales that can streamline production and distribution processes, leading to economies of scale and cost efficiencies.

Over the years, we have built trusted relationships with our customers which enable our Group to continue to grow our sales. Our success in securing sales from international customers is a testament to the strength of our sales and marketing team as well as the quality of our customers service levels, which provide confidence to our customers.

3. PROSPECTUS SUMMARY (Cont'd)

(iv) We have an experienced management team with substantial industry experience

Our Group is led by an experienced management team with vast experience in the aquaculture industry, as well as in-depth experience in their respective fields, key expertise and knowledge of our business operations.

Our Managing Director, Teoh Han Boon, has more than 28 years of experience in the aquaculture industry. He leads our Group together with our Executive Director, Low Saw Cheng, who has more than 20 years of experience in finance, human resources and administration. They are supported by our key senior management team.

Further details of our competitive strengths are set out in Section 6.5.7 of this Prospectus.

3.3.2 Business strategies

Our business strategies are summarised as follows:

(i) Construction of New Bukit Raja Processing Facility

In line with our ongoing business expansion and our growth strategy to continue enhancing the production capacity of our prawn processing lines, we intend to construct a new prawn processing plant, namely our New Bukit Raja Processing Facility. We intend to relocate our existing prawn processing lines at our Kapar Processing Facility to our New Bukit Raja Processing Facility by the first quarter of 2029.

The setting up of our New Bukit Raja Processing Facility requires the purchase of new technology, machinery and equipment, comprising chest freezers as well as a rooftop solar panel system.

(ii) Establishment of an in-house biotechnology department

We intend to commence in-house laboratory testing as well as R&D activities for the enhancement of our prawn farming operations, through the establishment of an in-house biotechnology department. The in-house biotechnology department will focus on laboratory testing and conducting R&D activities related to the usage of probiotics and supplements for prawn farming.

We plan to establish the in-house biotechnology department at our Kapar Processing Facility and commence in-house laboratory testing as well as R&D activities by the third quarter of 2025. Subsequently, we intend to relocate the in-house biotechnology department to our New Bukit Raja Processing Facility in the first quarter of 2029, along with the relocation of our prawn processing operations as set out in Section 3.3.2(i) above.

The establishment of an in-house biotechnology department requires the purchase of new equipment and consumables for R&D operations. Further, upon the establishment of our in-house biotechnology department, we intend to employ a research scientist and 2 laboratory technicians for our laboratory testing and R&D activities.

Further details of our business strategies are set out in Section 6.7 of this Prospectus.

3. PROSPECTUS SUMMARY *(Cont'd)*

3.4 RISK FACTORS

Before investing in our Shares, you should carefully consider, along with other matters in this Prospectus, the risk factors as set out in Section 8 of this Prospectus. Some of the more important risk factors are summarised below:

(i) We are subject to regulatory requirements for our business operations

We are required to regularly renew various certifications, licences, approvals and permits issued by governmental authorities and regulatory agencies, which are essential for the conduct of our business and operations. Our certifications, licences, approvals and permits are subject to compliance with the relevant conditions, laws and regulations under which they were issued.

There is no assurance that we will be able to successfully renew our certifications, approvals, licences and permits in the future. Further, there is no assurance that the introduction of any future regulatory developments will not have a material adverse impact on our maintenance or renewal of our certifications, licences, approvals and permits, as well as lead to higher operational costs.

(ii) Our business is exposed to interruptions or delays caused by major unscheduled maintenance works, reconditioning of ponds, unexpected equipment failures, electricity failures, water disruptions, fires and environmental factors (including monsoons and natural disasters such as floods)

We may carry out unscheduled maintenance works at the prawn farms we operate, in addition to routine pond maintenance, as and when required due to suboptimal pond conditions. Further, we may recondition ponds at the farms we operate on a progressive basis to increase the efficiency of farming operations to suit our farming practices and ultimately to improve production yield. In such event, our prawn farming activities may be partially or completely disrupted for a period of time.

We rely on machinery and equipment to operate and maintain the coastal prawn farms we operate, as well as to process, pack and store our prawns at our Kapar Processing Facility. These machinery and equipment may, on occasion, be out of service due to unanticipated failures or damages sustained during operations. In addition, as our prawn farming and processing activities are dependent on continuous supply of electricity and water, any major disruptions to the supply of electricity or water may result in interruptions to our operations.

Further, damage caused by fires as well as environmental factors such as monsoons or the occurrence of natural disasters (e.g. floods) may also cause interruptions to the operations at the coastal prawn farms we operate and our Kapar Processing Facility, as well as damage to all or part of our prawn populations, feeds, inventory, machinery and equipment.

(iii) We are exposed to risk relating to the availability of quality post larvae

Our prawn farming activities are contingent upon the availability of quality post larvae. As we do not have our own hatchery, we are dependent on the ability of our suppliers to produce and supply quality post larvae.

Further, we are exposed to the risk relating to the availability of post larvae as breeding and hatching of post larvae may be temporarily halted due to adverse weather conditions during monsoon seasons. Any shortage of post larvae may affect our business operations and there is no assurance that we will be able to obtain post larvae from existing or new suppliers in a timely manner or at reasonably acceptable prices.

3. PROSPECTUS SUMMARY (Cont'd)**(iv) The prawn farms operated by our Group are subject to risk of disease and biological hazard infections**

The prawn farms operated by our Group are subject to risk of outbreaks of disease and biological hazard infections which may affect our yields of marketable prawns. Any outbreak of disease or biological hazard infection at our prawn farms may result in interruptions or prolonged suspension of our prawn farming activities for the cleaning and treatment of affected ponds.

(v) We are subject to the risk of termination and/or non-renewal of the Contract Farming Agreement, TOL, Tanjung Karang Farm 3 Agreement and Joint Venture Agreement for the prawn farms operated by our Group

As at the LPD, out of the total of 5 prawn farms operated by our Group, we own only 1 prawn farm, namely our Tanjung Karang Farm 1 (i.e. comprising Lot 26429, Lot 26430 and Lot 26431). For the remaining 4 prawn farms, we have entered into the Contract Farming Agreement, TOL, Tanjung Karang Farm 3 Agreement and Joint Venture Agreement. Further, we may enter into other contract farming agreements, TOLs, tenancy agreements and/or joint venture agreements in the future as we continue to grow our business.

Our prawn farming activities at our Penor Farm, Tanjung Karang Farm 2, Tanjung Karang Farm 3 and Marang Farm are subject to the risk of termination and/or non-renewal of the agreements as well as the possibility of not being able to renew the agreements on terms and conditions which are commercially acceptable to us, or we may not be able to renew the agreements at all. Further, if we are unable to continue our prawn farming activities at our Penor Farm, Tanjung Karang Farm 2, Tanjung Karang Farm 3 and Marang Farm, we may face a reduction in supply of prawns for our prawn processing activities and reduction in the amount of prawns for sale. There is no assurance that we will be able to procure prawns for our prawn processing activities from external suppliers in a timely manner or at the quantity required, with reasonable prices and desired quality levels. Any significant increase in cost in sourcing for prawns from external suppliers may have an adverse impact on profitability if we are unable to pass down the cost to our customers or result in loss of sales if our customers do not agree with our pricing.

Further details and the full list of the risk factors are set out in Section 8 of this Prospectus.

3.5 DIRECTORS AND KEY SENIOR MANAGEMENT

Our Directors and key senior management are as follows:

Name	Designation
Directors	
Dato' Zainal Azman Bin Abu Seman	Independent Non-Executive Chairman
Teoh Han Boon	Managing Director
Low Saw Cheng	Executive Director
Tan Yiing Fung	Independent Non-Executive Director
Seah Cheong Wei	Independent Non-Executive Director
Kho Zhen Qi	Independent Non-Executive Director
Key senior management	
Tee Wei Zun	Sales Manager
Chua Lee Fei	Financial Controller
Kor Sin Loong	Farm Manager cum Deputy Sales Manager

3. PROSPECTUS SUMMARY (Cont'd)

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

3.6 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

The shareholdings of our Promoters and substantial shareholders in our Company before and after our IPO are set out below:

Name	Nationality	⁽¹⁾ After Acquisitions but before our IPO				⁽²⁾ After our IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Promoters and substantial shareholders									
Teoh Han Boon	Malaysian	204,898,570	51.74	⁽³⁾ 162,175,716	40.95	175,198,570	35.39	⁽³⁾ ⁽⁴⁾ 143,092,616	28.91
Low Saw Cheng	Malaysian	162,175,716	40.95	⁽³⁾ 204,898,570	51.74	142,375,716	28.76	⁽³⁾ ⁽⁴⁾ 175,915,470	35.54
Substantial shareholder									
Teoh Kheng Huat	Malaysian	28,925,714	7.31	-	-	⁽⁴⁾ 30,089,914	6.08	-	-

Notes:

- (1) Based on the share capital of 396,000,000 Shares after Acquisitions but before our IPO.
- (2) Based on the enlarged share capital of 495,000,000 Shares after our IPO.
- (3) Deemed interested by virtue of his/her spouse's and son's interest pursuant to Section 8 and Section 59(11)(c) of the Act, respectively.
- (4) Assuming Teoh Kheng Huat and Teoh Sheng Jian will fully subscribe their respective Pink Form Allocations.

Further details of our Promoters and substantial shareholders are set out in Section 5.1 of this Prospectus.

3. PROSPECTUS SUMMARY (Cont'd)**3.7 UTILISATION OF PROCEEDS**

The gross proceeds to be raised by our Company from the Public Issue of RM13.86 million shall be utilised in the following manner:

Description of utilisation	RM'000	%	Estimated timeframe for utilisation from the Listing date
Capacity expansion:			
- Construction of New Bukit Raja Processing Facility	6,890	49.71	Within 48 months
- Purchase of machinery and equipment	725	5.23	Within 48 months
- Installation of solar panels	385	2.78	Within 48 months
Establishment of a biotechnology department	1,000	7.21	Within 12 months
General working capital	960	6.93	Within 12 months
Estimated listing expenses	3,900	28.14	Within 1 month
	13,860	100.00	

There is no minimum subscription to be raised from our IPO. Detailed information on our utilisation of proceeds is set out in Section 4.9 of this Prospectus.

The gross proceeds from the Offer for Sale of approximately RM6.93 million shall accrue entirely to the Selling Shareholders.

3.8 FINANCIAL AND OPERATIONAL INFORMATION

The selected financial and operational information included in this Prospectus is not intended to predict our Group's financial position, results and cash flows.

3.8.1 Historical combined statements of profit or loss and other comprehensive income

The following table sets out the financial highlights based on our combined statements of profit or loss and other comprehensive income for the Financial Periods Under Review:

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	38,179	36,010	33,909	39,823	8,224
GP	10,937	11,589	11,287	13,021	2,780
PBT	8,485	9,006	12,690	10,563	1,045
PAT	7,830	8,458	11,699	8,073	637
Adjusted PAT ⁽⁴⁾	6,270	8,392	7,829	7,746	1,673
Basic and diluted EPS (sen) ⁽¹⁾	1.58	1.71	2.36	1.63	0.13
GP margin (%) ⁽²⁾	28.65	32.18	33.29	32.70	33.80
PAT margin (%) ⁽³⁾	20.51	23.49	34.50	20.27	7.75
Adjusted PAT margin (%) ⁽⁴⁾	16.42	23.30	23.09	19.45	20.34

3. PROSPECTUS SUMMARY (Cont'd)**Notes:**

- (1) Calculated based on PAT attributable to owners of our Group divided by our enlarged share capital of 495,000,000 Shares upon Listing. There are no potential dilutive securities in issue during the Financial Periods Under Review.
- (2) Calculated based on GP divided by revenue.
- (3) Calculated based on PAT divided by revenue.
- (4) Adjusted PAT is calculated after excluding non-recurring income and expense which includes insurance compensation, inventories written off, gain/loss on fair values of the biological assets, gain on fair values of other investment, gain of disposal of PPE, gain on disposal of assets classified as held for sale, gain on derecognition of lease and deposit forfeited. Adjusted PAT margin is computed based on the adjusted PAT divided by revenue.

There were no exceptional items during the Financial Periods Under Review. Our audited combined financial statements for the Financial Periods Under Review were not subject to any audit qualifications.

3.8.2 Pro forma combined statements of financial position

The following table sets out a summary of the pro forma combined statements of financial position of our Group based on our audited combined financial statements as at 31 March 2025 to show the effects of the Acquisitions and subsequent events, IPO and utilisation of proceeds. It is presented for illustrative purposes only and should be read together with the pro forma combined statements of financial position as set out in Section 13 of this Prospectus.

	Audited	I	II	III
	As at 31 March 2025	After Acquisitions	After I and IPO	After II and utilisation of proceeds
	RM'000	RM'000	RM'000	RM'000
ASSETS				
Total non-current assets	23,133	23,133	23,133	23,133
Total current assets	25,533	25,533	39,393	35,493
TOTAL ASSETS	48,666	48,666	62,526	58,626
EQUITY AND LIABILITIES				
TOTAL EQUITY	28,013	28,013	41,873	37,973
Total non-current liabilities	14,897	14,897	14,897	14,897
Total current liabilities	5,756	5,756	5,756	5,756
TOTAL LIABILITIES	20,653	20,653	20,653	20,653
TOTAL EQUITY AND LIABILITIES	48,666	48,666	62,526	58,626
No. of Shares in issue ('000 units)	1,275	396,000	495,000	495,000
NA per Share (RM)	21.97	0.07	0.08	0.08
Borrowings (RM'000)	14,682	14,682	14,682	14,682
Gearing (times) ⁽¹⁾	0.52	0.52	0.35	0.39

3. PROSPECTUS SUMMARY (Cont'd)**Note:**

- (1) Computed based on total interest-bearing borrowings (excluding lease liabilities) over total equity as at each financial year/period end.

Further details on the financial information are set out in Sections 11, 12 and 13 of this Prospectus.

3.9 DIVIDEND POLICY

Our Company presently does not have any formal dividend policy and the declaration of dividends and other distribution are subject to the discretion of our Board. It is our Board's intention 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.

For the Financial Periods Under Review and up to the LPD, dividends declared and paid by our Group were follows:

	Audited				Unaudited	
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025	1 April 2025 up to LPD
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Dividends declared	1,500	3,000	6,000	3,000	-	-
Dividend paid	1,500	3,000	(1)3,000	(1)6,000	-	-

Note:

- (1) For the dividend declared of RM6.00 million for FYE 2023, RM3.00 million was paid in FYE 2023 and the remaining balance of RM3.00 million was paid in FYE 2024.

The dividends above were funded by 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.

As at LPD, there is no outstanding dividend declared but remained unpaid. Save as disclosed above, our Group does not intend to pay any dividends prior to our Listing.

Further details of our dividend policy are set out in Section 11.7 of this Prospectus.

4. DETAILS OF OUR IPO

4.1 OPENING AND CLOSING OF APPLICATION PERIOD

The Application period will open at 10.00 a.m. on 29 August 2025 and will remain open until 5.00 p.m. on 12 September 2025. **LATE APPLICATIONS WILL NOT BE ACCEPTED.**

4.2 INDICATIVE TIMETABLE

Events	Indicative date
Issuance of this Prospectus/Opening of Application	29 August 2025
Closing Date/Closing of Application	12 September 2025
Balloting of Application	18 September 2025
Allotment/Transfer of IPO Shares to successful applicants	26 September 2025
Date of Listing	2 October 2025

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

4.3 LISTING SCHEME

4.3.1 Public Issue

A total of 99,000,000 Issue Shares, representing 20.00% of our enlarged share capital are offered at our IPO Price. The Issue Shares shall be allocated in the following manner:

(a) Malaysian Public

24,750,000 Issue Shares, representing 5.00% of our enlarged share capital, are reserved for application by the Malaysian Public, to be allocated via balloting process as follows:

- (a) 12,375,000 Issue Shares, representing 2.50% of our enlarged share capital, made available to public investors; and
- (b) 12,375,000 Issue Shares, representing 2.50% of our enlarged share capital, made available to Bumiputera public investors.

(b) Eligible Directors, employees and persons contributing to the success of our Group

12,375,000 Issue Shares, representing 2.50% of our enlarged share capital, are reserved for our eligible Directors, employees and persons contributing to the success of our Group under the Pink Form Allocations. Further details of our Pink Form Allocations are set out in Section 4.3.3 of this Prospectus.

(c) Private placement to Bumiputera investors approved by MITI

61,875,000 Issue Shares, representing 12.50% of our enlarged share capital, are reserved for private placement to Bumiputera investors approved by MITI.

4. DETAILS OF OUR IPO (Cont'd)

The basis of allocation of the Issue Shares shall take into account our Board's intention to distribute the Issue Shares to a reasonable number of applicants to broaden our Company's shareholding base to meet the public spread requirements, and to establish a liquid and adequate market for our Shares. Applicants will be selected in a fair and equitable manner to be determined by our Directors. There is no over-allotment or "greenshoe" option that will result in an increase in the number of our Issue Shares. Our Public Issue is subject to the terms and conditions of this Prospectus.

4.3.2 Offer for Sale

Our Selling Shareholders will undertake an offer for sale of 49,500,000 Offer Shares, representing 10.00% of our enlarged share capital by way of private placement to selected investors to be identified at the IPO Price. The details of our Selling Shareholders and its relationship with our Group are as follows:

Name/ Residential address	Relationship Group	with our	Before IPO		Offer Shares offered			After IPO	
			No. of Shares	(1)%	No. of Shares	(1)%	(2)%	No. of Shares	(2)%
Teoh Han Boon / 13A, Jalan Anggun 1C Kota Emerald 48000 Rawang Selangor	Promoter, Shareholder, shareholder and Director	Specified substantial Managing	204,898,570	51.74	29,700,000	7.50	6.00	175,198,570	35.39
Low Saw Cheng / 13A, Jalan Anggun 1C Kota Emerald 48000 Rawang Selangor	Promoter, Shareholder, shareholder and Director	Specified substantial Executive	162,175,716	40.95	19,800,000	5.00	4.00	142,375,716	28.76
Total			367,074,286	92.69	49,500,000	12.50	10.00	317,574,286	64.15

Notes:

- (1) Based on the share capital of 396,000,000 Shares after completion of the Acquisitions but before our IPO.
- (2) Based on the enlarged share capital of 495,000,000 Shares after our IPO.

The Offer for Sale is subject to the terms and conditions of this Prospectus. Further details of our Selling Shareholders, which are also our Promoters and substantial shareholders are set out in Section 5.1.2 of this Prospectus.

4. DETAILS OF OUR IPO (Cont'd)

4.3.3 Pink Form Allocations

We have allocated 12,375,000 Shares under the Pink Form Allocations to our eligible Directors, employees and persons who have contributed to our success:

Category	No. of eligible persons	Aggregate no. of Issue Shares allocated
Eligible Directors	4	600,000
Eligible employees	Up to 31	8,810,700
Persons who have contributed to our success	Up to 35	2,964,300
Total	Up to 70	12,375,000

Pink Form Allocations which are not accepted by certain eligible Directors and employees will be re-allocated to other eligible Directors as set out in the table below and eligible employees at the discretion of our Board.

(a) Allocation to eligible Directors

The criteria for allocation to our eligible Directors are based on amongst others their anticipated contribution to our Group.

Teoh Han Boon (our Managing Director) and Low Saw Cheng (our Executive Director) have opted not to participate in the Pink Form Allocations as they are already our substantial shareholders with 51.74% direct shareholding and 40.95% direct shareholding in Camaroe after the Acquisitions but before our IPO, respectively. Details of the proposed allocation to our other Directors are as follows:

Name	Designation	No. of Issue Shares allocated
Dato' Zainal Azman Bin Abu Seman	Independent Non-Executive Chairman	150,000
Tan Yiing Fung	Independent Non-Executive Director	150,000
Seah Cheong Wei	Independent Non-Executive Director	150,000
Kho Zhen Qi	Independent Non-Executive Director	150,000
Total		600,000

(b) Allocation to eligible employees

The criteria of allocation to our eligible employees (as approved by our Board) are based on, inter-alia, the following factors:

- our employees must be an eligible and confirmed employee and on the payroll of our Group;
- the number of Shares allocated to our eligible employees are based on their seniority, position, length of service and respective contribution made to our Group as well as other factors deemed relevant to our Board; and
- full time employee of at least 18 years of age.

4. DETAILS OF OUR IPO (Cont'd)

Included in the allocation to our eligible employees are the proposed allocations to our key senior management as set out below:

Name	Designation	No. of Issue Shares allocated
Tee Wei Zun	Sales Manager	500,000
Chua Lee Fei	Financial Controller	350,000
Kor Sin Loong	Farm Manager cum Deputy Sales Manager	1,001,000
Total		1,851,000

As at the LPD, to the extent known to our Company:

- (i) there are no substantial shareholder(s), Directors or key senior management of our Company who have indicated to our Company that they intend to subscribe for the IPO Shares other than the Pink Form Allocations; and
- (ii) there are no person(s) who have indicated to our Company that they intend to subscribe more than 5.00% of the IPO Shares.

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

Persons who have contributed to the success of our Group include business associates, customers and suppliers.

The number of Issue Shares to be allotted to these persons who have contributed to the success of our Group are based on, amongst others, the nature and terms of their business relationship with us, length of their relationship with us and the level of contribution and support to our Group.

4.3.4 Clawback and re-allocation

Any of our Issue Shares not subscribed for by the Malaysian Public or Pink Form Allocations (after re-allocation to the other eligible Directors and other eligible employees) will be made available to selected investors via private placement.

However, if all Issue Shares offered to the Malaysian Public are oversubscribed, Shares not subscribed for under the Pink Form Allocations (if any), will firstly be made available to selected investors via private placement before being made available for application by the Malaysian Public.

Likewise, if any Issue Shares offered to the Malaysian Public are undersubscribed, Shares not subscribed for will be allocated to selected investors via private placement before being allocated for excess application by our eligible Directors and eligible employees.

Thereafter, any remaining Issue Shares that are not subscribed for will be subscribed by our Underwriter based on the terms of the Underwriting Agreement. Our Board will ensure that any excess IPO Shares will be allocated on a fair and equitable manner.

Any of our Issue Shares not subscribed or accepted by Bumiputera investors approved by MITI under the private placement as stated in Section 4.3.1(c) above will be firstly offered to Bumiputera general public via public balloting in the event of oversubscription. Subsequently, any Issue Shares not taken up will be offered to Malaysian institutional investors and thereafter to other public investors via balloting process. For avoidance of doubt, any remaining Issue Shares not taken up after the aforesaid clawback and re-allocation arrangement shall be offered to selected investors via private placement.

4. DETAILS OF OUR IPO (*Cont'd*)

4.3.5 Minimum and over-subscription

There is no minimum subscription to be raised from our IPO. However, in order to comply with the public spread requirements of Bursa Securities, the minimum subscription in terms of the number of IPO Shares will be the number of IPO Shares required to be held by public shareholders to comply with the public spread requirements as set out in the Listing Requirements or as approved by Bursa Securities.

In the event of an over-subscription, acceptance of Applications by the Malaysian Public shall be subject to ballot to be conducted in a manner approved by our Directors.

Under the Listing Requirements, at least 25.00% of our enlarged share capital for which listing is sought must be in the hands of a minimum of 200 public shareholders, each holding not less than 100 Shares upon our admission to the ACE Market. We expect to meet the public shareholding requirement at the point of our Listing. If we fail to meet the said requirement, we may not be allowed to proceed with our Listing on the ACE Market.

In such an event, we will return in full, without interest, all monies paid in respect of all Applications. If any such monies are not repaid within 14 days after we become liable to do so, the provision of sub-section 243(2) of the CMSA shall apply accordingly.

4.4 BASIS OF ARRIVING AT OUR IPO PRICE

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

- (i) our pro forma NA per Share as at 31 March 2025 after IPO and utilisation of proceeds of RM0.08, calculated based on our pro forma NA as at 31 March 2025 after IPO and utilisation of proceeds of approximately RM37.82 million and enlarged share capital of 495,000,000 Shares upon Listing;
- (ii) the PE Multiple of our IPO Price of approximately 8.59 times based on our EPS of 1.63 sen, calculated based on our PAT for FYE 2024 of RM8.07 million and our enlarged share capital of 495,000,000 Shares upon Listing;
- (iii) our historical financial track record as follows:

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	38,179	36,010	33,909	39,823	8,224
GP	10,937	11,589	11,287	13,021	2,780
PAT	7,830	8,458	11,699	8,073	637
Adjusted PAT ^(a)	7,830	7,433	11,293	7,746	1,673

Note:

- (a) Adjusted PAT is calculated after excluding non-recurring income and expenses which include insurance compensation, inventories written off, gain/loss on fair values of the biological assets, gain on fair values of other investment, gain on disposal of PPE, gain on disposal of assets held for sale, gain on derecognition of lease and deposit forfeited.
- (iv) our competitive strengths as set out in Section 6.5.7 of this Prospectus; and
- (v) our business strategies as set out in Section 6.7 of this Prospectus.

4. DETAILS OF OUR IPO (Cont'd)

You should note that the market price of our Shares upon and subsequent to our Listing is subject to the vagaries of market forces and other uncertainties that may affect the price of our Shares. You should form your own views on the valuation of our IPO Shares before deciding to invest in them. You are reminded to carefully consider the risk factors as set out in Section 8 of this Prospectus before deciding to invest in our Shares.

4.5 SHARE CAPITAL, CLASSES OF SHARES AND RANKING

Upon completion of our IPO, our share capital will be as follows:

Details	No. of Shares	RM
Share capital		
As at the date of this Prospectus	396,000,000	22,176,002
To be issued under our Public Issue	99,000,000	13,860,000
Enlarged share capital upon our Listing	495,000,000	36,036,002

As at the date of this Prospectus, we have only one class of shares, being ordinary shares, all of which rank equally amongst one another.

Our Issue Shares will, upon allotment and issuance, rank equally in all respects with our existing ordinary shares including voting rights and will be entitled to all rights and dividends and other distributions that may be declared subsequent to the date of allotment of our Issue Shares.

Our Offer Shares rank equally in all respects with our existing ordinary shares including voting rights and will be entitled to all rights and dividends and other 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 us in the future, our shareholders shall, in proportion to the amount paid-up on the Shares held by them, be entitled to share in the whole of the profits paid out by us as dividends and other distributions and any surplus if our Company is liquidated in accordance with our Constitution.

Each of our shareholders shall be entitled to vote at any of our general meetings in person or by proxy or by other duly authorised representative. Every shareholder present in person or by proxy or other duly authorised representative shall have one vote for each ordinary share held.

4.6 PURPOSES OF OUR IPO

The purposes of our IPO are as follows:

- (i) to enable our Group to raise funds for the purposes specified in Section 4.9 herein;
- (ii) to gain recognition through our listing status to enhance our reputation in the marketing of our products/services and to retain and attract new as well as skilled employees from the black tiger prawn farming and processing industry;
- (iii) to provide an opportunity for the Malaysian Public, including our eligible Directors and employees to participate in our equity; and
- (iv) to enable us to tap into the equity capital market for future fund raising and to provide us the financial flexibility to pursue future growth opportunities as and when they arise.

4. DETAILS OF OUR IPO (Cont'd)

4.7 TOTAL MARKET CAPITALISATION UPON LISTING

Based on our IPO Price and enlarged share capital of 495,000,000 Shares upon Listing, our total market capitalisation will be RM69,300,000.

4.8 DILUTION

Dilution is the amount by which our IPO Price exceeds our pro forma NA per Share immediately after our IPO. The following table illustrates such dilution on a per Share basis:

	RM
IPO Price	0.14
Pro forma NA per Share as at 31 March 2025 after the Acquisitions but before IPO	0.07
Pro forma NA per Share as at 31 March 2025 after the Acquisitions, IPO and utilisation of proceeds	0.08
Increase in pro forma NA per Share attributable to existing shareholders	0.01
Dilution in pro forma NA per Share to our new public investors	0.06
Dilution in pro forma NA per Share as a percentage of our IPO Price	42.86%

Further details of our pro forma NA per Share as at 31 March 2025 are set out in Section 13 of this Prospectus.

The following table shows the average effective cost per Share paid by our existing shareholders for our Shares since our incorporation up to the date of this Prospectus:

Name	No. of Shares held after the Acquisitions	Total consideration RM	Average effective cost per Share RM
Teoh Han Boon	204,898,570	11,474,321	0.0560
Low Saw Cheng	162,175,716	9,081,841	0.0560
Teoh Kheng Huat	28,925,714	1,619,840	0.0560
	396,000,000	22,176,002	

Save as disclosed above and the Pink Form Allocations to our eligible Directors and key senior management, there has been no acquisitions or subscription of any of our Shares by our Directors or key senior management, substantial shareholders or persons connected with them, or any transaction entered into by them which grants them the right to acquire any of our existing Shares, in the past 3 years up to the LPD.

4. DETAILS OF OUR IPO (Cont'd)**4.9 UTILISATION OF PROCEEDS****4.9.1 Public Issue**

The estimated gross proceeds from our Public Issue of RM13.86 million will accrue entirely to us and are planned to be utilised in the following manner:

Description of utilisation	Notes	RM'000	%	Estimated timeframe for utilisation from the Listing date
Capacity expansion:				
- Construction of New Bukit Raja Processing Facility	(i)(a)	6,890	49.71	Within 48 months
- Purchase of machinery and equipment	(i)(b)	725	5.23	Within 48 months
- Installation of solar panels	(i)(c)	385	2.78	Within 48 months
Establishment of a biotechnology department	(ii)	1,000	7.21	Within 12 months
General working capital	(iii)	960	6.93	Within 12 months
Estimated listing expenses	(iv)	3,900	28.14	Within 1 month
Total		13,860	100.00	

Notes:**(i) Capacity expansion**

We intend to allocate RM8.00 million or 57.72% from our IPO proceeds for the expansion of our operational capacity, for the following capital expenditures:

(a) Construction of New Bukit Raja Processing Facility

We intend to utilise RM6.89 million or 49.71% of our IPO proceeds to finance the construction of our New Bukit Raja Processing Facility.

As part of our Group's business expansion plan, we plan to relocate our prawns processing operations which is currently located at the Kapar Processing Facility to our New Bukit Raja Processing Facility by the first quarter of 2029 to meet the increasing demands of our business operations. Our Kapar Processing Facility is located at 3 adjacent properties, namely, No. 28, No. 30 and No. 32, with a land area of approximately 27,000 sq ft. For avoidance of doubt, No. 28 is rented from a third party and No. 30 and No. 32 are owned by our Group.

On 7 February 2024, Camaroe Aquaculture had entered into a sale and purchase agreement dated 7 February 2024 with Sime Darby Property (Bukit Raja) Sdn Bhd for the acquisition of a parcel of freehold land measuring 14,734 square metres, held under Lot i10-08B, HS(D) 168667, PT 86375, Mukim Kapar, Daerah Klang, Negeri Selangor Darul Ehsan with basic infrastructure⁽¹⁾ ("**Bukit Raja Land**") for a purchase consideration of RM14.27 million, to be funded via a combination of internally generated funds and bank borrowings. On 5 July 2024, Camaroe Aquaculture has obtained term loan facilities amounting to RM12.85 million from RHB Bank Berhad for the acquisition of the Bukit Raja Land.

4. DETAILS OF OUR IPO (Cont'd)**Note:**

- (1) As set out in the sale and purchase agreement dated 7 February 2024, the acquisition of the Bukit Raja Land includes the completion of basic infrastructure works serving the Bukit Raja Land such as earthworks, external drains, main incoming water reticulation, main sewerage reticulation, external telecommunication manholes and ducting, main access road as well as electrical supply infrastructure.

The Bukit Raja Land forms part of an industrial development project known as Bandar Bukit Raja 3 Industrial Park. The purchase consideration of the Bukit Raja Land was arrived at on a "willing-buyer willing-seller" basis after taking into consideration the selling price of the said industrial development project undertaken by Sime Darby Property (Bukit Raja) Sdn Bhd ("**Developer**").

As at the LPD, the sale and purchase agreement is pending completion and is expected to be completed in the first quarter of 2028, upon completion of infrastructure works at the Bukit Raja Land by the Developer, which is expected to take place within 48 months from the date of the sale and purchase agreement on 7 February 2024. The New Bukit Raja Processing Facility will be constructed by the Group on the Bukit Raja Land.

The following table shows the size and production capacity of our Kapar Processing Facility and New Bukit Raja Processing Facility:

Usage	Kapar Processing Facility	New Bukit Raja Processing Facility
	Built-up area (sq ft)	
• Cold room	5,004	42,000
• Prawns processing area	6,103	25,248
• Loading bay and circulation	3,043	5,414
• Office	5,498	10,497
• Electrical sub-station	-	1,701
• Workers quarters	-	7,778
• Others ⁽¹⁾	6,447	7,362
Total built-up area (sq ft)	26,095	⁽²⁾ 100,000
Total production capacity (MT)	684	⁽³⁾ 1,539

Notes:

- (1) Other usages include common area, storage, utility room, staircase, guardhouse, toilet, pantry and corridor.
- (2) The total built-up area for the New Bukit Raja Processing Facility is estimated based on preliminary design and planning of the New Bukit Raja Processing Facility, issued by the appointed architect.
- (3) Our total production capacity is calculated based on the capacity of our chest freezers and our total operating days. The increase in our total production capacity at the New Bukit Raja Processing Facility is due to the purchase of 5 units of new chest freezers for the New Bukit Raja Processing Facility as set out in Section 4.9.1(i)(b) below.

4. DETAILS OF OUR IPO (Cont'd)

Our New Bukit Raja Processing Facility will have a total built-up area of 100,000 sq ft as compared to the Kapar Processing Facility which has a total built-up area of 26,095 sq ft. This will allow us to expand the capacity of our cold room and maintain higher inventory levels to meet increasing orders from our customers. Additionally, we plan to expand our prawns processing area to streamline workflows and allocate additional space for the new chest freezers (as detailed in Section 4.9(i)(b) below), along with other additional machinery and equipment needed for our prawn processing operations as demand grows. Our New Bukit Raja Processing Facility will also include expanded office areas (which will include our biotechnology department's laboratory, as detailed in Section 4.9(ii) below) and a workers' quarters to support future workforce expansion.

The Group expects to commence the construction of the New Bukit Raja Processing Facility on the Bukit Raja Land in the third quarter of 2026. The tentative timeline for the construction of our New Bukit Raja Processing Facility is as below:

Timeframe	Details
Q1 2026	• Application for development order, building plan approval and other approvals to be submitted
Q3 2026	• Development order, building plan approval and other approvals to be obtained • Mobilisation and commencement of construction works
Q1 2028	• Completion of construction works by our Group • Completion of infrastructure works by Developer • Purchase of technology, systems and equipment • Application for certificate of completion to be submitted
Q4 2028	• Certification of completion to be obtained
Q1 2029	• Installation of technology, systems and equipment • Relocation of prawn processing operations from Kapar Processing Facility • Commencement of operations at the New Bukit Raja Facility

4. DETAILS OF OUR IPO (Cont'd)

The estimated costs of construction of the New Bukit Raja Processing Facility (based on quotations obtained from suppliers) are set out below:

	Funding		
	Estimated cost	IPO Proceeds	Bank borrowings / Internally generated funds
			RM'000
	RM'000	RM'000	RM'000
New Bukit Raja Processing Facility			
Piling works	650	-	650
Construction of factory building ⁽¹⁾	19,595	6,890	12,705
Infrastructure and landscape works	845	-	845
Mechanical and electrical works	325	-	325
Firefighting works	585	-	585
Total	22,000	6,890	15,110

Note:

- (1) The breakdown of the estimated cost for construction of factory building (based on quotations obtained from suppliers) is as follows:

	Estimated costs	Funding
		IPO Proceeds
	RM'000	RM'000
Flooring works	1,365	-
Construction and interior works	2,015	-
Building fixtures	390	-
Cold storage systems	8,113	5,000
Inventory management system	7,712	1,890
Total	19,595	6,890

Other than flooring works, construction and interior works as well as building fixtures, we intend to install cold storage systems within the cold room, prawn processing areas and loading bay in our New Bukit Raja Processing Facility. The cold storage systems will include unit coolers, condensing units, insulated panels, insulated slab and concrete floorings as well as airtight doors to maintain a consistent temperature ranging from -25°C to 15°C within the cold room, prawn processing areas and loading bay, which will better preserve the quality and shelf life of our processed prawns.

In addition, we intend to install a four-way shuttle system at our cold room in the New Bukit Raja Processing Facility through the integration of a warehouse control system, material control system and warehouse management system. This will enhance our inventory management through automated storage and retrieval of our inventories, real time inventory tracking and improve accuracy in monitoring inventory levels.

4. DETAILS OF OUR IPO (*Cont'd*)

We have adequate resources to operate at our New Bukit Raja Processing Facility, as the construction of the New Bukit Raja Processing Facility will be partially funded by our IPO Proceeds, with the remaining costs to be funded via bank borrowings and/or our internally generated funds. Additionally, we plan to utilise our IPO Proceeds to purchase new machinery and equipment for our New Bukit Raja Processing Facility as set out in Section 4.9.1(i)(b) below. Should the need arises, we will leverage on our internally generated funds to acquire additional machinery and equipment to support higher production levels. We will also hire additional employees as required to support the operations at our New Bukit Raja Processing Facility through continuous assessment of our operational requirements.

We expect to incur additional costs to relocate to our New Bukit Raja Processing Facility, which will be funded via our internally generated funds. However, the exact cost cannot be determined at this stage as it will depend on the specific funding requirements at the time of relocation.

The following approvals and/or licences will be required for our operations at the New Bukit Raja Processing Facility:

- (i) certificate of completion and compliance for the New Bukit Raja Processing Facility;
- (ii) business licence for our prawn processing operations at the New Bukit Raja Processing Facility; and
- (iii) certificate for accommodation for the workers' quarters at the New Bukit Raja Processing Facility.

For avoidance of doubt, the types of technology, machinery and equipment involved in the setting up of our New Bukit Raja Processing Facility is not subject to any requirements by regulatory authorities. However, we will closely monitor and comply with any approval or licensing requirements should we decide to purchase new machinery or equipment in the future.

Upon relocation of our prawn processing operations to the New Bukit Raja Processing Facility, we intend to dispose the premise bearing the postal address of No. 30 and No. 32 and will not renew the tenancy of the premise bearing the postal address of No. 28. The disposal of No. 30 and No. 32 and non-renewal of the tenancy of No. 28 is not expected to have any adverse financial impact to our Group.

(b) Purchase of machinery and equipment

We intend to allocate RM0.73 million or 5.23% of our IPO Proceeds for the purchase of 5 units of new chest freezers, at RM145,000 per unit (based on respective vendor's quotations). The chest freezers will be used for freezing our black tiger prawns at a low temperature in order to maintain the freshness of our black tiger prawns.

As at the LPD, we have 4 chest freezers at our Kapar Processing Facility for our prawn processing operations. The new chest freezers are intended to be used at our New Bukit Raja Processing Facility. The existing chest freezers at our Kapar Processing Facility will also be relocated to the New Bukit Raja Processing Facility upon the completion of construction of the New Bukit Raja Processing Facility. With this, we expect the annual production capacity of our prawn processing operations to increase from 684 MT to 1,539 MT.

4. DETAILS OF OUR IPO (*Cont'd*)

In addition to chest freezers, we also require other machinery and equipment for our prawn processing operations such as automatic strapping machine, automatic washing and sizing machine, holding tanks, metal detection machine, and table top conveyor wrapping machine ("**Other M&E**"). The existing Other M&E will also be relocated from our Kapar Processing Facility to the New Bukit Raja Processing Facility. Save for the chest freezers, we do not intend to purchase additional Other M&E as the existing Other M&E are sufficient to cater for the increased production capacity upon relocation to the New Bukit Raja Processing Facility.

(c) Installation of solar panels

We intend to allocate RM0.39 million or 2.78% of our IPO Proceeds to install rooftop solar panels at our New Bukit Raja Processing Facility, based on quotations obtained from suppliers. The rooftop solar panel installation will cover a portion of the roof surface area of our New Bukit Raja Processing Facility, which is estimated to be approximately 3,500 sq ft.

The rooftop solar panel system will reduce our energy costs by generating clean, renewable energy on-site, which will lower our operational expenses and improve our profit margins in the long run. Furthermore, the use of solar energy will reduce our reliance on non-renewable energy sources, decreasing our carbon footprint. The rooftop solar panel system will result in an expected total cost savings of RM0.04 million per annum, based on 81,161 kilowatt hour of electricity generated per annum at electricity tariff of RM0.544 per kilowatt hour. However, the actual cost saving may vary depending on, amongst others, weather conditions, changes in electricity tariffs and actual electricity consumption.

We expect to install the rooftop solar panels at our New Bukit Raja Processing Facility by the first quarter of 2029, upon completion of construction of our New Bukit Raja Processing Facility and approval obtained from the Sustainable Energy Development Authority (SEDA), which is expected to be obtained by the second quarter of 2028.

Please refer to Section 6.7 of this Prospectus for further details on our Group's business strategies.

(ii) Establishment of a biotechnology department

We intend to utilise RM1.00 million or 7.21% of our IPO proceeds to establish our in-house biotechnology department and enhancing our prawn farming operations through scientific approaches and solutions. The in-house biotechnology department will focus on laboratory testing and conduct of R&D activities related to the usage of probiotics and supplements for our farmed prawns. We plan to establish the in-house biotechnology department at our Kapar Processing Facility and commence in-house laboratory testing as well as R&D activities by the third quarter of 2025. Subsequently, we plan to relocate our in-house biotechnology department to our New Bukit Raja Processing Facility in the first quarter of 2029, along with the relocation of our prawn processing operations as set out in Section 4.9.1(i)(a) above. We plan to allocate approximately 1,000 sq ft. of the total 10,497 sq ft. designated for office space in our New Bukit Raja Processing Facility to house our biotechnology department's laboratory.

4. DETAILS OF OUR IPO (Cont'd)

Laboratory testing

We intend to set up an in-house biotechnology department at our Kapar Processing Facility to perform laboratory testing on the following:

- (a) laboratory testing on our farmed prawns as an additional quality control procedure, which is currently performed by third party laboratories, to maintain the standards of our products and ensure compliance with regulatory requirements. The laboratory tests that are intended to be performed by our in-house biotechnology department will include detection of or testing for WSSV, taura syndrome virus, yellow head virus and other related viruses; and
- (b) laboratory testing on the post larvae that we purchased from our suppliers as an additional quality control measure to ensure our post larvae are healthy via assessments such as morphological assessment, health and disease screening, and stress resistance test. This will enable optimal growth and productivity in our prawn farming operations.

For avoidance of doubt, the costs to be incurred for the conduct of laboratory testing in our in-house biotechnology department (such as laboratory consumables and repair and maintenance of laboratory equipment) will be funded via our internally generated funds.

R&D activities

We intend to set up an in-house biotechnology department to conduct R&D activities which aim to develop proprietary probiotic formulations and/or nutritional supplements which are expected to enhance the health and growth of our farmed prawns. The proprietary probiotic formulations and nutritional supplements is expected to result in better yield and quality of our prawns based on the following expected benefits:

- (a) improved gut health of our prawns, leading to better digestion and nutrient absorption. This improves the feed conversion rates of our prawns, allowing higher production of our prawns with the same amount of feed, resulting in increased yield and efficiency of our prawn farms;
- (b) strengthened immune system of our prawns and thereby reducing the susceptibility of our prawns to diseases. Healthier prawns will result in higher survival rate, more stable production and consistent high quality yield;
- (c) enhanced water quality, which results in lesser waste substances that reduce the growth rate of our prawns. Further, healthier water conditions encourage faster growth and reduce disease risks, improving both the yield and overall quality of our farmed prawns; and
- (d) providing nutritional supplements that are tailored to meet the specific dietary needs of our prawns that are sometimes lacking in regular prawn feeds, which will enable our prawns to achieve optimal growth in a shorter period of time, as well as improving the size, weight, texture and colouration of our farmed prawns.

4. DETAILS OF OUR IPO (Cont'd)

In addition, we intend to set up the in-house biotechnology department to conduct R&D activities on the following key biotechnological solutions:

- (a) Photosynthetic Bacteria (PSB), which helps improve water quality and reduce harmful bacteria in aquaculture environments;
- (b) Effective Microorganisms (EM), which enhances the gut health of animals and subsequently improves survival rates and feed efficiency in farming; and
- (c) Growth Promote Substances (GPS), which enhances the growth and health of our farmed prawns by improving their food absorption and strengthening their immune systems.

For avoidance of doubt, the costs to be incurred for the conduct of R&D activities in our in-house biotechnology department will be funded via our internally generated funds.

The tentative timeline of our R&D activities are as follows:

Timeline	Event
Q3 2025	• Purchase of equipment and consumables • Set up of laboratory at our Kapar Processing Facility • Employ a research scientist and laboratory technicians • Conduct detailed review of prawn health data and development of research plan • Commence laboratory testing on probiotics and supplements • Analysis of the effects on prawn health, growth, and water quality
Q3 2026	• Conduct field trials and refine the formulations based on practical conditions at our prawn farms • Monitor prawn performance including yield and health outcomes and further refine the formulations based on trial results
Q4 2026	• Finalise formulations and optimise production processes for scalability • Identify a contract manufacturer for the manufacture of the probiotics and supplements based on our formulations⁽¹⁾ • Official use of probiotics and supplements across all our prawn farms based on successful field trials

Note:

- (1) We will engage a contract manufacturer to facilitate the process of obtaining the approvals required from the relevant regulatory bodies for product certification, if required. As at the LPD, we have yet to identify the contract manufacturer for the manufacture of the probiotics and supplements.

4. DETAILS OF OUR IPO (Cont'd)

The proceeds allocated for the establishment of our biotechnology department are to be utilised as follows:

Description	Estimated expenditure RM'000
Laboratory equipment such as spectrophotometer, fermenter, centrifuge, freezer and stirrer ⁽¹⁾	600
Laboratory consumables such as Sodium Dodecyl Sulphate-Polyacrylamide gel, polymerase chain reaction (PCR) test kit and analyser ⁽²⁾	50
General equipment such as incubator, microscope, rack, lighting and tank ⁽²⁾	110
Expansion of workforce ⁽³⁾	240
Total	1,000

Notes:

- (1) Based on quotations obtained from suppliers.
- (2) Estimated based on historical and prevailing market price data available.
- (3) Upon establishment of our biotechnology department, we intend to employ a research scientist and 2 laboratory technicians to conduct lab testing and R&D activities. We have allocated RM0.24 million of our IPO proceeds for their salaries over 12 months.

The research scientist will be paid a salary of RM0.12 million, based on the estimated monthly salary of RM10,000 over a 12-months period. While, the laboratory technicians will be paid a salary of RM0.06 million each, based on estimated monthly salary of RM5,000 for each laboratory technician over a 12-months period.

As at the LPD, we have not entered into any contracts or agreements with any parties for conducting the R&D activities. We do not plan to identify external research partners as we intend to fully conduct the R&D activities in-house at our biotechnology department. We intend to purchase the relevant equipment required with our IPO Proceeds as well as to employ a research scientist and laboratory technicians to conduct the R&D activities, as set out above. This will also allow us to maintain full control over the R&D process.

For avoidance of doubt, in the event the costs to be incurred for the establishment of our biotechnology department exceeds the IPO proceeds allocated, the additional costs will be funded via our internally generated funds.

Please refer to Section 6.7 of this Prospectus for further details on our Group's business strategies.

4. DETAILS OF OUR IPO (Cont'd)**(iii) General working capital**

Our Group has allocated RM0.96 million, representing 6.93% of the proceeds from the Public Issue to supplement the working capital requirements (including staff salaries as well as overhead and utility expenses such as electricity, upkeep and maintenance costs) of our Group.

(iv) Estimated listing expenses

An amount of RM3.90 million or 28.14% of the total proceeds from our Public Issue is allocated to meet the estimated cost of our Listing. The following summarises the estimated expenses incidental to our Listing to be borne by us:

Estimated listing expenses	RM'000
Professional fees ⁽¹⁾	2,950
Underwriting, placement and brokerage fees	500
Fees to authorities	87
Printing, advertising fees and contingencies ⁽²⁾	363
Total	3,900

Notes:

- (1) Includes advisory fees for, amongst others, our Principal Adviser, solicitors, reporting accountants, IMR and Issuing House.
- (2) Other incidental or related expenses in connection with our IPO.

Any variations from the amounts budgeted for Section 4.9.1 (i), (ii) and (iv) above, shall be adjusted towards or against, as the case may be, the proceeds allocated for general working capital requirements. Pending the receipt of proceeds from our Public Issue, we may proceed with our plans as set out in Section 4.9.1 (i), (ii), (iii) and (iv) above by utilising our internally generated funds. Therefore, when the proceeds from our Public Issue are received, we will use the proceeds allocated to replenish our internally generated funds.

Pending the deployment of the proceeds raised from the Public Issue, the funds (including accrued interest, if any) or the balance thereof will be placed in interest-bearing deposit accounts with licensed financial institutions or in short-term money market instruments. The interest derived from the deposits with financial institutions or any gains arising from the short-term money market instruments will be used as the Group's additional funding for the general working capital requirements as set out in Section 4.9.1 (iii) above.

Where applicable and required under Rule 8.24 of the Listing Requirements, our Group will seek the shareholders' approval for any material variation to the utilisation of proceeds raised from our Listing.

The pro forma financial impact of the utilisation of proceeds from the Public Issue on our financial position is set out in Section 13 of this Prospectus.

4. DETAILS OF OUR IPO (*Cont'd*)

4.9.2 Offer for Sale

The Offer for Sale is expected to raise gross proceeds of approximately RM6.93 million which will accrue entirely to our Selling Shareholders and we will not receive any of the proceeds.

The Selling Shareholders shall bear all of the expenses relating to the Offer Shares, the aggregate of which is estimated to be approximately RM0.21 million.

4.10 UNDERWRITING, PLACEMENT AND BROKERAGE

4.10.1 Underwriting arrangement and commission

Our Underwriter has agreed to underwrite 37,125,000 Issue Shares made available for application by the Malaysian Public and Pink Form Allocations. The balance 61,875,000 Issue Shares reserved for private placement to Bumiputera investors approved by MITI and 49,500,000 Offer Shares reserved for private placement to selected investors shall be placed out by our Placement Agent and will not be underwritten.

We will pay our Underwriter an underwriting commission of 3.00% of our IPO Price multiplied by the number of Shares underwritten.

4.10.2 Placement arrangement and fees

Our Placement Agent will place out a total of 61,875,000 Issue Shares to identified Bumiputera investors approved by MITI and 49,500,000 Offer Shares to selected investors.

We will pay our Placement Agent a placement fee of 3.00% of our IPO Price multiplied by the number of Issue Shares placed out to identified Bumiputera investors approved by MITI by our Placement Agent.

The Selling Shareholders will pay the placement fee of 3.00% of the value of those Offer Shares placed out to the selected investors by our Placement Agent.

4.10.3 Brokerage fees

Brokerage is payable in respect of the Issue Shares at the rate of 1.00% of our IPO Price in respect of successful applicants which bear the stamp of member companies of Bursa Securities, member of the Association of Banks in Malaysia, members of the Malaysia Investment Banking Association in Malaysia or Issuing House.

4. DETAILS OF OUR IPO (*Cont'd*)

4.11 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

We have entered into the Underwriting Agreement with M&A Securities, to underwrite 37,125,000 Issue Shares ("**Underwritten Shares**") as set out in Section 4.10.1 above.

The following are the salient terms contained in the Underwriting Agreement. The capitalised terms used in this section shall have the respective meanings as ascribed thereto in the Underwriting Agreement:

4.11.1 Obligations of our Underwriter

The obligations of our Underwriter to underwrite the Underwritten Shares⁽¹⁾ under the Underwriting Agreement is conditional on the performance by our Company of our obligations under the Underwriting Agreement as at the date of the Underwriting Agreement, Issue Date⁽²⁾ and Closing Date⁽³⁾, as the case may be and conditional on the following:

Notes:

- (1) *37,125,000 IPO Shares made available for application by the Malaysian Public and the Eligible Persons to be underwritten by our Underwriter in the manner and upon the terms and conditions as set out in the Underwriting Agreement.*
- (2) *The date of issue of the Prospectus being a date not later than 1 month after the date of the Underwriting Agreement or such later date as our Company and our Underwriter may mutually agree in writing.*
- (3) *The last date for acceptance, application for and payment of the subscription moneys in respect of the application for the IPO Shares in accordance with the Prospectus, White Application Form and Pink Application Form (collectively, "**Issue Documents**"), which shall not be more than 1 month from the date of the Underwriting Agreement and subject to extension as provided under the Underwriting Agreement.*
- (a) our Underwriter receiving certificate in the form or substantially in the form contained in the Underwriting Agreement, one dated the date of registration of the Prospectus and the other dated the Closing Date, both of which are to be signed by a Director (on behalf of the Board) stating that, to the best of his knowledge and belief, having made all reasonable enquiries, there has been no such change, development or occurrence as set out in the Underwriting Agreement and being provided with the reports or confirmation and being satisfied at the date of registration of the Prospectus and the Closing Date respectively that, among others:
 - (i) there is no occurrence of any material change or any development likely to result in a prospective material adverse effect and/or change, whether individually or in the aggregate, and whether or not arising in the ordinary course of business, on any of the following ("**Material Adverse Effect**");
 - (a) the condition (financial, operational or otherwise), contractual commitments, general affairs, Board, key senior management, business, assets, liquidity, liabilities, prospects, earnings, shareholders' equity, business undertakings, properties or results of operations of our Company and/or our Group;
 - (b) the ability of our Company to perform in any respect its obligations under or with respect to, or to consummate the transactions contemplated by the Prospectus or the Underwriting Agreement;

4. DETAILS OF OUR IPO (*Cont'd*)

- (c) the ability of our Company and/or our Group to conduct its businesses and to own or lease its assets and properties as described in the Prospectus; or
 - (d) our IPO including but not limited to the success of our IPO or the distribution or the sale of the IPO Shares pursuant to our IPO,

on our Group taken as a whole from that subsequent to the date of the Underwriting Agreement up to the Issue Date and the date of Listing ("**Trading Date**") (as the case may be);
- (b) the Underwriting Agreement being signed by the relevant authorised signatories of our Company to the Underwriting Agreement and stamped within the statutory time frame;
- (c) the registration of the Prospectus and such other documents as may be required in accordance with the CMSA and Act in relation to our IPO with Bursa Securities and its lodgement with the ROC by the Issue Date;
- (d) all the approvals referred to in the Underwriting Agreement remain in full force and effect and that all conditions to the approvals (except for any which can only be complied with after the Closing Date and/or Trading Date has been completed) have been complied with;
- (e) the approvals of Bursa Securities for the admission of our Company to the Official List and our Listing on terms acceptable to our Underwriter and the approvals of Bursa Securities remaining in full force and effect and that all conditions (except for any which can only be complied with after the Closing Date and/or Trading Date has been completed) have been complied with;
- (f) our Underwriter being satisfied that our Company will, following completion of the Closing Date be admitted to the Official List and its entire enlarged issued share capital listed and quoted on the ACE Market no later than 4 months from the Underwriting Agreement unless mutually agreed to in writing by the parties;
- (g) the Underwriting Agreement having become unconditional in all respects (save for any condition requiring the Underwriting Agreement to be unconditional) and not having been terminated or rescinded pursuant to the provisions thereof and upon our Underwriter's (in this regard, in its capacity as the Placement Agent for the Private Placement⁽¹⁾) receipt of the full subscription monies for the Private Placement from the selected investors and selected Bumiputra investors approved by MITI on or before the last date for payment of the IPO Shares made available for subscription under the Private Placement, being 3 Market Days before the Closing Date;

Note:

(1) *The Private Placement means, collectively:*

- (i) *61,875,000 Issue Shares pursuant to the Public Issue to be allocated for subscription by way of private placement to the selected Bumiputera investors approved by MITI; and*
- (ii) *49,500,000 existing Shares pursuant to the Offer for Sale to be allocated for subscription by way of private placement to selected investors.*

4. DETAILS OF OUR IPO (*Cont'd*)

- (h) our Underwriter receiving a copy duly certified by a Director or secretary of our Company to be a true and accurate copy and in full force and effect, of a resolution of the Directors:
 - (i) approving the Issue Documents including the Prospectus, the Underwriting Agreement and the transactions contemplated by it;
 - (ii) authorising the registration of the Prospectus with Bursa Securities and lodgement with the ROC and subsequently, the issuance of the Prospectus; and
 - (iii) authorising one or more Director(s) to sign and deliver the Underwriting Agreement on behalf of our Company;
- (i) our Underwriter receiving a copy duly certified by a Director or company secretary of our Company to be a true and accurate copy and in full force and effect, of the resolution of our Company's shareholders approving the Selling Shareholder to sell the Offer Shares pursuant to our IPO;
- (j) our IPO and Listing not being prohibited or impeded by any statute, order, rule, directive, guidelines (whether or not having a force of law) or regulation promulgated by any legislative, executive or regulatory body or authority of Malaysia or any condition imposed by the relevant authorities in approving the issuance/offer of the IPO Shares, Prospectus and all consents, approvals, authorisations or other orders required by our Company under such laws for or in connection with our IPO and Listing have been obtained and are in force up to the Trading Date;
- (k) our Underwriter being satisfied that our Company has complied with and that the Prospectus, our IPO and our Listing is in compliance with the policies, guidelines and requirements of SC, Bursa Securities, MITI and ROC and all revisions, amendments and/or supplements to it;
- (l) all necessary consents, waivers, approvals, authorisations or other orders of all relevant authorities, required for or in connection with the execution of the Underwriting Agreement, the issue of the Prospectus, issue of the Issue Shares and the offer of the Offer Shares under our IPO and any other matters contemplated hereby;
 - (i) have been or will be unconditionally obtained by its due date; or
 - (ii) if granted subject to conditions, such conditions will be fulfilled to the reasonable satisfaction of our Underwriter by its due date; and
 - (iii) are or will remain in full force and effect;
- (m) the FTSE Bursa Malaysia KLCI of Bursa Securities ("**Index**") being not lower than 90% of the level of the Index as at the last close of normal trading on Bursa Securities on the Market Day immediately prior to the date of the Underwriting Agreement and for at least 3 consecutive Market Days between the date of the Underwriting Agreement and the Trading Date, both dates inclusive;
- (n) there being no occurrence of any Specified Event⁽¹⁾ up to and including the Trading Date;

4. DETAILS OF OUR IPO (*Cont'd*)

Note:

- (1) *An event which occurs after the date of the Underwriting Agreement, Issue Date, Closing Date and on or prior to the Trading Date which if it had occurred before the date of the Underwriting Agreement would have rendered any of the representations, warranties and undertakings as set out in the Underwriting Agreement untrue or inaccurate.*
- (o) there not having occurred on or prior to the Trading Date any breach of and/or failure to perform any of the undertakings, representations, warranties and covenants by our Company contained in the Underwriting Agreement;
 - (p) there not being any investigation, directions or actions or orders by any creditors, customers, judicial, governmental or relevant authorities in relation to our Listing or in connection with our Group or Directors or the Selling Shareholder which is still subsisting or unresolved to the satisfaction of our Underwriter;
 - (q) the launching of Prospectus taking place within 3 months from the date of the Underwriting Agreement or such other later date as our Underwriter and our Company may mutually agree in writing;
 - (r) the Closing Date taking place within 1 month from the Issue Date or such other later date as our Underwriter and our Company may mutually agree in writing;
 - (s) there having been, as at the Closing Date, no registration or lodgment of any amendment, supplement, or replacement to the Prospectus with Bursa Securities or the ROC without the prior written approval of our Underwriter; and
 - (t) the obligations of our Underwriter to subscribe for and/or procure subscriptions for the Underwritten Shares not being prohibited by any statute, order, external rule, directive or regulation amended, supplemented or introduced after the date of the Underwriting Agreement by any legislative, executive or regulatory body or authority in Malaysia at any time on or before the Trading Date.

4.11.2 Termination of the Underwriting Agreement

Notwithstanding anything contained in the Underwriting Agreement, our Underwriter may after consultation with our Company in such manner as our Underwriter shall reasonably determine by notice in writing to our Company given at any time before our Underwriter is discharged or required to carry out its obligation as set out in the Underwriting Agreement, terminate and withdraw its underwriting commitment upon the occurrence of any of the following:

- (a) there is any material breach by our Company of any of the representations, warranties or undertakings as set out in the Underwriting Agreement or which is contained in any certificate, statement or notice under or in connection with the Underwriting Agreement, which is not capable of remedy or, if capable of remedy, is not remedied within such number of days determined by our Underwriter at its absolute discretion from the date our Company is notified by our Underwriter of such breach. For the avoidance of doubt, any material breach herein shall be remedied by our Company by the Closing Date; or
- (b) there is failure on the part of our Company to perform any of its obligations contained in the Underwriting Agreement by the Closing Date; or

4. DETAILS OF OUR IPO (*Cont'd*)

- (c) there is withholding of material information by our Company which in the reasonable opinion of our Underwriter, would have or can reasonably be expected to have, a material adverse effect on the financial condition, business or operations of our Group, the success of our IPO or Listing, or the distribution or sale of the IPO Shares issued or offered under our IPO or our Underwriter to enter into the Underwriting Agreement; or
- (d) the approval of Bursa Securities in respect of the admission of our Company to the Official List and our Listing is suspended, withdrawn or ceases to have any effect whatsoever or is varied or supplemented upon terms that would have or is reasonably likely to have a Material Adverse Effect; or
- (e) there shall have occurred, or happened any material and adverse change in the business or financial condition or operations of our Company or Group from that set out in the Prospectus which is material in the context of the offering of the IPO Shares and/or our Listing or any occurrence of any event rendering untrue or incorrect or misleading or not complied with to an extent which is material as aforesaid, any of the representations, warranties and undertakings as set out in the Underwriting Agreement as though given or made on such date up to and including the Closing Date; or
- (f) the Issue Date does not occur within 1 month from the date of the Underwriting Agreement, subject to the extension of the Issue Date with the prior approval by our Underwriter; or
- (g) the closing date of the application of the IPO Shares does not occur within 1 month from the Issue Date, subject to the extension of the closing date with the prior approval by our Underwriter; or
- (h) the Closing Date is not the day and time adopted in the Prospectus or such other extended Closing Date as may be agreed in writing by our Underwriter (subject to prior consultation and/or agreement with Bursa Securities and/or SC); or
- (i) any commencement of legal proceedings or action against our Company or any member of our Group or any of Directors or major shareholders or the Selling Shareholder which in the opinion of our Underwriter, would have or is reasonably likely to have a Material Adverse Effect or make it impracticable to market the IPO Shares or to enforce contracts to allot and/or transfer the IPO Shares; or
- (j) any material statements contained in the Prospectus has become or been discovered to be untrue, inaccurate or misleading in any respect; or
- (k) our Company or any of our subsidiaries and/or any of its major shareholders becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as they fall due or enters into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors; or
- (l) if Bursa Securities, SC, Bursa Depository or any other relevant authorities issues an order pursuant to any laws, regulations and directives such as to make it impracticable to market our IPO or distribution of the IPO Shares or to allot and/or transfer the IPO Shares or the trading of the Shares in the secondary market after the Trading Date; or
- (m) our IPO is stopped or delayed by our Company for any reason whatsoever (unless such delay has been approved by our Underwriter); or

4. DETAILS OF OUR IPO (*Cont'd*)

- (n) if the obligations of our Underwriter to subscribe for and/or procure subscriptions for the Underwritten Shares is or becomes prohibited by any statute, order, rule, directive or regulation amended, supplemented or introduced after the date of the Underwriting Agreement by any legislative, executive or regulatory body or authority of any jurisdiction; or
- (o) the occurrence of any *force majeure* event including, but not limited to the following:
 - (i) any material adverse change, or any development involving a prospective change, in national or international monetary, financial, economic or political or social conditions or exchange control or currency exchange rate (including but not limited to conditions on the stock market, in Malaysia or overseas, foreign exchange market or money market or with regards to inter-bank offer or interest rates both in Malaysia and overseas) or the occurrence of any combination of any of the foregoing; or
 - (ii) any new law or any change in the existing laws, regulations, directive, policy or ruling in any jurisdiction or any change in the interpretation or application thereof by any court or other competent authority; or
 - (iii) any event or series of events beyond the reasonable control of our Underwriter including (without limitation) acts of government, acts of God (including, without limitation, the occurrence of a tsunami and/or earthquakes), pandemic, epidemic, acts of terrorism, strikes, national disorder, declaration of a state of emergency, lockouts, fire, explosion, flooding, landslide, civil commotion, sabotage, acts of war, diseases or accidents; or
 - (iv) any imposition of moratorium, suspension or material restriction on trading of securities on ACE Market due to exceptional financial circumstances or otherwise;
 - (v) any material adverse change in financial conditions as stated in the clause above to include stock market conditions and interest rates. For this purpose, a material adverse change in the stock market condition shall mean the Index is, at the close of normal trading on Bursa Securities, on any Market Day on or after the date of the Underwriting Agreement and prior to the allotment of the Issue Shares and transfer of the Offer Shares, 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 for at least 3 consecutive Market Days or any other adverse change in the market conditions which our Underwriter deems to be sufficiently material and adverse to render it to be a terminating event; or
 - (vi) any government requisition or occurrence of any other nature which materially and adversely affect or will materially or adversely affect the business and/or financial position of our Group; or
 - (vii) any new accounting standards and interpretations issued by MFRS;

which would have or can reasonably be expected to have, in the reasonable opinion of our Underwriter, a Material Adverse Effect on, and/or materially prejudice the financial condition, business or the operations of our Company or Group, the success of our IPO, or the distribution or sale of the IPO Shares or our Listing or which has or is reasonably likely to have the effect of making any material part of the Underwriting Agreement incapable of performance in accordance with its terms.

4. DETAILS OF OUR IPO (*Cont'd*)

4.12 TRADING AND SETTLEMENT IN SECONDARY MARKET

Our Shares will be admitted to the Official List of the ACE Market and an official quotation will commence after, among others, the receipt of confirmation from Bursa Depository that all of our IPO Shares have been duly credited into the respective CDS Accounts of the successful applicants and the notices of allotment have been issued and despatched to all the successful applicants.

Pursuant to Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as securities to be deposited into the CDS. Following this, we will deposit our Shares directly with Bursa Depository and any dealings in our Shares will be carried out in accordance with the SICDA and Depository Rules. We will not issue any share certificates to successful applicants.

Upon our Listing, transactions in our Shares under the book-entry settlement system will be reflected by the seller's CDS Account being debited with the number of Shares sold and the buyer's CDS Account being credited with the number of Shares acquired.

Trading of shares of companies listed on Bursa Securities is normally done in "board lots" of 100 shares. Investors who desire to trade less than 100 shares will trade under the odd lot board. Settlement of trades done on a "ready" basis on Bursa Securities generally takes place on the second Market Day following the transaction date, and payment for the securities is generally settled on the second Market Day following the transaction date.

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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 shareholders' shareholdings

The shareholdings of our Promoters and substantial shareholders in our Company before and after our IPO are set out below:

Name	Nationality	⁽¹⁾ After Acquisitions but before our IPO				⁽²⁾ After our IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Promoters and substantial shareholders									
Teoh Han Boon	Malaysian	204,898,570	51.74	⁽³⁾ 162,175,716	40.95	175,198,570	35.39	⁽³⁾⁽⁴⁾ 143,092,616	28.91
Low Saw Cheng	Malaysian	162,175,716	40.95	⁽³⁾ 204,898,570	51.74	142,375,716	28.76	⁽³⁾⁽⁴⁾ 175,915,470	35.54
Substantial shareholder									
Teoh Kheng Huat	Malaysian	28,925,714	7.31	-	-	⁽⁴⁾ 30,089,914	6.08	-	-

Notes:

- (1) Based on the share capital of 396,000,000 Shares after the Acquisitions but before our IPO.
- (2) Based on the enlarged share capital of 495,000,000 Shares after our IPO.
- (3) Deemed interested by virtue of his/her spouse's and son's interest pursuant to Section 8 and Section 59(11)(c) of the Act, respectively.
- (4) Assuming Teoh Kheng Huat and Teoh Sheng Jian will fully subscribe their respective Pink Form Allocations.

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

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

5.1.2 Profiles of Promoters and/or substantial shareholders

The profile of Teoh Han Boon and Low Saw Cheng who are our Promoters, substantial shareholders and Directors are set out in Section 5.2 of this Prospectus. The profile of Teoh Kheng Huat is as follows:

(i) Teoh Kheng Huat

Teoh Kheng Huat, a Malaysian male, aged 50, is our Farm Manager and one of the founders of Camaroe Aquaculture, along with Teoh Han Boon and Low Saw Cheng. He manages the daily operations of our farms, ensuring optimal prawn health and growth by monitoring water quality, feed management, and disease prevention. He oversees farm equipment maintenance, coordinates supply procurement, and leads a team of farm workers.

In 1995, he graduated with a Diploma in Civil Engineering from the Federal Institute of Technology. Upon graduation, he began his career at L&M Geotechnic Sdn Bhd as a site supervisor, where he was mainly tasked to oversee and monitor daily operations and construction of several projects. In 1999, he left L&M Geotechnic Sdn Bhd and joined Natural Adept Sdn Bhd as a technician, where he was mainly tasked to repair, install and service different systems and equipment of the prawn farming operations such as aeration systems, feeding machines, wave makers and paddle wheels. Subsequently, he was promoted to Farm Supervisor in 2002, Assistant Farm Manager in 2008 and Farm Manager in 2013. His responsibilities mainly included managing the daily operations of prawn farms of the company.

In 2022, he left Natural Adept Sdn Bhd (but remained as a shareholder) and joined Camaroe Aquaculture as a shareholder and was appointed as our Farm Manager, in which he holds this position until present day.

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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

5.1.3 Changes in Promoters' and substantial shareholders' shareholdings

The changes in our Promoters and substantial shareholders' respective shareholdings in our Company since our incorporation and up to completion of the IPO are as follows:

Name	As at incorporation				⁽¹⁾ After the Acquisitions				⁽²⁾ After our IPO			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Promoters and substantial shareholders												
Teoh Han Boon	1	50.00	1	50.00	204,898,570	51.74	⁽³⁾ 162,175,716	40.95	175,198,570	35.39	⁽³⁾⁽⁴⁾ 143,092,616	28.91
Low Saw Cheng	1	50.00	1	50.00	162,175,716	40.95	⁽³⁾ 204,898,570	51.74	142,375,716	28.76	⁽³⁾⁽⁴⁾ 175,915,470	35.54
Substantial shareholder												
Teoh Kheng Huat	-	-	-	-	28,925,714	7.31	-	-	⁽⁴⁾ 30,089,914	6.08	-	-

Notes:

- (1) Based on our issued share capital of 396,000,000 Shares after completion of the Acquisitions, but before our IPO.
- (2) Based on our enlarged share capital of 495,000,000 Shares after our IPO.
- (3) Deemed interested by virtue of his/her spouse's and son's interest pursuant to Section 8 and Section 59(11)(c) of the Act, respectively.
- (4) Assuming Teoh Kheng Huat and Teoh Sheng Jian will fully subscribe to their Pink Form Allocations. For avoidance of doubt, Teoh Sheng Jian is the son of Teoh Han Boon and Low Saw Cheng as well as an employee of our Group.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

5.1.4 Persons exercising control over the corporation

Save for our Promoters as set out in Section 5.1.1 of this Prospectus, there is no other person who is able to, directly or indirectly, jointly or severally, exercise control over our Company. There is no arrangement of which may, at a subsequent date, result in a change in control of our Company.

5.1.5 Benefits paid or intended to be paid

Save for the remuneration and benefits as disclosed below for Teoh Kheng Huat and Section 5.5.1 below as well as dividends as disclosed in Section 11.7 of this Prospectus, there is no amount and benefit that has been or is intended to be paid or given to our Promoters and/or substantial shareholders within the 2 years preceding the date of this Prospectus.

	<u>Salaries</u>	<u>Bonuses</u>	<u>Other</u>	<u>Benefits-</u>	<u>Dividend</u>	<u>Total</u>
	<u>RM'000</u>	<u>RM'000</u>	<u>emolument</u>	<u>in-kind</u>	<u>RM'000</u>	<u>RM'000</u>
			<u>RM'000</u>	<u>RM'000</u>		
FYE 2022 (Paid)						
Teoh Kheng Huat	56	-	8	-	300	364
FYE 2023 (Paid)						
Teoh Kheng Huat	97	7	14	-	300	418
FYE 2024 (Paid)						
Teoh Kheng Huat	97	7	14	-	600	719
FYE 2025 (Proposed)						
Teoh Kheng Huat	97	8	14	-	-	119

5.2 DIRECTORS

5.2.1 Profiles of Directors

The profiles of our other Directors are as follows:

(i) Dato' Zainal Azman Bin Abu Seman
Independent Non-Executive Chairman

Dato' Zainal Azman Bin Abu Seman, a Malaysian male, aged 62, is our Independent Non-Executive Chairman. He was appointed to our Board on 16 August 2024.

In 1984, he graduated from Universiti Teknologi MARA with a Diploma in Plantation Industry and Management. Subsequently, in 1988, he graduated with a Bachelor of Science (Agribusiness) from Universiti Pertanian Malaysia (now known as Universiti Putra Malaysia). He later completed a Postgraduate Diploma in Strategic and Security Studies from the Universiti Kebangsaan Malaysia and a Diploma in Public Administration from the Institut Tadbiran Awam Negara ("**INTAN**") in 1989 and 1992, respectively. He has also attended the Coastal Zone Management Course from the Indian Institute of Technology (India) in 1993, Maritime Enforce in Exclusive Economics Zones ("**EEZ**") from the University of Wollongong (Australia) in 1996 and digital marketing from the National University of Singapore Business School (Singapore) in 2022.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

In 1992, he began his career serving in the public sector as the Assistant Director (Maritime Division) at the National Security Council of the Prime Minister's Department, where he was responsible to formulate and implement maritime policies in Malaysia. In 1996, he left the National Security Council of the Prime Minister's Department and joined the Ministry of Transport as the Assistant Secretary (Maritime Division), where he was responsible to formulate policies and assist the coordination of maritime economic development, such as port and shipping, in Malaysia. He left the Ministry of Transport in 2001 and joined the Ministry of Agriculture as its Assistant Secretary (International Division) in March 2001, where he was mainly responsible in enhancing agriculture cooperation among the ASEAN and international regions. He left the Ministry of Agriculture in August 2001 and joined MITI as the Principal Assistant Secretary (Industrial Policy Division) in October 2001. In January 2005, he was posted as the Director of MITI Johor regional office, where he was mainly responsible to assist the development of industrial developments in Johor, Melaka and Negeri Sembilan. In February 2007, he was appointed as the Senior Private Secretary to the Minister of Natural Resources and Environment, where he was acting as the Chief of Staff for the administration and coordination of the Minister's office. In April 2008, he was posted as the Director of the Policy and Strategy division at MITI. His responsibilities mainly included monitoring and reporting the impact of the sub-prime crisis in 2008. In 2009, he was appointed as the Director of Business Development division at MITI. As the Director of Business Development division of MITI, he was mainly tasked to enhance the participation of Bumiputera businesses in the Malaysian economy.

In 2012, he left MITI and was appointed as the Deputy Director of Science, Technology and Industry section and was subsequently promoted as the Deputy Director of Distribution section in the Economic Planning Unit of the Prime Minister's Department in the same year. As the Deputy Director of Science, Technology and Industry section, he was primarily involved the evaluation and allocation of budget relating to industrial programmes under the Tenth Malaysia Plan. As the Deputy Director of Distribution section, he was primarily involved in planning, executing and monitoring Bumiputera economic programmes under several ministries, such as the Ministry of Entrepreneur Development, Ministry of Agriculture and Ministry of Rural and Regional Development. In January 2015, he left his previous positions and joined the Ministry of Domestic Trade and Consumer Affairs as its Director of Franchise Division, where he was responsible to promote the franchise industry in Malaysia. In July 2015, he was promoted to become the Deputy Secretary General (Strategic Planning and Management) at the Ministry of Plantation Industries and Commodities, where he was responsible for the strategic planning for the commodity industry and the administration of the ministry. In 2016, he was appointed as the Deputy Director General (Operations Coordination) at the National Disaster Management Agency, where he was responsible for coordinating operations during calamities, such as natural disasters, at both national and international levels. In 2018, he was appointed as the State Secretary of the Perak State Government, where he was responsible in leading the development and management of the state of Perak. In 2019, he was appointed as the Secretary General of the Ministry of Agriculture and Food Industry, where he was responsible in leading the development of the agriculture sector in Malaysia. In 2022, he was appointed as the Deputy Director General of Public Service (Operations) of the Public Service Department of Malaysia, the position of which he holds until his retirement in July 2022, where he was mainly tasked to promote digitalisation of the public sector and stream the management of public servants.

The details of his directorships and shareholdings outside our Group as at the LPD are disclosed in Section 5.2.2 of this Prospectus.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

(ii) Teoh Han Boon*Promoter, substantial shareholder and Managing Director*

Teoh Han Boon, a Malaysian male, aged 53, is our Promoter, substantial shareholder and Managing Director. He was appointed to the Board on 2 January 2024. He is responsible for developing our Group's overall business strategies and direction, which include managing and overseeing a group of farm managers and ensuring the operational efficiency of our farming and processing operations as well as driving business growth and market expansion while ensuring effective risk management. He has more than 28 years of working experience in the aquaculture industry.

In 1996, he graduated with a Bachelor of Science with First Class Honours in Marine Science from Universiti Kebangsaan Malaysia.

Upon graduation, he began his career as a Technical Executive in Penshrimp Sdn Bhd where he was involved in the prawn farming operations which included prawn feeding, water quality management, monitoring of the health and growth of prawn stocks and harvesting. In addition, he is also responsible for managing and maintaining the aquaculture systems (i.e. the ponds) as well as the equipment. He left Penshrimp Sdn Bhd in December 1996.

In October 1996, he was appointed as a Director and became a shareholder of Natural Adept Sdn Bhd. However, he was not involved in the day-to-day operations of Natural Adept Sdn Bhd until January 1997, where he was acting as a Farm Manager who is responsible for overseeing day-to-day prawn farming activities. In addition, he was involved in the development of the prawn farm as well as designing the ponds. He was also tasked to manage resources such as feed, equipment and labour to optimise productivity.

In 1999, he relinquished his executive role and remained as a shareholder in Natural Adept Sdn Bhd and joined Cargill Feed Sdn Bhd as a Field Manager. His responsibilities mainly included sales and marketing for freshwater fish feeds as well as developing sales strategies and managing customer relationships. In 2008, he was promoted to the position of Business Development Manager, where he led the business development team to develop and expand the shrimp feed market in Malaysia. He left Cargill Feed Sdn Bhd in 2013.

While he was working as the Business Development Manager in Cargill Feed Sdn Bhd, he co-founded Camaroe Aquaculture in 2009 and assumed the role of Managing Director of Camaroe Aquaculture, where his responsibilities mainly include overseeing the company's prawn farming operations as well as providing strategic guidance and direction to ensure efficient and sustainable aquaculture practices. In 2013, he left Cargill Feed Sdn Bhd to focus on his role as Managing Director of Camaroe Aquaculture. In October 2016, he co-founded WTU Aqua and was appointed as the Managing Director of WTU Aqua. In December 2016, he became a shareholder in Wynntech Star and Director of the company, where he was advising the company in relation to the aquaculture industry but was not involved in the day-to-day operations of the company. In 2017, he was appointed as the Managing Director and became an indirect shareholder of Farmerex, via Camaroe Aquaculture's direct shareholding in Farmerex. His responsibilities in both WTU Aqua and Farmerex mainly include overseeing the companies' prawn farming operations and providing strategic guidance and direction to ensure efficient and sustainable aquaculture practices. In 2021, he assumed the role of Managing Director of Wynntech Star, where he led the prawn processing operations and spearheaded the business expansion into international markets. His role also involved providing strategic guidance and direction for the company's growth initiatives.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

He also holds directorship and/or shareholdings in several private limited companies. The details of his directorships and shareholdings outside our Group as at the LPD are disclosed in Section 5.2.2 of this Prospectus.

(iii) **Low Saw Cheng**

Executive Director

Low Saw Cheng, a Malaysian female, aged 53, is our Executive Director. She was appointed to the Board on 2 January 2024. She is responsible for the strategic planning and management of human resources, administration and corporate finance related matters of our Group. She has more than 20 years of working experience in finance, human resources and administration.

In 1992, she graduated with a Diploma in Computer Science from INTEC Education College.

Upon graduation, she began her career in MBf Finance Berhad as a General Clerk, where she was responsible for accounting tasks such as bookkeeping, managing accounts payables and accounts receivables as well as payroll processing. In addition, she was tasked with loan financing tasks, such as leasing, housing and share margin processing. In 1997, she left MBf Finance Berhad and joined Khind Industries Sdn Bhd as a Clerk, where she was responsible for payroll processing and human resources responsibilities, such as recruitment, performance management and other administrative works. She left Khind Industries Sdn Bhd in 2002 and became a housewife to focus on her family matters.

In 2009, she rejoined the workforce and co-founded Camaroe Aquaculture and assumed the role of Finance Director. In 2017, she was appointed as the Finance Director of Farmerex. Subsequently, in 2022, she was appointed as the Finance Director of both Wynntech Star and WTU Aqua. Her responsibilities as Finance Director in all the aforementioned companies include managing the day-to-day financial operations of the companies to ensure financial stability as well as compliance with relevant regulatory requirements. She assumed her present role as our Executive Director on 2 January 2024.

She also holds directorship and/or shareholdings in several private limited companies. The details of her directorships and shareholdings outside our Group as at the LPD are disclosed in Section 5.2.2 of this Prospectus.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

(iv) **Tan Yiing Fung**

Independent Non-Executive Director

Tan Yiing Fung, a Malaysian female aged 37, is our Independent Non-Executive Director. She was appointed to our Board on 17 April 2025.

She graduated with Bachelor of Laws (Honours) from the University of Leeds in 2010. She was called to the Malaysian Bar and admitted as an Advocate and Solicitor of the High Court of Malaya in 2012.

In September 2012, she began her career at Messrs. Teh & Lee as an Associate. During her tenure at Messrs. Teh & Lee, her main areas of practice consisted of corporate and commercial laws where she was engaged in equity and debt transactions such as mergers and acquisitions, joint ventures, corporate restructuring, takeovers as well as private debt securities, corporate loans and private fund transactions. She left Messrs. Teh & Lee in March 2021 and joined Messrs. CY Poon & CM Lim as a Partner in April 2021. In her present capacity, she oversees the operations of the firm's branch office in Kuala Lumpur and her main areas of practice consists of corporate, conveyancing and banking specialising in equity and debt capital market and advising on setting up of venture capital funds.

Currently, she sits on the board of West River Berhad, as its Independent Non-Executive Director since April 2024, Aldrich Resources Berhad, a company listed on the ACE Market of Bursa Securities, as its Independent Non-Executive Director since August 2024, Malaysian Genomics Resource Centre Berhad, a company listed on the ACE Market of Bursa Securities, as its Independent Non-Executive Director since February 2025, and Manforce Group Berhad, a company listed on the LEAP Market of Bursa Securities, as its Independent Non-Executive Director since March 2025.

She also holds directorship and/or shareholdings in several private limited companies. The details of her directorships and shareholdings outside our Group as at the LPD are disclosed in Section 5.2.2 of this Prospectus.

(v) **Seah Cheong Wei**

Independent Non-Executive Director

Seah Cheong Wei, a Malaysian male aged 52, is our Independent Non-Executive Director. He was appointed to our Board on 16 August 2024.

In 1995, he graduated with a Bachelor of Commerce in Accounting from the University of Otago, New Zealand. In 2004, he completed his Master of Business Administration (MBA) from Heriot-Watt University, United Kingdom. He has been a Member of the Malaysian Institute of Accountants (MIA) (since 1999), a Member of the Chartered Accountants Australia and New Zealand (since 2014) and a Member of the Institute of Singapore Chartered Accountants (ISCA) (since 2015).

Upon graduation, he joined Deloitte Kassim Chan in 1996 as an Audit Assistant, where he was involved in various audit assignments involving clients in several different industries, before leaving as Audit senior in July 1999. Subsequent to this, he joined A. Razak & Co as an Assistant Audit Manager, where his responsibilities included reviewing, planning and overseeing audit assignments for small limited companies.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

In 2000, he left A. Razak & Co and joined AB Management Sdn Bhd as a Company Secretary, where he was responsible for the preparation and lodgement of statutory filings. In 2001, he left AB Management Sdn Bhd and joined LKW & Co. as a Manager, where his responsibilities included reviewing, planning and overseeing audit assignments for public listed companies and multinational corporations.

In 2002, he left LKW & Co. and set up his own accounting and co-secretarial firm, SCW & Co., where he mainly provides public practice services in accounting, company secretarial services and consultancy works. In 2007, he founded his own audit firm named SCW, where he assumed his present role as Audit Partner, and provides public practice services in auditing services as well as due diligence audit for merger and acquisition exercises. In 2011, he also set up a non-audit firm, SL Tax Services, where he assumed his current role as Tax Partner. In 2014, SCW & Co. was struck off.

In 2010, he was appointed as the Independent Non-Executive Director of RGT Berhad, a company listed on the Main Market of Bursa Securities, before retiring from his tenure in 2019. Currently, he sits on the board of Metro Healthcare Berhad, a company listed on the ACE Market of Bursa Securities. He also holds directorship and/or shareholdings in several private limited companies. The details of his directorships and shareholdings outside our Group as at the LPD are disclosed in Section 5.2.2 of this Prospectus.

(vi) **Kho Zhen Qi**

Independent Non-Executive Director

Kho Zhen Qi, a Malaysian female, aged 37, is our Independent Non-Executive Director. She was appointed to our Board on 17 April 2025.

She graduated with Bachelor of Laws (Honours) from the University of Malaya in 2012. She then obtained her Master of Business Administration (with Distinction) from the University of Malaya in 2024. She was admitted as an advocate and solicitor of the High Court of Malaya in September 2013 and has been a registered member of the Malaysian Bar since December 2013.

In December 2013, she began her career at Justin Voon Chooi & Wing as a Legal Assistant, where she was tasked to assist in dispute resolution and general litigation matters. During her tenure with the firm, she had undertaken various dispute resolution cases, among others, including estate administration and management disputes, acting for foreign clients in relation to recovery of ownership and building construction contract disputes in both arbitration and litigation.

In April 2016, she left Justin Voon Chooi & Wing and joined Ng, Gan & Partners (previously known as Li Kian & Co) as a Partner. In her present capacity, she oversees the operations of the firm and handles various disputes resolution matters including civil and commercial litigation, corporate and banking litigation, industrial relations and construction, as well as land-related litigations.

Currently, she sits on the board of MN Holdings Berhad, a company listed on the ACE Market, as its Independent Non-Executive Director since 2021 and West River Berhad, as its Independent Non-Executive Director since November 2023.

She does not hold any directorship or shareholding in other private limited companies. The details of her directorships and shareholdings outside our Group as at the LPD are disclosed in Section 5.2.2 of this Prospectus.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

5.2.2 Principal business performed outside our Group

Save as disclosed below, none of our Directors has any other principal directorship and/or principal business activities performed outside our Group in the past 5 years up to LPD:

(i) Dato' Zainal Azman Bin Abu Seman

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Past involvement</u>						
Institut Darul Ridzuan Bhd	Economic and social activities, economic studies and research	Director	1 April 2019	25 January 2021	-	-

(ii) Teoh Han Boon

Company	Principal activities	Position held	Date of appointment	Date of resignation / cessation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
Terra Venture Development Sdn Bhd	Management consultancy activities, real estate activities with own or leased property	Director	2 September 2024	-	50.00	-
Natural Adept Sdn Bhd	Investment holding in properties, trading of farm equipment, management consultancy and oil palm plantation	Director	1 October 1996	-	36.00	⁽¹⁾ 54.00

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Company	Principal activities	Position held	Date of appointment	Date of resignation / cessation	% of shareholdings held	
					Direct	Indirect
Peak Plantation Sdn Bhd	Carrying out part of the forestry and forest plantation operation on a fee or contract basis for forestry service activities as well as other retail sale in non-specialised stores	Alternate Director	19 November 2020	-	-	⁽²⁾ 60.00
Triple Success Land Sdn Bhd	Cultivation of durian, dragon fruits, plantation operations and investment activities in properties	Director	28 October 2020	-	10.00	-
QQ Seafood Sdn Bhd	Investment holding in properties, trading of farm equipment and management consultancy	Director	1 November 2006	-	50.00	⁽¹⁾ 50.00
QQ Aqua Synergy Sdn Bhd	Ceased operations since November 2022. Previously involved in breeding of fishes, prawn, aquatic hatchery and marine products ⁽⁵⁾	-	-	-	~	-
Oceanworld Sdn Bhd	Investment holdings in properties	-	-	-	20.00	-
Greenpower City Sdn Bhd	Property investment, general trading	-	-	-	3.00	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Company	Principal activities	Position held	Date of appointment	Date of resignation / cessation	% of shareholdings held	
					Direct	Indirect
<u>Past involvement</u>						
Akuakultur Usahasama BT Sdn Bhd	Prawn farming	Director	9 November 2000	5 July 2024	-	-
WKT Marine Sdn Bhd	Trading of live, chilled and frozen seafood, property investment, trading of aquaculture farming equipment and feed and seafood transportation/ logistics services	Director	29 July 2016	25 June 2024	-	-
Natural Marine Sdn Bhd	Dissolved on 23 September 2024. Previously involved in trading of seafood and marine products	Director	29 July 2015	23 September 2024	50.00	-
Ruitech Aqua Sdn Bhd	Marine aquaculture, agricultural activities for animal production on a fee or contract basis	Director	24 April 2020	2 June 2023	-	-
ZD Refrigerating Machinery Sdn Bhd and	Dissolved on 13 April 2023. Previously involved in the manufacture of refrigerating or freezing industrial equipment, wholesale of industrial machinery, equipment and suppliers, export and import of refrigerating or freezing industrial equipment	Director	9 July 2020	13 April 2023	75.00	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Company	Principal activities	Position held	Date of appointment	Date of resignation / cessation	% of shareholdings held	
					Direct	Indirect
WW Products Sdn Bhd	Trading of live, chilled, frozen seafood and related products	Director	7 December 2015	27 November 2020	-	-
GB Aqua Sdn Bhd	Farming of freshwater aquatic creatures	Director	28 April 2017	17 August 2022	-	-
QQ Management Holdings Sdn Bhd ⁽³⁾	Trading and manufacturing of fishes, prawn, aquatic hatchery marine products and investment holding	-	-	-	3.02	-
QQ Marine Sdn Bhd	Dissolved on 3 March 2022. Previously involved in dealings in prawns and marine products	-	-	3 March 2022	25.00	-
QQ Premium Sdn Bhd	Dissolved on 24 January 2022. Previously involved in trading of prawns and fish	-	-	24 January 2022	22.50	-
QQ Products Sdn Bhd ⁽⁴⁾	Dealings in fishes, prawns and marine products	Director	22 April 2015	11 November 2024	25.00	-
QQ Webs Sdn Bhd	Dissolved on 23 February 2022. Previously involved in dealing in fish, prawn and marine products and general trading	-	-	23 February 2022	22.50	-

Notes:

~ Less than 0.01%.

(1) Deemed interested by virtue of his spouse's interest pursuant to Section 8 of the Act.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

- (2) Deemed interested by virtue of his interest in Triple Success Land Sdn Bhd pursuant to Section 8 of the Act.
- (3) On 20 January 2025, Teoh Han Boon has disposed his entire equity interests in QQ Management Holdings Sdn Bhd.
- (4) On 6 November 2024, Teoh Han Boon has disposed his entire equity interest in QQ Products Sdn Bhd.
- (5) Since the cessation of operations of QQ Aqua Synergy Sdn Bhd in November 2022, Teoh Han Boon has no involvement in QQ Aqua Synergy Sdn Bhd other than as a minority shareholder.

(iii) Low Saw Cheng

Company	Principal activities	Position held	Date of appointment	Date of resignation / cessation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
QQ Seafood Sdn Bhd	Investment holdings in properties, trading of farm equipment and management consultancy	Director	15 July 2011	-	50.00	⁽¹⁾ 50.00
Natural Adept Sdn Bhd	Investment holding in properties, trading of farm equipment, management consultancy and oil palm plantation	Director	18 November 2006	-	54.00	⁽¹⁾ 36.00

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Company	Principal activities	Position held	Date of appointment	Date of resignation / cessation	% of shareholdings held	
					Direct	Indirect
<u>Past involvement</u>						
ZD Refrigerating Machinery Sdn Bhd and	Dissolved on 13 April 2023. Previously involved in manufacture of refrigerating or freezing industrial equipment, wholesale of industrial machinery, equipment and suppliers, export and import of refrigerating or freezing industrial equipment	Director	7 September 2020	13 April 2023	-	-
Sawoon Sdn Bhd ⁽²⁾	Investment holdings in properties, general trading and management consultancy	Director	17 April 2023	14 April 2025	-	-

Notes:

- (1) Deemed interested by virtue of her spouse's interest pursuant to Section 8 of the Act.
- (2) On 5 November 2024, Low Saw Cheng has disposed her entire equity interest in Sawoon Sdn Bhd.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)
(iv) Tan Yiing Fung

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
Messrs. CY Poon & CM Lim	Legal firm	Limited Partner	31 March 2021	-	-	-
Manforce Group Berhad	Investment holding, where its subsidiaries are principally involved in the provision of foreign worker management services, manual labour services, hostel management services and other ancillary services	Independent Non-Executive Director	7 March 2025	-	-	-
Aldrich Resources Berhad	Principally engaged in the business of provision of computerised maintenance management systems and other information technology services such as systems integration, support services and training	Independent Non-Executive Director	29 August 2024	-	-	-
Malaysian Genomics Resource Centre Berhad	Principally engaged in the business of enabling personalised and precision medicine through genetics, genomics, immunotherapy and biopharmaceutical services, nurturing investment holding in new ventures	Independent Non-Executive Director	19 February 2025	-	-	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
West River Berhad	Investment holding, where its subsidiaries provide mechanical and engineering service and are principally involved in the provision of electrical engineering and air-conditioning and mechanical ventilation and intelligent building solutions as well as manufacture of electrical panels and distribution boards	Independent Non-Executive Director	26 April 2024	-	-	-
Qun Yin Sdn Bhd	Investment holding in durian cultivation	Director and Shareholder	19 February 2025	-	25.00	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)
(v) Seah Cheong Wei

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
Metro Healthcare Berhad	Investment holding, where its subsidiaries are principally involved in the provision of healthcare services related to fertility as well as obstetrics and gynaecology services	Independent Non-Executive Director	9 November 2017	-	-	-
Liang Visionbiz Sdn Bhd	Business services in accounting, bookkeeping, auditing activities, tax consultancy, management consultancy, secretarial services	-	-	-	50.00	-
SCW	Audit firm	Partner	8 August 2007	-	100.00	-
SL Tax Services	Non-audit firm involved in the provision of tax services	Partner	7 December 2011	-	50.00	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)
(vi) Kho Zhen Qi

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholdings held	
					Direct	Indirect
<u>Present involvement</u>						
West River Berhad	Investment holding, where its subsidiaries provide mechanical and engineering service and are principally involved in the provision of electrical engineering and air-conditioning and mechanical ventilation and intelligent building solutions as well as manufacture of electrical panels and distribution boards	Independent Non-Executive Director	1 November 2023	-	-	-
MN Holdings Berhad	Investment holding company engaged in the provision of infrastructure utilities construction services and solutions	Independent Non-Executive Director and Shareholder	15 June 2021	-	0.13	-
Ng, Gan & Partners	Legal firm	Partner	25 April 2016	-	50.00	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

As at the LPD, the directorships of our Directors in other companies are in compliance with Rule 15.06 of the Listing Requirements.

The involvements of our Directors in those business activities outside our Group do not give rise to any conflict of interest situation with our business activities, after taking into consideration the following factors:

- (a) the involvement of our Independent Non-Executive Directors will not affect their contributions to our Group as they only attend board meetings to provide oversight and check-and-balance to our Group's affairs. Their roles are to ensure that our Group has the proper corporate governance in conducting our business activities from time to time; and
- (b) the involvement of our Executive Directors in those business activities do not require significant amount of time as they are not involved in the day-to-day operations of these companies.

5.2.3 Board practice

(i) Board

Our Board has adopted, amongst others, the following duties and responsibilities for effective discharge of its functions:

- (a) To provide leadership and oversee the overall conduct of the Group's businesses to ensure that the businesses are being properly managed;
- (b) To review and adopt strategic plans for the Group and to ensure that such strategic plans and the risk, performance and sustainability thereon are effectively integrated and appropriately balanced;
- (c) To review and adopt corporate governance best practices in relation to risk management, legal and compliance management and internal control systems to safeguard the Group's reputation, and the employees and assets and to ensure compliance with applicable laws and regulations;
- (d) To ensure that the Company has effective Board committees as required by the applicable laws, regulations, rules, directives and guidelines and as recommended by the Malaysian Code on Corporate Governance 2021;
- (e) To review and approve the annual business plans, financial statements and annual reports;
- (f) To monitor the relationship between the Group and the management, shareholders and stakeholders, and to develop and implement an investor relations programme or shareholders' communications policy for the Group; and
- (g) To appoint the Board committees, to delegate powers to such committees, to review the composition, performance and effectiveness of such committees, and to review the reports prepared by the Board committees and deliberate on the recommendations thereon.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

In accordance with our Constitution, at the first annual general meeting of the Company, all the Directors shall retire from the office and be eligible for re-election and an election of Directors shall take place each year at the annual general meeting of our Company, where one-third of our Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to one-third shall retire from office. This is provided always that all Directors shall retire from office once at least in each 3 years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Save for Teoh Han Boon and Low Saw Cheng who were appointed on 2 January 2024, Dato' Zainal Azman Bin Abu Seman and Seah Cheong Wei were appointed to our Board on 16 August 2024, while Tan Yiing Fung and Kho Zhen Qi were appointed to our Board on 17 April 2025. All of our Directors have served for less than one year on our Board as at LPD. All our Directors have retired and were re-elected at our first annual general meeting on 30 June 2025.

As at the LPD, our Group's practices are in line with the Malaysian Code on Corporate Governance recommendations.

(ii) Audit and Risk Management Committee

The main function of our Audit and Risk Management Committee is to assist our Board in fulfilling its fiduciary responsibilities relating to corporate accounting, financial reporting practices, system of risk management and internal control, the audit process and the process of monitoring compliance with laws and regulations. The Audit and Risk Management Committee's duties and responsibilities as stated in its terms of reference include, amongst others, the following:

- (a) to review the quarterly and annual financial statements of the Group for recommendation to the Board, focusing particularly on:
 - (aa) any significant changes to accounting policies and practices;
 - (bb) significant matters highlighted including financial reporting issues, significant judgments made by management, significant and unusual events or transactions, and how these matters are addressed;
 - (cc) significant adjustments arising from the audit;
 - (dd) compliance with accounting standards and other regulatory or legal requirements; and
 - (ee) going concern assumption;
- (b) to review the external auditors' audit plan, audit report, evaluation of internal controls and co-ordination of the external auditors;
- (c) to review the annual performance assessment, including the suitability and independence of the external auditors and make recommendations to the Board on the appointment or re-appointment of the external auditors;
- (d) to review any matters arising concerning the appointment and re-appointment, audit fee and any questions of resignation or dismissal of the external auditors;

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

- (e) to review the external auditors' findings arising from audits, particularly any comments and responses in audit recommendations as well as the assistance given by the employees of the Group in order to be satisfied that appropriate action is being taken;
- (f) To receive and review on a regular basis the reports, findings and recommendations of the internal audit team and/or outsourced internal auditors and to ensure that appropriate actions have been taken to implement the audit recommendations;
- (g) To request and review any special audit which the Audit and Risk Management Committee deems necessary;
- (h) to consider the effectiveness of the internal control system and risk management framework adopted within the Group and to be satisfied that the methodology employed allows identification, analysis, assessment, monitoring and communication of risks in a regular and timely manner that will allow the Group to mitigate losses and maximise opportunities;
- (i) to recommend to the Board steps to improve the system of internal control derived from the findings of the internal and external auditors and from the consultations of the Audit and Risk Management Committee itself;
- (j) to review any related party transactions and conflict of interest situations that arose, persist or may arise within the Group including any transaction, procedure or course of conduct that raises questions of management integrity and the measures taken to resolve, eliminate or mitigate such conflicts;
- (f) To prepare the annual Audit and Risk Management Committee report to the Board for inclusion in the Annual Report of the Company and to review the Board's statements on compliance with the Malaysian Code of Corporate Governance 2021 for inclusion in the Annual Report of the Company; and
- (g) to carry out any other function that may be mutually agreed upon by the Audit and Risk Management committee and the Board.

The recommendations of our Audit and Risk Management Committee are subject to the approval of our Board.

Our Audit and Risk Management Committee was formed by our Board on 16 August 2024. The members of our Audit and Risk Management Committee as at the LPD are as follows:

Name	Designation	Directorship
Seah Cheong Wei	Chairperson	Independent Non-Executive Director
Tan Yiing Fung	Member	Independent Non-Executive Director
Kho Zhen Qi	Member	Independent Non-Executive Director

Our Nomination Committee will review the composition, performance and effectiveness of our Audit and Risk Management Committee annually.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

(iii) Remuneration Committee

The duties and responsibilities as stated in the terms of reference of our Remuneration Committee include the following:

- (a) to recommend a remuneration framework for the Managing Director, Executive Directors, and key senior management for the Board's approval. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain Directors of caliber, and yet not excessive. The framework should cover all aspects of remuneration including Directors' fees, salaries, allowances, bonuses, options and benefit-in-kind and take into account the complexity of the Company's business and the individual's responsibilities;
- (b) to recommend specific remuneration packages for the Managing Director, Executive Directors and key senior management. The remuneration package should be structured such that it is competitive. Salary scales drawn up should be within the scope of the general business policy and not be dependent on short-term performance to avoid incentives for excessive risk-taking. The remuneration should also be aligned with the business strategy and long-term objectives of the Company; and take into consideration the Company's performance in managing material sustainability risks and opportunities. As for Non-Executive Directors and Independent Directors, the level of remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of the Board;
- (c) to ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of the Managing Director, Executive Directors and key senior management;
- (d) to recommend the engagement of external professional advisors to assist and/or advise the Remuneration Committee and the Board on remuneration matters, where necessary;
- (e) to provide a report summarizing its activities for the year in compliance with the Malaysian Code of Corporate Governance 2021, Listing Requirements and any relevant regulations; and
- (f) to perform any other functions as defined by the Board.

The recommendations of our Remuneration Committee are subject to the approval of our Board.

Our Remuneration Committee was formed by our Board on 16 August 2024. The members of our Remuneration Committee as at LPD are as follows:

Name	Designation	Directorship
Kho Zhen Qi	Chairperson	Independent Non-Executive Director
Seah Cheong Wei	Member	Independent Non-Executive Director
Tan Yiing Fung	Member	Independent Non-Executive Director

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

(iv) Nomination Committee

The duties and responsibilities as stated in the terms of reference of our Nomination Committee include the following:

- (a) to assist the Board in ensuring that the Board is of an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- (b) to ensure appropriate selection criteria and processes and to identify and recommend to the Board, candidates for directorships of the Company and members of the relevant Board committees. In identifying candidates for appointment of directors, the Nomination Committee should not rely solely on the recommendations from the existing directors, management or major shareholder and independent sources are utilised to identify suitably qualified candidates;
- (c) in determining the process for the identification of suitable candidates, the Nomination Committee will ensure that an appropriate review is undertaken to ensure the requirement and qualification of the candidate nominated based on the Company's Directors' Fit and Proper Policy;
- (d) to evaluate the performance and effectiveness of the Board and the relevant Board committees annually;
- (e) to ensure an appropriate framework and succession planning for Board and management succession, including the future Chairman, Managing Director and Executive Directors;
- (f) to undertake an annual review of the training programmes attended by the Directors for each financial year as well as the training programmes required to aid the Directors in the discharge of their duties as Directors and to keep abreast with industry developments and trends; and
- (g) to recommend to the Board concerning the re-election/re-appointment of Director to the Board pursuant to the provisions in the Company's Constitution.

The recommendations of our Nomination Committee are subject to the approval of our Board.

Our Nomination Committee was formed by our Board on 16 August 2024. The members of our Nomination Committee as at LPD are as follows:

Name	Designation	Directorship
Tan Yiing Fung	Chairperson	Independent Non-Executive Director
Seah Cheong Wei	Member	Independent Non-Executive Director
Kho Zhen Qi	Member	Independent Non-Executive Director

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

(v) Sustainability Committee

The duties and responsibilities as stated in the terms of reference of our Sustainability Committee include the following:

- (a) to review, monitor and assess the Group's sustainability related policies, standards and performance in relation to health, environment, social and governance of the Group;
- (b) to oversee processes to ensure compliance with policies and standards relating to the sustainability agenda of the Group;
- (c) to provide insights and input to the management of the Group to ensure that the Group's sustainability strategies, goals and programs are aligned with the global direction and stakeholders' expectations to promote and encourage the Group's commitment towards sustainability;
- (d) to review the Group's sustainability report and any other specific reports (if any) prior to reporting to the Board including:
 - (aa) changes in sustainability policies, standards and procedures, and its implementation.
 - (bb) assessment of material issues to the achievement of sustainability goals by the Group and efforts to address the issues.
- (e) to review issues relating to sustainability arising from independent audits and assurance reports as well as other relevant matters pertaining to the industry;
- (f) to consider and recommend to the Board positioning on relevant emerging sustainability issues and opportunities; and
- (g) to act on any other matters as may be directed by the Board.

The recommendations of our Sustainability Committee are subject to the approval of our Board.

Our Sustainability Committee was formed by our Board on 16 August 2024. The members of our Sustainability Committee as at LPD are as follows:

Name	Designation	Directorship
Seah Cheong Wei	Chairperson	Independent Non-Executive Director
Tan Yiing Fung	Member	Independent Non-Executive Director
Kho Zhen Qi	Member	Independent Non-Executive Director

5.2.4 Existing or proposed service agreements

As at the LPD, there are no existing or proposed service agreements entered into between our Company with our Directors which provides for benefits upon termination of employment. For avoidance of doubt, the employment agreements are not service agreements as the same do not provide for benefits upon termination of employment.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

5.2.5 Directors' shareholdings

The shareholdings of our Directors in our Company before and after the IPO are set out below:

Name	Designation/ Nationality	⁽¹⁾ After Acquisitions but before our IPO				⁽²⁾ After our IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dato' Zainal Azman Bin Abu Seman	Independent Non-Executive Chairman/ Malaysian	-	-	-	-	⁽³⁾ 150,000	0.03	-	-
Teoh Han Boon	Managing Director/ Malaysian	204,898,570	51.74	⁽⁴⁾ 162,175,716	40.95	175,198,570	35.39	⁽⁴⁾⁽⁵⁾ 143,092,616	28.91
Low Saw Cheng	Executive Director/ Malaysian	162,175,716	40.95	⁽⁴⁾ 204,898,570	51.74	142,375,716	28.76	⁽⁴⁾⁽⁵⁾ 175,915,470	35.54
Tan Yiing Fung	Independent Non-Executive Director/ Malaysian	-	-	-	-	⁽³⁾ 150,000	0.03	-	-
Seah Cheong Wei	Independent Non-Executive Director/ Malaysian	-	-	-	-	⁽³⁾ 150,000	0.03	-	-
Kho Zhen Qi	Independent Non-Executive Director/	-	-	-	-	⁽³⁾ 150,000	0.03	-	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

Notes:

- (1) Based on the share capital of 396,000,000 Shares after the Acquisitions but before IPO.
- (2) Based on the enlarged share capital of 495,000,000 Shares after IPO.
- (3) Assuming our Directors will fully subscribe for their respective allocation under the Pink Form Allocations.
- (4) Deemed interested by virtue of his/her spouse's and son's interest pursuant to Section 8 and Section 59(11)(c) of the Act, respectively.
- (5) Assuming Teoh Sheng Jian will fully subscribed his Pink Form Allocations.

5.3 KEY SENIOR MANAGEMENT

5.3.1 Profiles of key senior management

Save for the profile of Teoh Han Boon (our Managing Director) and Low Saw Cheng (our Executive Director), which are set out in Section 5.2.1 (ii) and (iii) of this Prospectus, respectively, the profiles of the other key senior management of our Group are as follows:

(i) Tee Wei Zun *Sales Manager*

Tee Wei Zun, a Malaysian male aged 29, is our Group's Sales Manager. He is responsible for overseeing all aspects of sales and marketing operations of our Group.

He graduated from HELP University, Malaysia with a Bachelor of Business (International Business) (Honours) in 2019.

While studying in HELP University, Malaysia, he co-founded Sky Fun Entertainments in 2017 (an event management company involved in the planning, coordination and execution of events from property launches to corporate gatherings and private celebrations). Throughout the years, he was responsible to derive business growth by fostering client relationships and pursuing business opportunities. Sky Fun Entertainments's business registration has expired on 3 December 2023.

In 2021, he joined Wynntech Star as a Sales Executive, where he was involved in supporting the implementation of sales strategies, conducting market research, preparing sales material and handling customers' queries.

In 2023, he was promoted to his current role of Sales Manager, where he is responsible for developing sales strategies that include digital marketing initiatives, identifying new business opportunities and fostering relationships with existing customers as well as potential customers. In addition, he is tasked to optimise product offerings and determine pricing strategies, while monitoring market trends.

Currently, he does not hold any directorship or shareholding in other private limited companies.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

(ii) **Chua Lee Fei** *Financial Controller*

Chua Lee Fei, a Malaysian female aged 34, is our Group's Financial Controller. She is responsible for our Group's financial reporting and analysis, accounting operations and budget management.

In 2014, she graduated from the University of Greenwich, United Kingdom with a Bachelor of Arts with Honours in Accounting and Finance. She has been a member of the Association of Chartered Certified Accounts (ACCA) and a member of ASEAN Chartered Professional Accountant Coordinating Committee (ACPACC) since 2020 and 2023, respectively. In addition, she has been a member of the Malaysian Institute of Accountants (MIA) since 2022.

Upon completion of her ACCA in 2016, she began her career at William C. H. Tan & Associates as an Audit Associate, where she was involved in audit and reporting accountant tasks. She was promoted to Semi-Senior Advisor in 2019, where she was responsible to lead and supervise the audit team, undertake audit planning, risk assessment, audit reporting as well as client management.

In 2020, she left William C. H. Tan & Associates and joined H&S Accounting Sdn Bhd as an Account Manager, where her responsibilities included oversight of the accounting and tax teams of the company and conduct review on the deliverables to ensure compliance with the relevant standards.

In 2021, she left H&S Accounting Sdn Bhd and joined World Trade Regal Trading Sdn Bhd as an Accountant, where she was responsible for financial reporting and financial management such as financial analysis, budgeting and forecasting, and cash flow management.

In 2024, she left World Trade Regal Trading Sdn Bhd and joined our Group as Financial Controller and assumed her current responsibilities.

Currently, she does not hold any directorship or shareholding in other private limited companies.

(iii) **Kor Sin Loong** *Farm Manager cum Deputy Sales Manager*

Kor Sin Loong, a Malaysian male aged 49, is our Group's Farm Manager cum Deputy Sales Manager. He is responsible for overseeing the daily operations of our Group's prawn farms as well as the sales and marketing operations our Group.

In 1999, he graduated from Linton College with a Diploma in Electronic Engineering.

Upon graduation, he began his career at Tanaka Electronics Singapore Pte Ltd as an Assistant Technician, where he was mainly involved in supporting senior technicians in electronic repairs, maintenance and related tasks. He left Tanaka Electronics Singapore Pte Ltd in 2002 and joined Natural Adept Sdn Bhd as a Farm Operator, where he was involved in assisting the daily operations of the prawn farms of the company.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

In 2013, he left Natural Adept Sdn Bhd and joined QQ Management Holdings Sdn Bhd as a Farm Manager. He left QQ Management Holdings Sdn Bhd and joined QQ Aqua Synergy Sdn Bhd in 2015 as a Farm Manager. His role in both QQ Management Holdings Sdn Bhd and QQ Aqua Synergy Sdn Bhd involve managing the daily operations of the company's prawn farms. He left QQ Aqua Synergy Sdn Bhd in 2017.

In August 2017, he joined our Group as a Farm Manager, where he was involved in the daily operations of the prawn farms of the company and was redesignated as our Farm Manager cum Deputy Sales Manager in 2023, where he supports our Sales Manager in overseeing the daily operations of the sales department and holds the position until the present day.

Currently, he does not hold any directorship and/or shareholding in other private limited companies.

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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

5.3.2 Principal business performed outside our Group

Save as disclosed in Section 5.2.2 of this Prospectus and as disclosed below, none of our key senior management has any other principal directorships and/or principal business activities performed outside our Group in the past 5 years up to the LPD:

(i) Tee Wei Zun

Company		Principal activities	Position held	Date of appointment	Date of cessation	% of shareholdings held	
						Direct	Indirect
<u>Past involvement</u>							
Sky Fun Entertainments ⁽¹⁾		Business registration has expired on 3 December 2023. Previously involved in event management	Partner	-	-	-	-
Xhorizon Marketing ⁽¹⁾		Business registration has expired on 15 November 2022. Previously involved in marketing consultancy services	Partner	-	-	-	-
Lsly Snacks Online ⁽¹⁾		Business registration has expired on 25 May 2021. Previously involved in retail sale of food and snacks over the internet	Partner	-	-	-	-

Note:

(1) Tee Wei Zun no longer holds any roles and responsibilities in these businesses following the expiry of their business registrations.

5.3.3 Existing or proposed service agreements

As at the LPD, there are no existing or proposed service agreements entered into between our Company with our key senior management which provides for benefits upon termination of employment. For avoidance of doubt, the employment agreements are not service agreements as the same do not provide benefits upon termination of employment.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

5.3.4 Key senior management shareholdings

The details of our key senior management and their direct and indirect shareholdings before and after the IPO are set out below:

Name	Designation/ Nationality	⁽¹⁾ After Acquisitions but before our IPO				⁽²⁾ After our IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Teoh Han Boon	Managing Director/ Malaysian	204,898,570	51.74	⁽⁴⁾ 162,175,716	40.95	175,198,570	35.39	⁽⁴⁾⁽⁵⁾ 143,092,616	28.91
Low Saw Cheng	Executive Director/ Malaysian	162,175,716	40.95	⁽⁴⁾ 204,898,570	51.74	142,375,716	28.76	⁽⁴⁾⁽⁵⁾ 175,915,470	35.54
Tee Wei Zun	Sales Manager/ Malaysian	-	-	-	-	⁽³⁾ 500,000	0.10	-	-
Chua Lee Fei	Financial Controller/ Malaysian	-	-	-	-	⁽³⁾ 350,000	0.07	-	-
Kor Sin Loong	Farm Manager cum Deputy Sales Manager/ Malaysian	-	-	-	-	⁽³⁾ 1,001,000	0.20	-	-

Notes:

- (1) Based on the share capital of 396,000,000 Shares after the Acquisitions but before IPO.
- (2) Based on our enlarged share capital of 495,000,000 Shares after our IPO.
- (3) Assuming our key senior management will fully subscribe for their respective allocation under the Pink Form Allocations.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

(4) Deemed interested by virtue of his/her spouse's and son's interest pursuant to Section 8 and Section 59(11)(c) of the Act, respectively.

(5) Assuming Teoh Sheng Jian will fully subscribed his Pink Form Allocations.

5.4 RELATIONSHIPS AND/OR ASSOCIATIONS

Save as disclosed below, there are no family relationships or association between or amongst our Promoters, substantial shareholders, Directors and key senior management as at the LPD:

(a) Teoh Han Boon, our Promoter, substantial shareholder and Managing Director, is the spouse of Low Saw Cheng, our Promoter, substantial shareholder and Executive Director.

5.5 REMUNERATION AND BENEFITS

5.5.1 Directors remuneration and benefits

The remuneration of our Directors including fees, salaries, bonuses, other emoluments and benefits-in-kind, must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board. The Director's fees and any benefits payable to Directors shall be subject to annual approval by our shareholders pursuant to an ordinary resolution passed at a general meeting in accordance with our Constitution. Please refer to Section 15.3 of this Prospectus for further details.

The aggregate remuneration and material benefits-in-kind paid to our Directors for services rendered in all capacities to our Group for FYE 2022 to FYE 2024 and proposed to be paid for FYE 2025 are as follows:

	Directors' fees	Salaries	Bonuses	Other emolument	Benefits-in-kind	Dividends	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
FYE 2022 (Paid)							
Teoh Han Boon	120	277	-	31	-	1,200	1,628
Low Saw Cheng	-	94	-	13	-	1,500	1,607
FYE 2023 (Paid)							
Teoh Han Boon	-	360	25	56	-	1,200	1,641
Low Saw Cheng	-	260	15	37	-	1,500	1,812
FYE 2024 (Paid)							
Dato' Zainal Azman Bin Abu Seman ⁽¹⁾	-	-	-	-	-	-	-
Teoh Han Boon	-	360	30	51	-	3,000	3,441
Low Saw Cheng	-	300	22	43	-	2,400	2,765
Tan Yiing Fung ⁽¹⁾	-	-	-	-	-	-	-
Seah Cheong Wei ⁽¹⁾	-	-	-	-	-	-	-
Kho Zhen Qi ⁽¹⁾	-	-	-	-	-	-	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

	Directors' fees	Salaries	Bonuses	Other emolument	Benefits-in-kind	Dividends	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
FYE 2025 (Proposed)							
Dato' Zainal Azman Bin Abu Seman ⁽¹⁾	15	-	-	-	-	-	15
Teoh Han Boon	-	840	70	115	-	-	1,025
Low Saw Cheng	-	660	55	90	-	-	805
Tan Yiing Fung ⁽¹⁾	9	-	-	-	-	-	9
Seah Cheong Wei ⁽¹⁾	9	-	-	-	-	-	9
Kho Zhen Qi ⁽¹⁾	9	-	-	-	-	-	9

Note:

- (1) Dato' Zainal Azman Bin Abu Seman and Seah Cheong Wei were appointed to our Board on 16 August 2024, while Tan Yiing Fung and Kho Zhen Qi were appointed to our Board on 17 April 2025. These Directors are not entitled to any fees until after our Listing. Their proposed annual fees will be as follows:

Directors	RM'000
Dato' Zainal Azman Bin Abu Seman	60
Tan Yiing Fung	36
Seah Cheong Wei	36
Kho Zhen Qi	36

5.5.2 Key senior management remuneration and benefits

The remuneration of our key senior management including salaries, bonuses, other emoluments and benefits-in-kind, must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board.

The aggregate remuneration and material benefits-in-kind (in bands of RM50,000) paid to our key senior management for services rendered in all capacities to our Group for FYE 2022 to FYE 2024 and proposed to be paid for FYE 2025 are as follows:

	⁽¹⁾ Remuneration band			
	FYE 2022 (Paid)	FYE 2023 (Paid)	FYE 2024 (Paid)	FYE 2025 (Proposed)
	RM'000	RM'000	RM'000	RM'000
Tee Wei Zun	50-100	100-150	50-100	100-150
Chua Lee Fei	⁽²⁾ N/A	⁽²⁾ N/A	⁽³⁾ 150-200	150-200
Kor Sin Loong	50-100	50-100	50-100	50-100

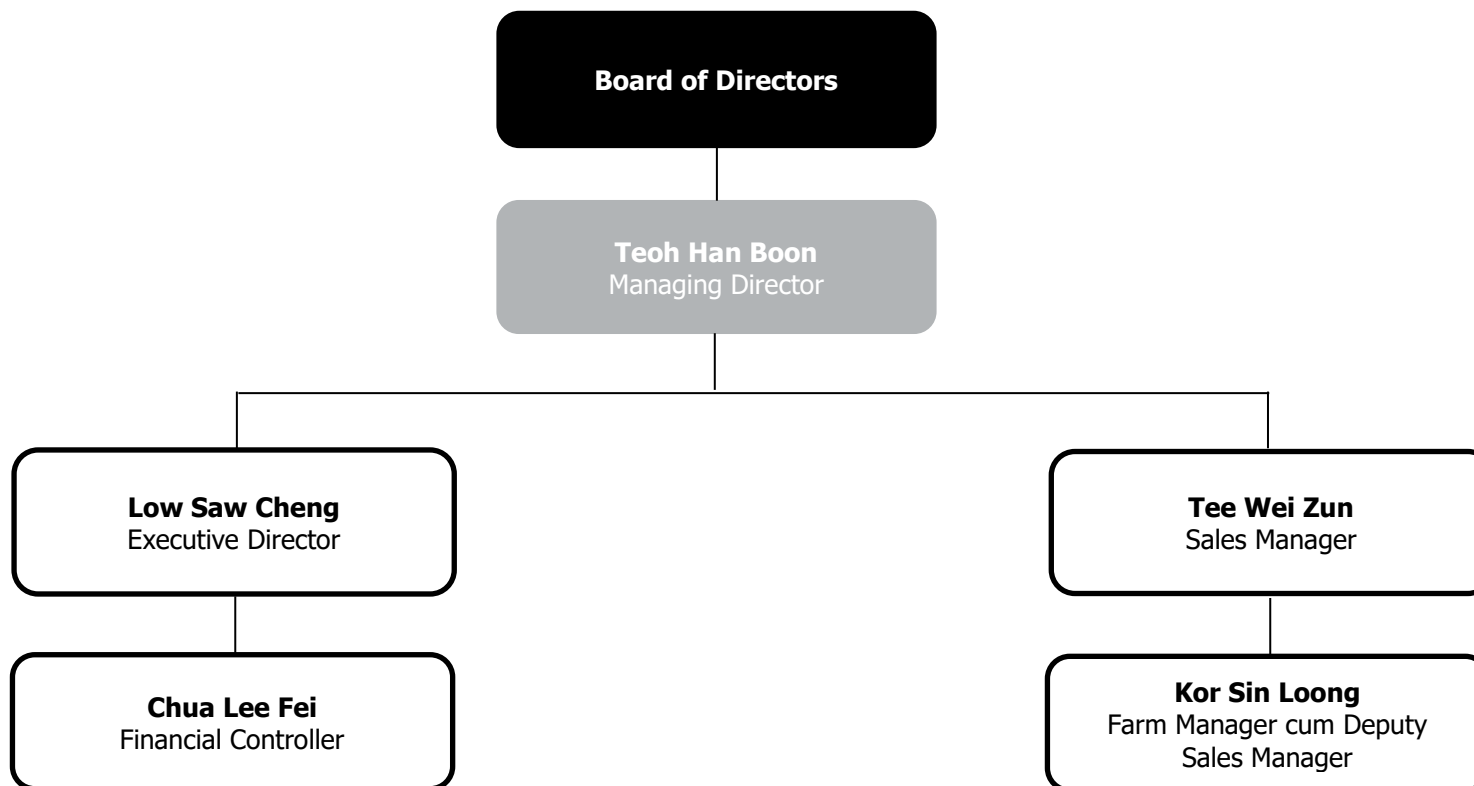
Notes:

- (1) The remuneration for key senior management includes salaries, bonuses, allowances and other emoluments.
- (2) Not applicable as she joined our Group in FYE 2024.
- (3) Pro-rated based on her joined date on 8 January 2024.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

5.6 MANAGEMENT STRUCTURE

The management reporting structure of our Group is as follows:



5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

5.7 DECLARATIONS FROM PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, none of our Promoters, Directors or key senior management is or has been involved in any of the following (whether in or outside Malaysia):

- (i) in the last 10 years, a petition under any bankruptcy or insolvency laws that was filed (and not struck out) against him/her or any partnership in which he/she was a partner or any corporation of which he/she was a director or a 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 judgment that was entered against him/her, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his/her part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (v) in the last 10 years, was the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his/her part that relates to the capital market;
- (vi) being the subject of any order, judgment or ruling of any court, government, or regulatory authority or body temporarily enjoining him/her 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) has any unsatisfied judgment against him/her.

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6. INFORMATION ON OUR GROUP

6.1 BACKGROUND INFORMATION

6.1.1 Incorporation

Our Company was incorporated in Malaysia under the Act as a private limited company on 2 January 2024 under the name of Camaroe Sdn Bhd. On 15 August 2024, we converted into a public limited company and assumed our present name to facilitate our Listing.

We are principally an investment holding company. Through our subsidiaries, we are principally involved in the farming and processing of prawns.

6.1.2 History and development

Year	Key Events
2009	- In April 2009, Camaroe Aquaculture was incorporated by our co-founders Teoh Han Boon (i.e. our current Managing Director), Low Saw Cheng (i.e. our current Executive Director) and Teoh Kheng Huat (i.e. our current Farm Manager for Tanjung Karang Farm 1 and Tanjung Karang Farm 2), to commence business in the aquaculture industry. In May 2009, Camaroe Aquaculture acquired a piece of land in Tanjung Karang, Kuala Selangor (i.e. measuring approximately 1.29 million sq ft, which is equivalent to approximately 30 acres), for the development of our first prawn farm, Tanjung Karang Farm 1. We started with 4 ponds involving in the farming black tiger prawns and vannamei shrimps. Over the next 3 years, we expanded to 16 ponds. Subsequently, in September 2024, we expanded Tanjung Karang Farm 1 to 27 ponds, which remains the total number of ponds at the farm as at LPD. - At this point in time, we sold our prawns to local seafood processing companies to be packed, frozen and exported. We also sold our prawns to local seafood wholesalers.
2016	- In July 2016, Camaroe Aquaculture acquired a factory on a piece of land (i.e. with a land area of approximately 9,000 sq ft) located in Kapar, Klang, Selangor, along with food processing machine and equipment, with the intention to house our headquarters and set up our prawn processing lines. This factory remains the location of our office to-date. - In October 2016, WTU Aqua was co-founded by Teoh Han Boon (i.e. our current Managing Director) and 2 non-related parties, namely Tan Geok Lan (i.e. who exited WTU Aqua to pursue other investment opportunities when she sold her entire equity interest of 15% to her brother, Tan Teck Wee in 2017) and Tay Kok Toong (i.e. who exited WTU Aqua to pursue other investment opportunities when he sold his entire equity interest of 25% to Teoh Han Boon in 2018). At the initial stages of the business, WTU Aqua focused on sourcing and identifying suitable aquaculture land for the expansion of our prawn farming activities. - In December 2016, Teoh Han Boon (i.e. our current Managing Director) became a shareholder with 48% equity interest in Wynntech Star, a company involved in trading of seafood and prawn processing. The remaining 52% equity interest in Wynntech Star was held by 3 non-related parties, namely Tay Kok Toong (who exited Wynntech Star to pursue other investment opportunities when he sold his entire equity interest of 20% to Tan Boon Kheong in 2018), Tan Teck Wee (who exited Wynntech Star to

6. INFORMATION ON OUR GROUP (Cont'd)

Year	Key Events
	pursue other investment opportunities when he sold his entire equity interest of 12% to Low Saw Cheng in 2018) and Tan Boon Kheong (who exited Wynntech Star to undertake other personal pursuits when he sold his entire equity interest of 20% to Low Saw Cheng in 2022). Teoh Han Boon undertook an advisory role at Wynntech Star and was not involved in the day-to-day operations of the company. Prior to December 2016, Wynntech Star had carried out seafood processing at a rented factory located adjacent to the factory which we had acquired in Kapar, Klang, Selangor on 5 July 2016. Subsequent to December 2016, through Wynntech Star, we commenced using the rented factory to house our prawn processing activities, particularly processing of black tiger prawns harvested from Tanjung Karang Farm 1, whereby we clean, sort, freeze and pack black tiger prawns.
2017	- In January 2017, through WTU Aqua, we rented a piece of land from SWL Enterprise (measuring approximately 3.27 million sq ft, which is equivalent to approximately 75 acres) required to be used for marine aquaculture purposes located in Penor, Kuantan, Pahang, for prawn farming, via a tenancy agreement for a period of 3 years with an option to renew the duration of the tenancy. With that, WTU Aqua commenced business operations on 1 January 2017. The Penor Farm had 23 existing ponds, which remains the total number of ponds at the farm as at LPD. In the same month, Teoh Han Boon (our current Managing Director) and Low Saw Cheng (our current Executive Director) acquired 80% equity interest in Farmerex, a shelf company, with the intention to expand our prawn farming activities. The remaining 20% equity interest was held by a non-related party, namely Beh Chin Ban (who exited Farmerex upon retirement when he sold his entire equity interest of 20% to Low Saw Cheng in 2021). - In January 2017, through Farmerex, we rented a piece of land (measuring approximately 2.09 million sq ft, which is equivalent to approximately 48 acres) located in Tanjung Karang, Kuala Selangor from Kwang Koon Aquatic for prawn farming. With that, Farmerex commenced business operations on 12 January 2017. Tanjung Karang Farm 2 had 27 existing ponds, which remains the total number of ponds at the farm as at LPD.
2018	In August 2018, through WTU Aqua, we were appointed by Pristine Agrofood Sdn Bhd, a non-related party, as the operator to develop, manage and operate prawn farming activities on lands located in Tanjung Karang, Kuala Selangor, namely our Tanjung Karang Farm 3, for 3 terms of 3 years per term. Pristine Agrofood Sdn Bhd owns the rights which was acquired from the respective landowners of the lands on Tanjung Karang Farm 3 to develop and use the lands for aquaculture purposes. Tanjung Karang Farm 3 had 32 existing ponds and we subsequently constructed an additional 9 ponds over the next 12 months. As at the LPD, our Tanjung Karang Farm 3 comprises 41 ponds. Please refer to Section 6.5.13(b) of this Prospectus for further details on our arrangement with Pristine Agrofood Sdn Bhd.

6. INFORMATION ON OUR GROUP (Cont'd)

Year	Key Events
2019	In April 2019, we acquired a factory on a piece of land (measuring approximately 9,000 sq ft) located adjacent to the factories which we had acquired and rented in Kapar, Klang, Selangor. With this, we expanded our cold room space for our prawn processing activities and completed the establishment of our prawn processing facility, namely our Kapar Processing Facility.
2021	- In 2021, Teoh Han Boon was appointed as Managing Director of Wynntech Star and we began utilising our Kapar Processing Facility solely for the processing of black tiger prawns, discontinuing the other seafood processing activities at the factory. Further, upon becoming Managing Director, Teoh Han Boon spearheaded the expansion of our sales into international markets. In the same year, we recorded our first export sale when we exported frozen black tiger prawns to our customer in Taiwan. Over the years, we have expanded our export markets to various countries in the Asia-Pacific region. During the Financial Periods Under Review, we exported our products to China, South Korea, Taiwan and Australia. - In December 2021, through WTU Aqua, we entered into an agreement with RISB, to develop, manage and operate prawn farming activities on the lands located in Marang, Terengganu, for 10 years. Marang Farm had 31 existing ponds, which remains the total number of ponds at the farm as at LPD. Please refer to Section 6.5.13(c) of this Prospectus for further details on our agreement with RISB and the Marang Farm.
2022	- In March 2022, Wynntech Star became 100% owned by Teoh Han Boon (our current Managing Director) and Low Saw Cheng (our current Executive Director), in which they owned 68% equity interest and 32% equity interest respectively. - In June 2022, Farmerex became 100% owned by Teoh Han Boon (our current Managing Director), Low Saw Cheng (our current Executive Director), in which they owned 80% equity interest and 20% equity interest respectively.
2023	In June 2023, WTU Aqua became 100% owned by Teoh Han Boon (our current Managing Director) and Low Saw Cheng (our current Executive Director), in which they owned 90% equity interest and 10% equity interest respectively.
2024	In December 2023, we terminated the tenancy agreement for our Penor Farm following mutual agreement with SWL Enterprise to enter into a contract farming arrangement in respect of the farm. Subsequently, in January 2024, we entered into the Contract Farming Agreement with SWL Enterprise, the lessor of Penor Farm, to manage and operate prawn farming activities at the Penor Farm, for a period of 2 years with an option to renew the contract for a further period of 3 years. Please refer to Section 6.5.13(a) of this Prospectus for further details on our agreement with SWL Enterprise and the Penor Farm.

6. INFORMATION ON OUR GROUP (Cont'd)

Year	Key Events
	- In February 2024, we acquired a piece of land (measuring approximately 160,000 sq ft, which is equivalent to approximately 3.6 acres) located in Bandar Bukit Raja 3 Industrial Park in Klang, Selangor, for the construction of our New Bukit Raja Processing Facility. We expect to complete the construction of our New Bukit Raja Processing Facility and relocate our existing prawn processing lines at our Kapar Processing Facility to the New Bukit Raja Processing Facility by the first quarter of 2029. Please refer to Section 6.7(a) of this Prospectus for further details on the construction of our New Bukit Raja Processing Facility. - In April 2024, we obtained a temporary occupation license ("TOL") to use the land for Tanjung Karang Farm 2 for prawn aquaculture farming purposes, from the local land authority.
2025	In March 2025, we obtained a Certificate of Conformity for NSF Antibiotic-Free Product, an internationally recognised certification from NSF Shanghai Co., Ltd for the raising of black tiger prawns at our prawn farms as well as the processing of frozen black tiger prawns at Kapar Processing Facility. With that, we are able to provide our customers with confidence that our black tiger prawns are verified as being produced without exposure to antibiotics by internationally recognised standards.

Please refer to Appendix I of this Prospectus for details of the approvals, major licenses and permits obtained by our Group.

6.1.3 Pre-IPO restructuring

In preparation for our Listing, we have undertaken an internal reorganisation exercise, which involved the following:

(a) Acquisition of Camaroe Aquaculture

On 21 August 2024, our Company had entered into a conditional SSA with Teoh Han Boon, Low Saw Cheng and Teoh Kheng Huat to acquire the entire issued share capital of Camaroe Aquaculture comprising 750,000 ordinary shares in Camaroe Aquaculture for a total purchase consideration of RM16,198,400. The total purchase consideration is to be satisfied via the issuance of 289,257,144 new Shares at an issue price of RM0.0560 per Share as follows:

Shareholders	No. of shares acquired	Shareholdings %	Purchase consideration RM	No. of Shares to be issued
Teoh Han Boon	300,000	40.00	6,479,360	115,702,857
Low Saw Cheng	375,000	50.00	8,099,200	144,628,573
Teoh Kheng Huat	75,000	10.00	1,619,840	28,925,714
Total	750,000	100.00	16,198,400	289,257,144

The total purchase consideration of RM16,198,400 was arrived at on a willing buyer-willing seller basis and after taking into consideration the audited NA of Camaroe Aquaculture as at 31 December 2023 of RM16,230,824.

6. INFORMATION ON OUR GROUP (Cont'd)**(b) Acquisition of Farmerex**

On 21 August 2024, our Company had entered into a conditional SSA with Teoh Han Boon and Low Saw Cheng to acquire the entire issued share capital of Farmerex comprising 200,000 ordinary shares in Farmerex for a total purchase consideration of RM3,664,000. The total purchase consideration is to be satisfied via the issuance of 65,428,571 new Shares at an issue price of RM0.0560 per Share as follows:

Shareholders	No. of shares acquired	Shareholdings %	Purchase consideration RM	No. of Shares to be issued
Teoh Han Boon	160,000	80.00	2,931,200	52,342,857
Low Saw Cheng	40,000	20.00	732,800	13,085,714
Total	200,000	100.00	3,664,000	65,428,571

The total purchase consideration of RM3,664,000 was arrived at on a willing buyer-willing seller basis and after taking into consideration the audited NA of Farmerex as at 31 December 2023 of RM3,697,101.

(c) Acquisition of WTU Aqua

On 21 August 2024, our Company had entered into a conditional SSA with Teoh Han Boon and Low Saw Cheng to acquire the entire issued share capital of WTU Aqua comprising 225,000 ordinary shares in WTU Aqua for a total purchase consideration of RM2,229,600. The total purchase consideration is to be satisfied via the issuance of 39,814,283 new Shares at an issue price of RM0.0560 per Share as follows:

Shareholders	No. of shares acquired	Shareholdings %	Purchase consideration RM	No. of Shares to be issued
Teoh Han Boon	202,500	90.00	2,006,640	35,832,855
Low Saw Cheng	22,500	10.00	222,960	3,981,428
Total	225,000	100.00	2,229,600	39,814,283

The total purchase consideration of RM2,229,600 was arrived at on a willing buyer-willing seller basis and after taking into consideration the audited NA of WTU Aqua as at 31 December 2023 of RM2,253,372.

(d) Acquisition of Wynntech Star

On 21 August 2024, our Company had entered into a conditional SSA with Teoh Han Boon and Low Saw Cheng to acquire the entire issued share capital of Wynntech Star comprising 100,000 ordinary shares in Wynntech Star for a total purchase consideration of RM84,000. The total purchase consideration is to be satisfied via the issuance of 1,500,000 new Shares at an issue price of RM0.0560 per Share as follows:

Shareholders	No. of shares acquired	Shareholdings %	Purchase consideration RM	No. of Shares to be issued
Teoh Han Boon	68,000	68.00	57,120	1,020,000
Low Saw Cheng	32,000	32.00	26,880	480,000
Total	100,000	100.00	84,000	1,500,000

6. INFORMATION ON OUR GROUP (Cont'd)

The total purchase consideration of RM84,000 was arrived at on a willing buyer-willing seller basis and after taking into consideration the audited NA of Wynntech Star as at 31 December 2023 of RM84,625.

The Acquisitions are conditional upon the approval of Bursa Securities being obtained for the Listing, which was obtained on 26 May 2025. The Acquisitions were completed on 15 July 2025. Thereafter, Camaroe Aquaculture, Farmerex, WTU Aqua and Wynntech Star became our wholly-owned subsidiaries.

The new Shares issued under the Acquisitions shall 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 issuance of the new Shares.

6.1.4 Other transactions

In addition to the Acquisitions, our Group has undertaken the following transactions before our IPO:

(a) Acquisition of Lot 26430

On 15 September 2024, Camaroe Aquaculture has entered into a conditional sale and purchase agreement with Natural Adept Sdn Bhd to acquire Lot 26430 for a cash consideration of RM1.50 million.

The purchase consideration of Lot 26430 was arrived at after taking into consideration an independent valuer's valuation report dated 1 July 2024, and is supported by the market value of Lot 26430 of RM1.50 million as appraised by the Independent Valuer, based on the valuation carried out on 11 October 2024. The Valuation Certificate issued by the Independent Valuer dated 14 October 2024 is set out in Section 14 of this Prospectus.

The acquisition of Lot 26430 was completed on 26 June 2025. Pursuant to the conditional sale and purchase agreement dated 15 September 2024, Camaroe Aquaculture had on even date entered into the Tanjung Karang Farm 1 Tenancy Agreement with Natural Adept Sdn Bhd for the rental of Lot 26430 from Natural Adept Sdn Bhd at a monthly rental of RM1,500 until the completion of the acquisition of Lot 26430. The Tanjung Karang Farm 1 Tenancy Agreement was subsequently terminated on 31 July 2025.

The purchase consideration of Lot 26430 was funded via a combination of our Group's internally generated funds as well as the proceeds from the disposal of our Group's non-core properties as set out in Sections 6.1.4(c) and 6.1.4(d) below.

As Natural Adept Sdn Bhd is a related party to our Group, the acquisition of Lot 26430 and the rental of Lot 26430 from Natural Adept Sdn Bhd are deemed related party transactions of our Group. Please refer to Section 9.1 of this Prospectus for further details.

6. INFORMATION ON OUR GROUP (Cont'd)

(b) Acquisition of Lot 26431

On 15 September 2024, Camaroe Aquaculture has entered into a conditional sale and purchase agreement with Natural Adept Sdn Bhd to acquire Lot 26431 for a cash consideration of RM1.50 million.

The purchase consideration of Lot 26431 was arrived at after taking into consideration an independent valuer's valuation report dated 1 July 2024, and is supported by the market value of Lot 26431 of RM1.50 million as appraised by the Independent Valuer, based on the valuation carried out on 11 October 2024. The Valuation Certificate issued by the Independent Valuer dated 14 October 2024 is set out in Section 14 of this Prospectus.

The acquisition of Lot 26431 was completed on 22 July 2025. Pursuant to the conditional sale and purchase agreement dated 15 September 2024, Camaroe Aquaculture had on even date entered into a Tanjung Karang Farm 1 Tenancy Agreement with Natural Adept Sdn Bhd for the rental of Lot 26431 from Natural Adept Sdn Bhd at a monthly rental of RM1,500 until the completion of the acquisition of Lot 26431. The Tanjung Karang Farm 1 Tenancy Agreement was subsequently terminated on 31 July 2025.

The purchase consideration of Lot 26431 was funded via a combination of our Group's internally generated funds as well as the proceeds from the disposal of our Group's non-core properties as set out in Sections 6.1.4(c) and 6.1.4(d) below.

As Natural Adept Sdn Bhd is a related party to our Group, the acquisition of Lot 26431 and the rental of Lot 26431 from Natural Adept Sdn Bhd are deemed related party transactions of our Group. Please refer to Section 9.1 of this Prospectus for further details.

(c) Disposal of the Petaling Land

On 15 September 2024, Camaroe Aquaculture has entered into a conditional sale and purchase agreement with QQ Seafood Sdn Bhd to dispose the Petaling Land for a cash consideration of RM1.38 million.

The disposal consideration of the Petaling Land was arrived at after taking into consideration an independent valuer's valuation report dated 1 July 2024, and is supported by the market value of Petaling Land of RM1.38 million as appraised by the Independent Valuer, based on the valuation carried out on 14 October 2024. The Valuation Certificate issued by the Independent Valuer dated 14 October 2024 is set out in Section 14 of this Prospectus.

The disposal of Petaling Land was completed on 24 June 2025. The proceeds from the disposal of the Petaling Land were utilised for the acquisition of Lot 26430 and Lot 26431 as set out in Sections 6.1.4(a) and 6.1.4(b) above.

As QQ Seafood Sdn Bhd is a related party to our Group, the disposal of Petaling Land is deemed a related party transaction of our Group. Please refer to Section 9.1 of this Prospectus for further details.

6. INFORMATION ON OUR GROUP (Cont'd)

(d) Disposal of the Ijok Land

On 15 September 2024, Camaroe Aquaculture has entered into a conditional sale and purchase agreement with Terra Venture Development Sdn Bhd to dispose the Ijok Land for a cash consideration of RM1.44 million.

The disposal consideration of the Ijok Land was arrived at after taking into consideration an independent valuer's valuation report dated 1 July 2024, and is supported by the market value of Ijok Land of RM1.44 million as appraised by the Independent Valuer, based on the valuation carried out on 14 October 2024. The Valuation Certificate issued by the Independent Valuer dated 14 October 2024 is set out in Section 14 of this Prospectus.

The disposal of Ijok Land was completed on 21 March 2025. The proceeds from the disposal of the Ijok Land were utilised for the acquisition of Lot 26430 and Lot 26431 as set out in Sections 6.1.4(a) and 6.1.4(b) above.

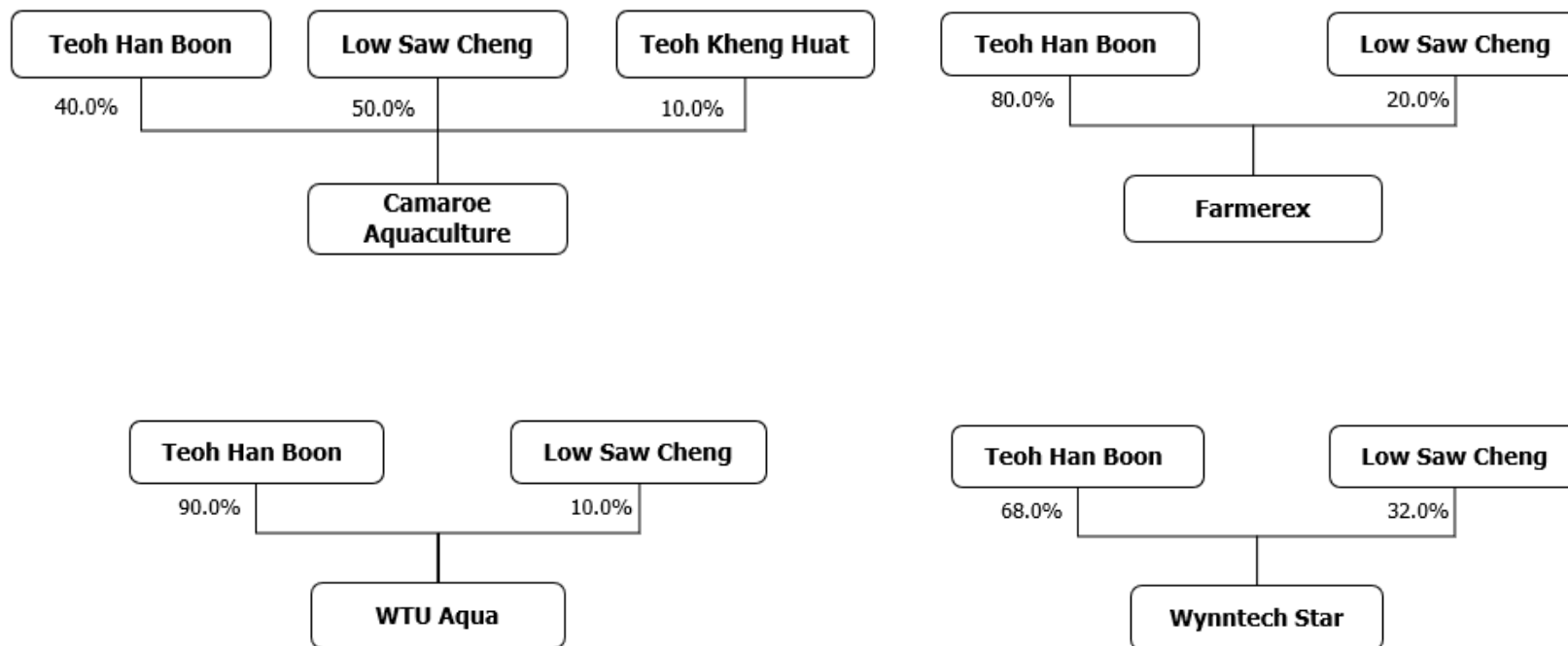
As Terra Venture Development Sdn Bhd is a related party to our Group, the disposal of Ijok Land is deemed a related party transaction of our Group. Please refer to Section 9.1 of this Prospectus for further details.

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6. INFORMATION ON OUR GROUP (Cont'd)

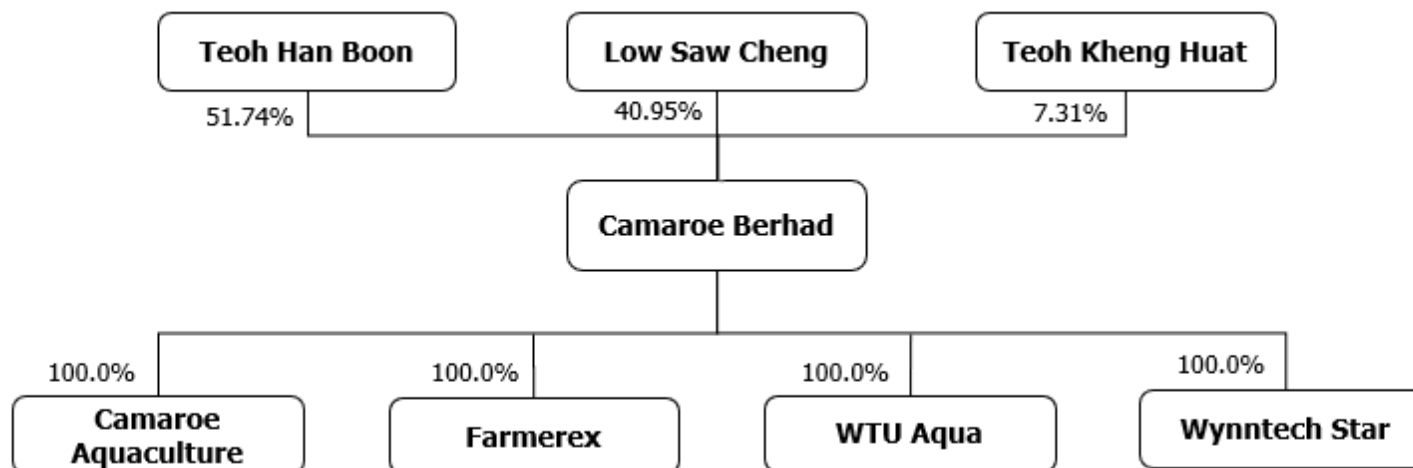
6.1.5 Group structure

(a) Before the Acquisitions and our IPO



6. INFORMATION ON OUR GROUP (Cont'd)

(b) After the Acquisitions but before our IPO

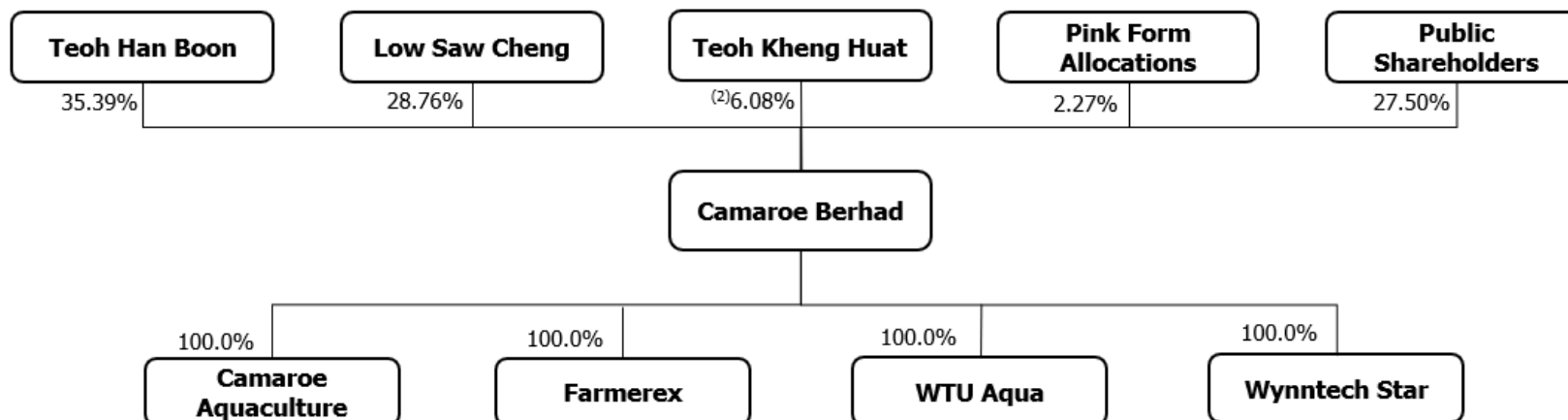


Note:

- (1) Based on the share capital of 396,000,000 Shares after the Acquisitions but before our IPO.

6. INFORMATION ON OUR GROUP (Cont'd)

(c) After the Acquisitions and our IPO



Note:

- (1) Based on our enlarged share capital of 495,000,000 Shares after our IPO.
- (2) Assuming Teoh Kheng Huat will fully subscribe his Pink Form Allocation.

6. INFORMATION ON OUR GROUP (Cont'd)

6.2 OUR SUBSIDIARIES

As at the LPD, we do not have any associated companies. Details of our subsidiaries are as follows:

Company	Date / Place of incorporation	Principal place of business	Effective equity interest	Principal activities
Camaroe Aquaculture	13 April 2009 / Malaysia	Malaysia	100.00%	Farming of prawns
Farmerex	1 November 2016 / Malaysia	Malaysia	100.00%	Farming of prawns
WTU Aqua	5 October 2016 / Malaysia	Malaysia	100.00%	Trading of aquaculture products ⁽¹⁾ and farming of prawns
Wynntech Star	2 July 2015 / Malaysia	Malaysia	100.00%	Processing and sale of black tiger prawns

Note:

- (1) Comprises vannamei shrimps, other seafood and prawn feeds procured from third party suppliers.

Further details of our subsidiaries are set out in Section 15 of this Prospectus.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.3 MATERIAL CAPITAL EXPENDITURES AND DIVESTITURES

6.3.1 Material capital expenditures

Save for the expenditures disclosed below, there were no other capital expenditures (including interests in other corporations) made by us for the Financial Periods Under Review and up to the LPD:

	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025	1 April 2025 up to the LPD
Capital expenditures	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Property, plant and equipment comprising:						
- Computer and software	6	-	-	50	-	15
- Furniture and fittings	13	41	13	8	1	2
- Leasehold lands	-	-	1,300	-	-	3,000
- Motor vehicles	281	713	113	-	-	-
- Office equipment	20	6	3	5	1	-
- Plant and machinery	770	193	211	162	-	23
- Farm and breeding pond	-	742	15	-	31	-
- Farm equipment	66	436	291	148	-	40
- Farm renovation	46	4	-	-	-	-
- Capital work-in-progress	-	-	68	9,591	91	1,843
Sub-total	1,202	2,135	2,014	9,964	124	4,923
Right-of-use assets comprising:						
- Aquaculture lands	-	754	-	-	-	-
Total	1,202	2,889	2,014	9,964	124	4,923

The above capital expenditures were made in Malaysia. They were primarily financed by a combination of bank borrowings and internally generated funds.

In FYE 2021, we incurred capital expenditure of RM1.20 million mainly due to the purchase of new plant and machinery as well as motor vehicles used in our Kapar Processing Facility.

In FYE 2022, we incurred capital expenditure of RM2.89 million, mainly due to the following:

- Purchase of new plant and machinery as well as motor vehicles used in our Kapar Processing Facility;
- Purchase of new farm and breeding pond as well as farm equipment for our business operations; and
- WTU Aqua entered into an agreement with RISB to develop, manage and operate prawn activities at Marang Farm.

In FYE 2023, we incurred capital expenditure of RM2.01 million mainly to acquire the Ijok Land. Please refer to Sections 6.8(b) and 6.9 of this Prospectus for further information on the property.

In FYE 2024, we incurred capital expenditure of RM9.96 million mainly for the acquisition of the Bukit Raja Land, which is pending completion.

6. INFORMATION ON OUR GROUP (Cont'd)

In FPE 2025, we incurred capital expenditure of RM0.12 million mainly for the acquisition of the Bukit Raja Land, which is pending completion.

From 1 April 2025 up to the LPD, we incurred capital expenditure of RM4.92 million, mainly due to the acquisition of the Bukit Raja Land, which is pending completion as well as the acquisition of Lot 26430 and Lot 26431 which was completed on 26 June 2025 and 22 July 2025, respectively.

6.3.2 Material divestiture

Save for the divestitures disclosed below, there were no other divestitures made by us for the Financial Periods Under Review and up to the LPD.

	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025	1 April 2025 up to the LPD
Divestitures	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Property, plant and equipment comprising:						
- Freehold land and building	-	1,457	-	-	-	-
- Leasehold lands	-	-	-	-	1,284	1,221
- Motor vehicles	-	98	-	-	20	-
- Plant and machinery	-	50	-	-	-	-
- Farm renovation	-	50	-	-	-	-
Total	-	1,655	-	-	1,304	1,221

The above capital divestitures involve assets located in Malaysia.

In FYE 2021, there were no divestitures made by us.

In FYE 2022, we completed the disposal of a piece of freehold land located in Jelebu, Negeri Sembilan. The sale and purchase agreement for the disposal was entered into between Camaroe Aquaculture (as vendor) and Tan In Fong (as purchaser) on 18 April 2022 and it was subsequently completed within FYE 2022 on 26 September 2022. Please refer to Section 6.8(a) of this Prospectus for more details on this disposal.

In FPE 2025, we completed the disposal of Ijok Land, which was completed on 21 March 2025, as set out in Section 6.8(k) of this Prospectus.

From 1 April 2025 up to the LPD, we completed the disposal of Petaling Land, which was completed on 24 June 2025, as set out in Section 6.8(j) of this Prospectus.

There were no divestitures made by us in FYE 2023 and FYE 2024.

6.3.3 Material commitment

Save for the proposed utilisation of proceeds from our Public Issue and our material commitment for our capital expenditure as disclosed in Section 4.9(i) and Section 11.3.5 of this Prospectus, we confirm that we do not have any material commitments contracted and divestitures currently in progress, within or outside Malaysia, which may have a material impact on our Group's financial position or business as at the LPD. All the above material commitments are located in Malaysia.

6. INFORMATION ON OUR GROUP (Cont'd)

6.3.4 Material plans to construct, expand or improve our facilities

Save for the proceeds from our Public Issue to be used for the construction of New Bukit Raja Processing Facility and the installation of solar panels as set out in Section 4.9(i) of this Prospectus, our Group does not have any other immediate plans to construct, expand and/or improve our facilities as at the LPD.

6.4 PUBLIC TAKE-OVERS

During the last financial year and the current financial year/period up to LPD, there were:

- (a) No public take-over offers by third parties in respect of our Shares; and
- (b) No public take-over offers by our Company in respect of other companies' shares.

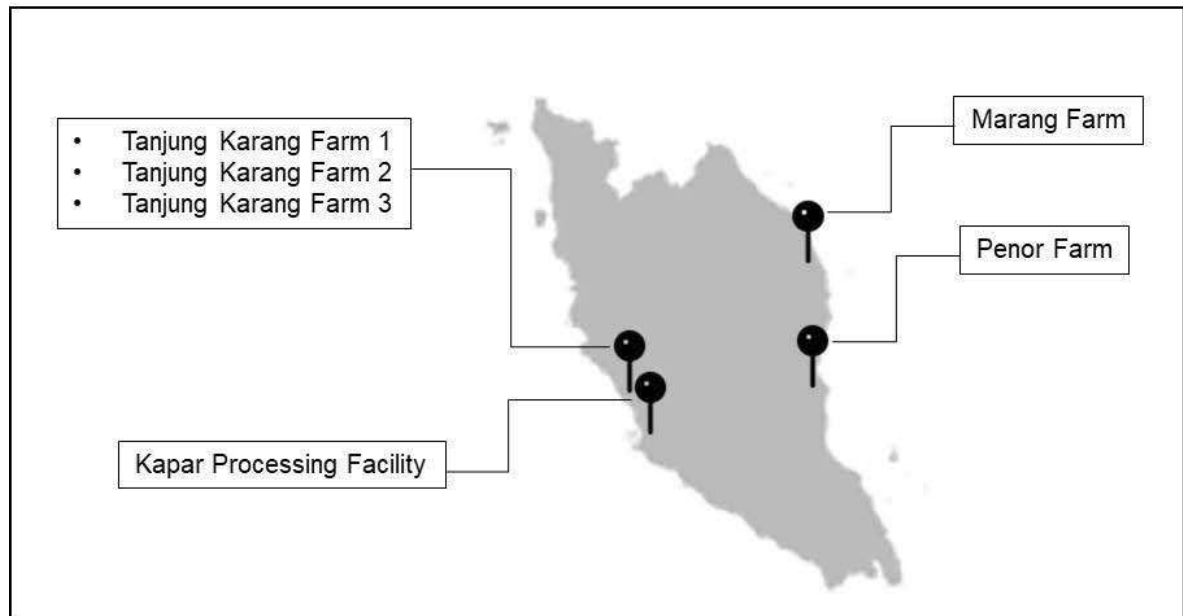
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6. INFORMATION ON OUR GROUP (Cont'd)

6.5 BUSINESS OVERVIEW

6.5.1 Description of our business

Our Group is principally involved in prawn aquaculture whereby our principal activities comprise farming and processing of prawns, primarily black tiger prawns. Our black tiger prawns are mainly exported in customised packaging under our customers' brand names.

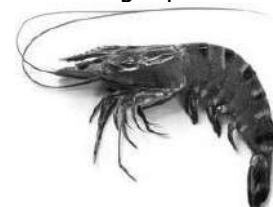


As at the LPD, we operate 149 ponds across 5 coastal prawn farms located in Tanjung Karang in the state of Selangor, Kuantan in the state of Pahang and Marang in the state of Terengganu, as well as our Kapar Processing Facility located in Klang in the state of Selangor.

Our integrated capability in prawn farming and prawn processing allows us to have full control of the supply of quality black tiger prawns from the farms we operate and our processing process, offer customised packaging to our customers, and directly export frozen black tiger prawns to our customers worldwide. As at the LPD, we focus on farming black tiger prawns in all the farms operated by our Group. We may also source black tiger prawns from third party suppliers to supplement the supply of our own black tiger prawns and to enhance our ability to cater to diverse customer order specifications. Further, we source and supply live or chilled vannamei shrimps when requested by our local customers.

Black tiger prawns (also known as *Penaeus monodon* or other names such as giant tiger prawn and Asian tiger prawn) are a species of saltwater prawn which are typically found in the ocean in the Asia-Pacific and African regions. Black tiger prawns are regarded as a premium seafood product and may be wild-caught from the ocean or farmed.

Black tiger prawn

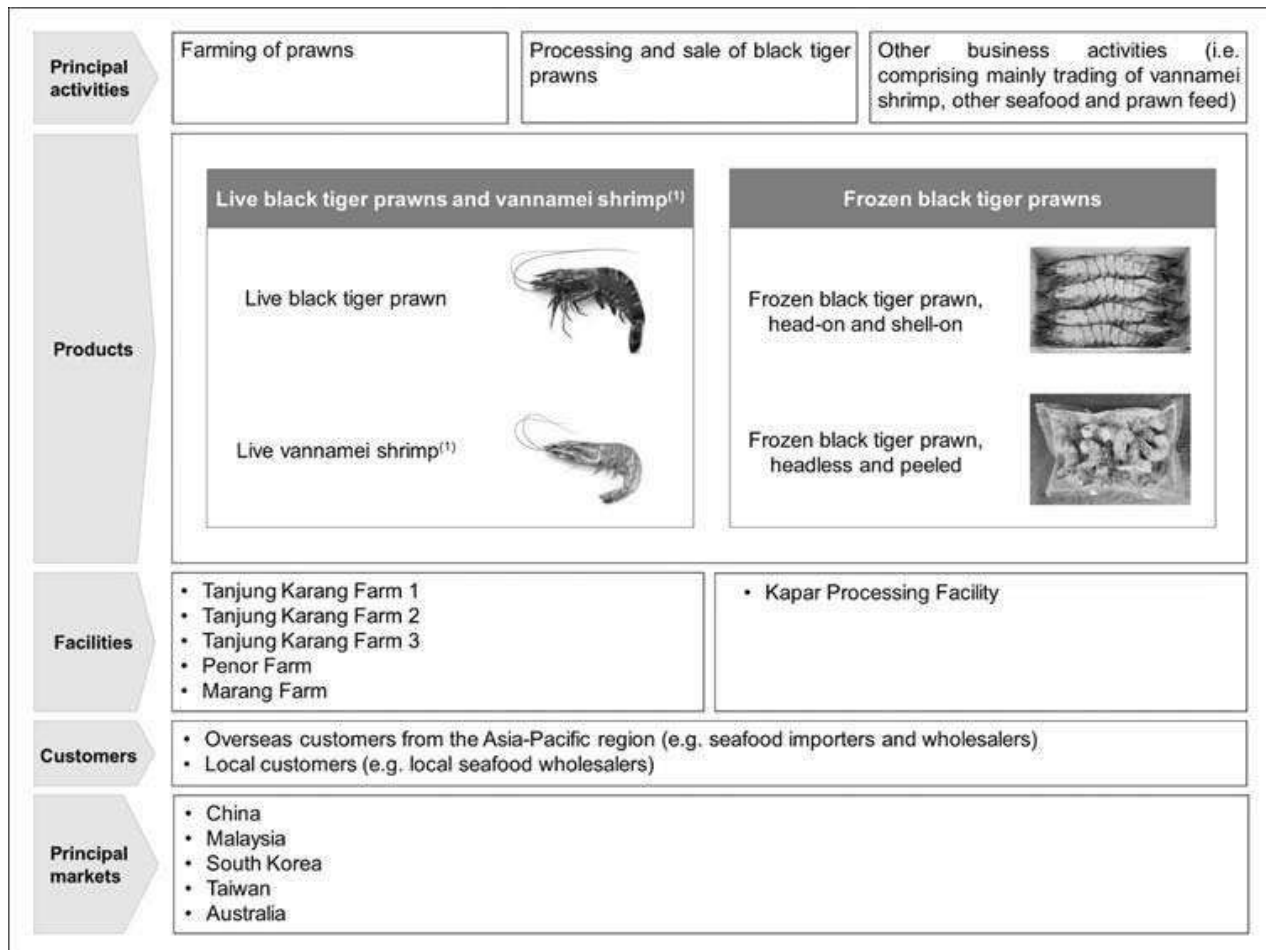


6. INFORMATION ON OUR GROUP (Cont'd)

Vannamei shrimp (also known as *Penaeus vannamei*) are a species of saltwater shrimp which are typically found in the eastern Pacific region and may be wild-caught from the ocean or farmed.



An overview of our business model is illustrated below:

**Note:**

- (1) During FYE 2021 and FYE 2022, we farmed and supplied live vannamei shrimp. However, since FYE 2022, we have ceased farming of vannamei shrimp and gradually shifted our focus exclusively to farming of black tiger prawns. For avoidance of doubt, we ceased supplying any live vannamei shrimp farmed by our Group in FYE 2023, FYE 2024 and FPE 2025.

Further details on our business activities are as described below:

(a) Farming of prawns

We are involved in the farming of prawns, primarily black tiger prawns, at coastal prawn farms across Selangor, along the coastline of the Straits of Malacca, as well as across Pahang and Terengganu, along the coastline of the South China Sea. The water intake for the coastal prawn farms is sourced directly from the sea.

6. INFORMATION ON OUR GROUP (Cont'd)

As at the LPD, we have developed a total of 149 saltwater ponds at the coastal prawn farms operated by our Group. Each pond is stocked with between 20 to 30 post larvae per m², depending on the dimensions of the pond being stocked. The farms adhere to internationally recognised and certified aquaculture bio-security standard operating procedures under the myGAP Certificate and FQC, including routine pond maintenance, regular testing of water parameters, security control and surveillance. Please refer to Section 6.5.2 of this Prospectus for further information of our certificates related to prawn farming activities.

Farming of black tiger prawns

As at the LPD, only black tiger prawns are grown in the farms operated by our Group. The farming of black tiger prawns entails the growing of black tiger prawn post larvae into prawns of marketable sizes, in which the black tiger prawn post larvae are stocked in ponds at the farms operated by our Group. We obtain black tiger prawn post larvae from local hatcheries who source the black tiger prawn broodstock from overseas black tiger prawn breeders.

We grow our black tiger prawns for a period of 100 up to 250 days. Harvesting schedule and amount are arranged according to the desired growth rate, desired prawn size, sales orders and delivery schedules. Harvesting is done in batches or in full, as elaborated below:

- Batch harvesting: harvesting part of the prawn population which has reached a marketable size as well as harvesting from ponds in which average daily growth has slowed or plateaued. Batch harvests create space in our ponds for remaining prawns to grow to a larger size before a full harvest. Generally, batch harvesting will commence around the 100-day mark from the date the post larvae are first added into the ponds.
- Full harvesting: harvesting the entire prawn population in a pond at the end of a growing period when majority of the prawn population in the pond has reach the desired marketable size. We clean our ponds after every full harvest in preparation of stocking of new post larvae.

Please refer to Section 6.5.3.1 of this Prospectus for further details on our farming process.

Majority of the black tiger prawns harvested from the farms we operate are sent to our Kapar Processing Facility for processing. We engage third party logistics services to deliver our black tiger prawns harvested to our Kapar Processing Facility.

The remaining black tiger prawns harvested from the farms we operate are supplied to local customers in live form, whereby we may supply some of the smaller sized black tiger prawns (i.e. prawns weighing approximately 30 pieces per kg) from batch harvests to local customers. Our customers will arrange for their own transportation to collect the black tiger prawns from the farms we operate in live form and transport the prawns to their desired locations.

Farming of vannamei shrimp

During FYE 2021 and 2022, we farmed and harvested some vannamei shrimps. Nevertheless, since the end of FYE 2022, we ceased the farming of vannamei shrimp and gradually switched our focus on farming black tiger prawns only as black tiger prawns offer relatively higher profitability to our Group. Our vannamei shrimps were farmed and harvested in the same manner as our black tiger prawns. We supplied the vannamei shrimps farmed by our Group to local customers. Our customers will arrange for their own transportation to collect the vannamei shrimps from the farms we operate in live form and transport the prawns to their desired locations. For avoidance of doubt, we ceased supplying any vannamei shrimp farmed by our Group in FYE 2023, FYE 2024 and FPE 2025.

6. INFORMATION ON OUR GROUP (Cont'd)

Further information on the farms we operate are as follows:

(i) Tanjung Karang Farm 1

Tanjung Karang Farm 1 is the first prawn farm we constructed and it is managed and owned by Camaroe Aquaculture. It is located at Lot 26429, Lot 26430 and Lot 26431.

Details of Tanjung Karang Farm 1 are as set out below:

Land area : Lot 26429 is approximately 1.29 million sq ft (i.e. equivalent to approximately 30 acres), Lot 26430 is approximately 435,723 sq ft (i.e. equivalent to approximately 10 acres), Lot 26431 is approximately 435,723 sq ft (i.e. equivalent to approximately 10 acres)

Location : Mukim Tanjong Karang, District of Kuala Selangor, Selangor

Category of land use and express condition : Agriculture/aquaculture

Rights of use by the Group : Lot 26429 is owned and constructed by our Group and our Group has the full rights to use Lot 26429 for aquaculture farming purposes.

On 15 September 2024, we have entered into a sale and purchase agreement with Natural Adept Sdn Bhd for the acquisition of Lot 26430 and Lot 26431 respectively. The acquisition of Lot 26430 and Lot 26431 was completed on 26 June 2025 and 22 July 2025, respectively, and our Group shall have full rights to use Lot 26430 and Lot 26431 for aquaculture farming purposes. Please refer to Section 6.1.4 for further details.

Description : The Tanjung Karang Farm 1 is approximately 50km or an hour's drive from the Kapar Processing Facility. Camaroe Aquaculture has received permission from the Department of Irrigation and Drainage to use their embankment as an access route to Tanjung Karang Farm 1.

As at the LPD, Lot 26429 has 16 ponds, and Lot 26430 and Lot 26431 have 11 ponds. In addition, Tanjung Karang Farm 1 is also equipped with reservoirs and wastewater treatment outlets as well as a quality control room, administration office, feed store and warehouse.

6. INFORMATION ON OUR GROUP (Cont'd)

An aerial view of Tanjung Karang Farm 1 is shown below:



(ii) Penor Farm

Penor Farm is managed by WTU Aqua. Details of the Penor Farm are as set out below:

Landowner	: Perbadanan Setiausaha Kerajaan Pahang (" PSK ")
Land area	: Approximately 3.27 million sq ft (i.e. equivalent to approximately 75 acres)
Location	: Mukim Penor, Kuantan, Pahang
Ownership/Tenancy	: WTU Aqua does not own the Penor Farm and was appointed to manage and operate prawn farming activities at the Penor Farm through the Contract Farming Agreement with SWL Enterprise.
Category of land use and express condition	: Agriculture/aquaculture
Rights of use by the Group	: Pertubuhan Peladang Kawasan Kuantan (" PPKK ") had acquired the rights from PSK to carry out a marine aquaculture project at the Penor Farm.

Subsequently, SWL Enterprise acquired the rights from PPKK to carry out a marine aquaculture project at the Penor Farm.

On 1 January 2024, WTU Aqua entered into the Contract Farming Agreement with SWL Enterprise, whereby WTU Aqua has full rights to manage and operate prawn farming activities at the Penor Farm.⁽¹⁾

Please refer to Section 6.5.13(a) of this Prospectus for the salient terms of the Contract Farming Agreement.

6. INFORMATION ON OUR GROUP (Cont'd)

Description : Our Penor Farm is approximately 290km or 4 hours' drive from the Kapar Processing Facility. Based on the Contract Farming Agreement, SWL Enterprise shall be responsible to ensure that WTU Aqua has the right to access the Penor Farm.

As at the LPD, our Penor Farm has 23 ponds. In addition, Penor Farm is also equipped with reservoirs and wastewater treatment outlets as well as a designated site for quality control activities, administration office, feed store and warehouse.

Note:

- (1) From January 2017 to December 2023, our Group had rented Penor Farm from SWL Enterprise. Subsequently, in December 2023, our Group terminated the tenancy agreement for the Penor Farm and entered into the Contract Farming Agreement with SWL Enterprise in January 2024.

An aerial view of Penor Farm is shown below:



(iii) Tanjung Karang Farm 2

Tanjung Karang Farm 2 is managed by Farmerex. Details of Tanjung Karang Farm 2 are as set out below:

Landowner : Pertubuhan Peladang Kawasan Tanjung Karang

Land area : Approximately 2.60 million sq ft (i.e. equivalent to approximately 60 acres)

Location : Mukim Tanjung Karang, District of Kuala Selangor, Selangor

Ownership/Tenancy : Farmerex does not own Tanjung Karang Farm 2 and was granted a TOL in respect of the land by the local land authority⁽¹⁾

Category of land use and express condition : Agriculture/aquaculture

6. INFORMATION ON OUR GROUP (Cont'd)

Rights of use by the Group : Pursuant to the TOL, Farmerex has the full rights to use the land for prawn aquaculture farming purposes.

Description : Our Tanjung Karang Farm 2 is approximately 50km or an hour's drive from the Kapar Processing Facility. Farmerex has received permission from the Department of Irrigation and Drainage to use their embankment as an access route to Tanjung Karang Farm 2.

As at the LPD, our Tanjung Karang Farm 2 has 27 ponds. In addition, Tanjung Karang Farm 2 is also equipped with reservoirs and wastewater treatment outlets as well as a quality control room, feed store and warehouse.

Note:

- (1) Based on the letter dated 12 March 2024 issued by the Land Registrar of Kuala Selangor District and Land Office to Farmerex, the Kuala Selangor District and Land Office is currently in the process of gazetting Tanjung Karang Farm 2 for coastal purposes under Section 62 of the National Land Code (Revised 2020). Upon completion of the gazetting process, our Group will submit an application for a government reserve land lease under Section 63 of the National Land Code (Revised 2020). If the gazetting process is completed earlier than the expiry of approved TOL of Tanjung Karang Farm 2, the TOL will be immediately terminated and replaced with a lease for a duration of 21 years.

An aerial view of Tanjung Karang Farm 2 is shown below:



6. INFORMATION ON OUR GROUP (Cont'd)

(iv) Tanjung Karang Farm 3

Tanjung Karang Farm 3 is managed by WTU Aqua. Details of Tanjung Karang Farm 3 are as set out below:

Landowner	: Alif Mulia Sdn Bhd, Quantum Privilege Sdn Bhd, Selangor State Government, Youth Circle Sdn Bhd (" Landowners ")
Land area	: Approximately 5.23 million sq ft (i.e. equivalent to approximately 120 acres)
Location	: Mukim Tanjong Karang, District of Kuala Selangor, Selangor
Ownership/Tenancy	: WTU Aqua does not own Tanjung Karang Farm 3 and was appointed as the operator to develop, manage and operate Tanjung Karang Farm 3 as a prawn farm
Category of land use and express condition	: Agriculture/aquaculture
Rights of use by the Group	: Pristine Agrofood Sdn Bhd, a non-related company to our Group, had acquired the rights from the Landowners to develop and use the land for aquaculture purposes.

Pursuant to the Tanjung Karang Farm 3 Agreement, WTU Aqua has the right to develop, manage and operate Tanjung Karang Farm 3 as a prawn farm.

Please refer to Section 6.5.13(c) of this Prospectus for the salient terms of the Tanjung Karang Farm 3 Agreement.

Description	: Our Tanjung Karang Farm 3 is approximately 50km or an hour's drive from the Kapar Processing Facility. WTU Aqua has received permission from the Department of Irrigation and Drainage to use their embankment as an access route to Tanjung Karang Farm 3.

As at the LPD, our Tanjung Karang Farm 3 has 41 ponds. In addition, Tanjung Karang Farm 3 is also equipped with reservoirs and wastewater treatment outlets as well as a quality control room, feed store and warehouse.

6. INFORMATION ON OUR GROUP (Cont'd)

An aerial view of Tanjung Karang Farm 3 is shown below:



(v) Marang Farm

Marang Farm is managed by WTU Aqua. Details of the Marang Farm are as set out below:

Landowner	: Terengganu State Government
Land area	: Approximately 3.75 million sq ft (i.e. equivalent to approximately 86 acres)
Location	: District of Marang, Terengganu
Ownership/ Tenancy	: WTU Aqua does not own Marang Farm and was appointed by RISB Bhd to develop, manage and operate the Marang Farm
Category of land use	: State land ⁽¹⁾
Rights of use by the Group	: Koperasi Peserta-Peserta Rancangan FELCRA Gugusan Limau Nipis Merchang Terengganu Berhad (" KOPFLIN ") had acquired the rights to operate a prawn farming project on the Marang Farm. Subsequently, RISB had entered into a joint venture with KOPFLIN to develop and use the land for prawn farming.

In December 2021, WTU Aqua entered into the Joint Venture Agreement, in which RISB appointed WTU Aqua to develop, manage and operate the Marang Farm as a prawn farm.

Please refer to Section 6.5.13(d) of this Prospectus for the salient terms of the agreement with RISB.

6. INFORMATION ON OUR GROUP (Cont'd)

Description : Our Marang Farm is approximately 450km or 5 hours' drive from the Kapar Processing Facility. RISB has confirmed that WTU Aqua has the right to access the Marang Farm.

As at the LPD, our Marang Farm has 31 ponds. In addition, the Marang Farm is also equipped with reservoirs and wastewater treatment outlets as well as an administration office, feed store and warehouse.

Note:

- (1) The Official Secrets Act 1972 prohibits dissemination of any information classified as official secret. As such, any information on the category of land use and any express condition for Marang Farm is unable to be obtained. Notwithstanding the foregoing, a business licence issued by Majlis Daerah Marang has been obtained by WTU Aqua on 9 June 2024 to conduct aquaculture activities at Marang Farm, to ensure that the operations at Marang Farm is in compliance with the relevant regulatory requirements.

An aerial view of Marang Farm is shown below:



(b) Processing and sale of black tiger prawns

We are involved in the processing of the black tiger prawns harvested from the farms we operate at our Kapar Processing Facility. Our Kapar Processing Facility is operated by Wynntech Star. Our Kapar Processing Facility is located at 3 adjacent properties, namely No. 28, No. 30 and No. 32 with a land area of approximately 27,000 sq ft. For avoidance of doubt, No. 28 is rented from a third party and No. 30 and No. 32 are owned by our Group.

6. INFORMATION ON OUR GROUP (Cont'd)

Our Kapar Processing Facility comprises an office, processing facility, cold room and loading bay, with a total built-up area of approximately 26,095 sq ft. The cold room at the Kapar Processing Facility has a built-up area of approximately 5,004 sq ft. The processing facility, cold room and loading bay at our Kapar Processing Facility are equipped with cold storage systems to preserve the quality and shelf life of our processed prawns. As at 31 December 2024, the estimated maximum annual processing capacity of our Kapar Processing Facility is 684 tonnes of frozen black tiger prawns. Our Kapar Processing Facility has obtained certifications for fulfilling the terms and conditions for implementation of a HACCP system, implementation of a GMP system, and the MeSTI Certificate. Further details on our quality certifications are as set out in Section 6.5.2 of this Prospectus.

The black tiger prawns from our Tanjung Karang Farm 1, Tanjung Karang Farm 2 and Tanjung Karang Farm 3 are delivered to our Kapar Processing Facility in live form. The black tiger prawns from our Marang Farm and Penor Farm as well as procured from third party suppliers are delivered in ice chilled form.

The breakdown of the costs of the black tiger prawns obtained for processing at our Kapar Processing Facility is as follows:

Source of black tiger prawns	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Our Group's farms ⁽¹⁾	10,920	64.29	8,070	51.21	21,216	74.38
Third party suppliers	6,065	35.71	7,688	48.79	7,308	25.62
Total value	16,985	100.00	15,758	100.00	28,524	100.00

Source of black tiger prawns	FYE 2024		FPE 2025	
	RM'000	%	RM'000	%
Our Group's farms ⁽¹⁾	⁽²⁾ 19,240	78.40	⁽²⁾ 3,133	80.64
Third party suppliers	⁽³⁾ 5,301	21.60	⁽³⁾ 752	19.36
Total value	24,541	100.00	3,885	100.00

Notes:

- (1) Black tiger prawns sourced from our farms are all intercompany transactions, and hence are eliminated upon consolidation of accounts.
- (2) Since the signing of our Contract Farming Agreement with SWL Enterprise on 1 January 2024, black tiger prawns harvested from the Penor Farm are no longer included as part of the prawns sourced from our Group's farms in FYE 2024 and FPE 2025.
- (3) Black tiger prawns sourced from third party suppliers in FYE 2024 and FPE 2025 include prawns purchased from SWL Enterprise under our Contract Farming Agreement since 1 January 2024, whereby WTU Aqua has exclusive rights to purchase all prawns harvested from Penor Farm. Please refer to Section 6.5.13(a) of this Prospectus for the salient terms of the Contract Farming Agreement.

6. INFORMATION ON OUR GROUP (Cont'd)

Upon arrival at our Kapar Processing Facility, the prawns delivered in live form are firstly stunned using thermal shock method whereby the prawns are immersed in ice bath. Thereafter, visual quality inspections are conducted to ensure that any soiled, diseased or defective prawns are identified and cleaned or sold as scrap to local seafood processors. The prawns delivered in ice chilled form will directly undergo visual quality inspections upon arrival at our Kapar Processing Facility. The prawns which pass our quality inspections are then cleaned, sorted by size and grade, individually quick-frozen, glazed, packed and stored in preparation for delivery. Please refer to Section 6.5.3.2 of this Prospectus for further details on our prawn processing process.

We supply our processed black tiger prawns in 2 forms, as follows:

(i) Frozen black tiger prawns, head-on and shell-on

We freeze our head-on and shell-on black tiger prawns at negative 40 degrees Celsius, allowing a thin protective and cosmetic layer of ice to form around each prawn. Our head-on and shell-on frozen black tiger prawns are packed in cardboard trays and sealed in plastic packaging, according to the quantity and/or weight per pack required by our customers.



(ii) Frozen black tiger prawns, headless and peeled

We freeze our headless and peeled black tiger prawns at negative 40 degrees Celsius, allowing a thin protective and cosmetic layer of ice to form around each prawn. Our headless and peeled black tiger prawns are packed in plastic bags of 500 g each.



Our black tiger prawns are packaged based on our customers' requirements in terms of quantity per pack and packaging design. In this respect, we may source for packaging suppliers for our customers or our customers will supply the required packaging to us to pack the frozen black tiger prawns.

(c) Other business activities

As and when requested by our customers, we may source and supply vannamei shrimp, other seafood and prawn feed as a complimentary service alongside our sales of black tiger prawns. We procure the traded products from third party suppliers upon request from customers and we do not maintain any inventory for these products.

6. INFORMATION ON OUR GROUP (Cont'd)**Our customers**

Our customers comprise both local and foreign B2B customers such as seafood importers and wholesalers. We do not sell directly to end-consumers. All our sales are conducted on a purchase order basis. Following the appointment of Teoh Han Boon as the Managing Director of Wynntech Star in 2021, our Group expanded our customer base to include customers from various countries in the Asia-Pacific region (i.e. China, South Korea, Taiwan and Australia). During the Financial Periods Under Review, our export sales increased from 37.69% to 67.47%, 83.52%, 76.02% and 70.29% respectively to our Group's revenue.

(a) Overseas customers

Our frozen black tiger prawns are exported to overseas customers, mainly comprising seafood importers and wholesalers who purchase our frozen black tiger prawns in bulk quantities for onward sale to end consumers in their respective countries (e.g. restaurants, hotels and retailers). Leveraging on our integrated capability from prawn farming to processing, our sales and marketing strategy is to focus on reaching out to direct customers comprising seafood importers, wholesalers and distributors. We work closely with our customers where we cater to their demands, growing together with them by supporting them while securing repeat orders that meet their requirements, which internally also facilitates planning and production schedules.

Our direct customers in China are trading houses which are appointed by our end customers in China to import our black tiger prawns as these end customers do not have the relevant license for the import of goods from Malaysia to China. Nevertheless, we discuss and negotiate terms of sales directly with our end customers in China. As such, we regard these trading houses as our direct customers and we regard our customers in China as our end customers as our products are ultimately sold to them. Our direct customers (i.e. the respective appointed trading houses) will issue purchase orders to us for the cost of the products sold to our end customers in China. We receive payment from these trading houses against their purchase orders which are denominated in RMB or USD, and the trading houses charge the cost of the product together with customs duties, sales and service tax, exportation/importation fee for the trading houses and the freight management service provider fees, to the relevant end-customers in China in settlement for the importation of products for them.

(b) Local customers

We may supply some of our smaller sized black tiger prawns (i.e. prawns weighing approximately 30 pieces per kg) from batch harvests to local customers, mainly comprising seafood wholesalers. During FYE 2021 and 2022, we also supplied some vannamei shrimps to local customers. For avoidance of doubt, we ceased supplying any vannamei shrimp farmed by our Group in FYE 2023, FYE 2024 and FPE 2025.

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6. INFORMATION ON OUR GROUP (Cont'd)**6.5.2 Quality assurance, quality control and food safety**

Our Group places strong emphasis on the quality and food safety of the prawns we farm and process. We are committed to ensuring that the quality control measures that we have put in place are in accordance with internationally recognised standards and practices. We have adopted internal quality management assurance policies to ensure that our operational processes comply with the required product quality and food safety standards.

The certifications of compliance to quality assurance, quality control and food safety on our products are as shown below:

Company	Standard	Certification body	Date first awarded	Current validity period	Scope of certification
Camaroe Aquaculture	FQC	DOF	24 January 2024 ⁽¹⁾	10 February 2025 to 9 February 2026	Compliance with the European Union requirements as stated under Regulation 5(1) of the Fisheries (Quality Control of Fish for Export to the European Union) Regulations 2009.
Farmerex	FQC	DOF	24 January 2024 ⁽¹⁾	11 March 2025 to 10 March 2026	Compliance with the European Union requirements as stated under Regulation 5(1) of the Fisheries (Quality Control of Fish for Export to the European Union) Regulations 2009.
WTU Aqua	FQC	DOF	1 April 2024 ⁽¹⁾	1 April 2025 to 31 March 2026	Compliance with the European Union requirements as stated under Regulation 5(1) of the Fisheries (Quality Control of Fish for Export to the European Union) Regulations 2009.
Wynntech Star	Food Premise Registration Certificate	MOH	8 February 2017	7 February 2023 to 7 February 2026	Registration as a food premise involved in food manufacturing under the Food Hygiene Regulations 2009.
Wynntech Star	GMP Certificate	MOH	8 February 2018	3 July 2024 to 2 July 2027	Fulfilment of the terms and conditions for the implementation of a GMP system.
Wynntech Star	HACCP Certificate	MOH	8 February 2018	3 July 2024 to 2 July 2027	Fulfilment of the terms and conditions for implementation of a HACCP system for fish products.
Wynntech Star	MeSTI Certificate	MOH	15 May 2017	3 July 2024 to 2 July 2027	Fulfilment of the terms and conditions for certification of MeSTI.

6. INFORMATION ON OUR GROUP (Cont'd)

Company	Standard	Certification body	Date first awarded	Current validity period	Scope of certification
Camaroe Aquaculture	myGAP Certificate	MAFS	10 July 2019	10 February 2025 to 9 February 2026	Fulfilment of the necessary requirements set under the Malaysian Standard for marine shrimp culture in brackish water ponds.
Farmerex	myGAP Certificate	MAFS	23 May 2018	11 March 2025 to 10 March 2026	Fulfilment of the necessary requirements set under the Malaysian Standard for marine shrimp culture in brackish water ponds.
WTU Aqua	myGAP Certificate	MAFS	1 April 2022	1 April 2025 to 31 March 2026	Fulfilment of the necessary requirements set under the Malaysian Standard for marine shrimp culture in brackish water ponds.
Wynntech Star, Camaroe Aquaculture, Farmerex and WTU Aqua	Certificate of Conformity for NSF Antibiotic-Free Product	NSF Shanghai Co., Ltd ⁽²⁾	14 March 2025	14 March 2025 to 13 March 2026	Raising of black tiger prawns at the Group's prawn farms and processing of frozen black tiger prawns at the Group's prawn processing facility are antibiotic-free.

Notes:

- (1) DOF awarded our Group the certification for the FQC standard in 2024 under the Certification Scheme (Biosecurity), based on our successful accreditation with the myGAP Certificate. Prior to this, our Group had not submitted any applications to obtain the certification for the FQC standard as we had not intended to expand our export markets to countries in the European Union at the time. As at the LPD, we have not commenced exporting our products to countries in the European Union.
- (2) NSF Shanghai Co., Ltd is an internationally recognised organisation, involved in the development of public health standards, including testing, auditing and certification of an array of products and services. NSF Shanghai Co., Ltd is also a World Health Organization (WHO) Collaborating Center on food safety, water quality and medical device safety. NSF Shanghai Co., Ltd's certification is recognised internationally. We obtained the Certificate of Conformity for NSF Antibiotic-Free Product from NSF Shanghai Co., Ltd, based on China, as China is our largest export market.

6. INFORMATION ON OUR GROUP (*Cont'd*)

Our Group is required to undergo periodic audits by the respective certification bodies or regulatory authorities to maintain the above certifications of compliance to quality assurance, quality control and food safety for our products. Our Group maintains documents and records of our quality assurance, quality control and food safety practices for evaluation during such audits. In addition, our Group ensures that our quality assurance, quality control and food safety practices are consistently implemented throughout our prawn farming and prawn processing activities, as these are required to be witnessed as well as testified to by relevant management personnel during audits by certification bodies or regulatory authorities.

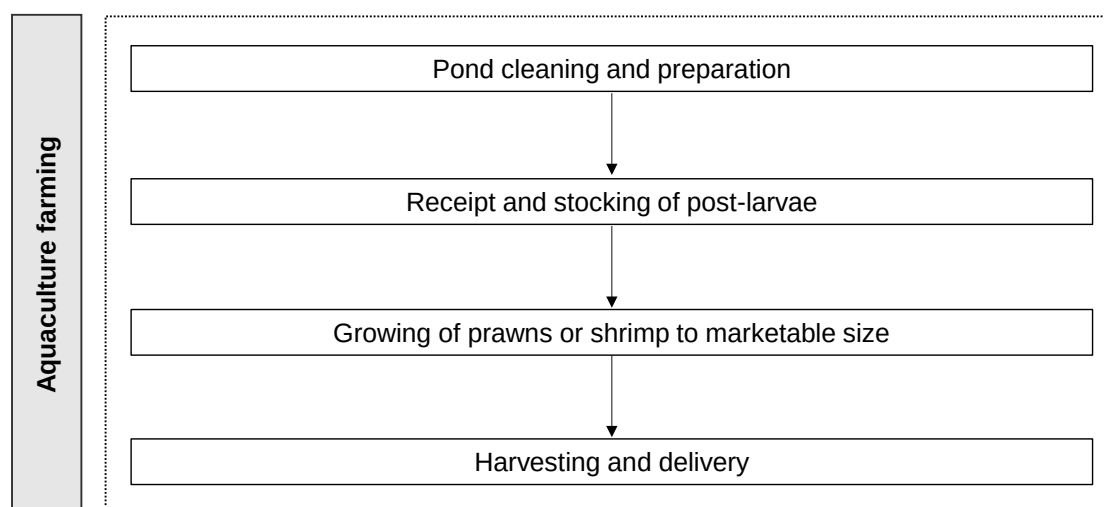
Further, as part of our quality control and food safety measures in the farms we operate, we use prawn feed approved by the DOF and prohibiting the use of live feeds which may introduce unwanted pathogens. We also undertake regular quality control inspections during our farming and processing of our prawns. We will conduct in-house quality control inspections such as quality control testing and visual inspections on our prawns.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.5.3 Business and operational processes

6.5.3.1 Process flow for farming of prawns



(a) Pond cleaning and preparation

We clean our ponds after every full harvest and prior to the stocking of new post larvae. Our pond cleaning process is carried out over a period of approximately 2 weeks and comprises the drying of the pond soil under the sun and application of pond treatments (i.e. soil containing probiotics and calcium carbonate) to the pond soil. Pond soil is dried under the sun to accelerate the decomposition of the organic matter remaining in the pond, adding nutrients to the soil. Pond treatments are applied to add nutrients and beneficial bacteria as well as neutralise the acidity of the pond soil. As and when required, for ponds which have undergone multiple harvest cycles, we may use excavators to remove accumulated sludge from the ponds prior to the pond cleaning process. The sludge collected is treated and mixed with clean soil to be used for pond maintenance or reconditioning.

After the pond cleaning process is completed, we fill the ponds with filtered seawater. Seawater is drawn into the farms using water pumps and pipes. The seawater will pass through filters to remove unwanted particles. The filtered seawater is then flowed through the sedimentation canal to allow other unfiltered particles to settle at the bottom of the sedimentation canal to reduce the water turbidity before flowing through additional filters to further remove finer unwanted particles. Thereafter, the filtered seawater will be channelled into our reservoirs and treated with tea seed cake (i.e. a natural piscicide) to remove any unwanted aquatic organisms. The tea seed cake is activated in the seawater for a period of 3 days. Following this, the seawater is further treated with probiotics which are activated in the seawater for another 3 days, to add nutrients to the seawater.

Upon channelling the filtered seawater into our ponds and commencing treatment of the seawater, we will aerate the ponds in preparation to release the post larvae into our ponds, for a period of 1 week using electronic paddle wheels and wave makers. Electronic paddle wheels function in dissolving oxygen from the atmosphere into the water in the ponds and improving horizontal water circulation. Wave makers function in dissolving oxygen from the atmosphere into the water in the ponds, improving vertical water circulation as well as stabilising the temperature of the water throughout the ponds. Following the aeration of the ponds, we will carry out quality control tests on the water in the ponds to ensure that the pH level and salinity of the water is suitable for the stocking and growing of post larvae.

6. INFORMATION ON OUR GROUP (Cont'd)**(b) Receipt and stocking of post larvae**

We source our post larvae from local hatcheries that have the requisite certifications by relevant regulatory authorities, such as the myGAP Certificate and FQC. We will communicate with our suppliers to ensure that the post larvae supplied to us is cultivated using water with similar salinity levels to that of our ponds, to allow the post larvae to transition smoothly into our ponds upon stocking. Further, each purchase of post larvae received at the prawn farms is inspected and certified by our suppliers as being free of viruses and parasites (e.g. WSSV, IMNV, IHHNV, SHIV, HPV, EHP, yellow head virus and taura syndrome virus). We receive and store the post larvae in large aerated containers at the farms. As and when required, we may leverage the after-sales service provided by post larvae hatcheries to carry out additional tests on the water and soil in our ponds, in which the hatchery will collect random samples of water and soil from our ponds for external testing to ensure that the ponds are free of contaminants such as viruses and are thereby suitable for stocking.

Once we have determined that the water in our ponds meets our quality requirements, we will begin the process of transferring prawn post larvae into the ponds. We will add water from the ponds into the aerated containers in which the post larvae are stored to allow the post larvae to acclimatise to the conditions of the water in the ponds. Following this, we will gradually release the post larvae into the ponds. We will stock each pond with between 20 to 30 post larvae per m², depending on the dimensions of the pond being stocked.

(c) Growing of prawns or shrimp to marketable size

We grow the black tiger prawns in our ponds for a period of 100 to up to 250 days and we grow the vannamei shrimp in our ponds for a period of 70 to 120 days, depending on the desired marketable size of prawn to be achieved. Prawn feeding may be carried out manually or using an automatic feeder. Manual feeding is carried out four times daily using feeding trays. Automatic feeders gradually disperse feed throughout the pond and the quantity and size of the feed dispersed will be adjusted according to the requirements of the pond. We may also add probiotics, minerals and supplements to the feed or directly to the water in the ponds when required.

We will carry out visual quality control inspections on each pond on a daily basis, to analyse the colour, shell hardness and size of the prawns in each pond. In addition, we will collect one prawn from each pond daily for quality control testing, in which we will inspect the liver of the prawn using a microscope to analyse its health. We will adjust our pond management according to the results of our visual quality control inspections and quality control tests when needed. We will also discharge a portion of the water in our ponds and channel in new seawater into our ponds approximately once every week, to encourage moulting, which is essential for prawn growth. We discharge the water from our ponds into wastewater treatment outlets, in which we treat the wastewater using probiotics prior to releasing it into the environment. When discharging water from our ponds, we utilise nets to prevent any prawns from escaping from the pond alongside the discharged water.

Following a growth period of 50 days after stocking, we will commence carrying out sample harvests of 1 kg to 5 kg of prawns from each pond every 5 days to analyse the average daily growth of the prawns in each pond. The sample harvests are carried out using nets and the harvested prawns are released back into the ponds subsequent to analysis. Sample harvests enable us to adjust our pond management according to the requirements of the prawn population, evaluate the size of the prawn population in each pond, as well as plan our harvest cycles. We will commence batch harvesting when the average daily growth of a pond slows down, indicating that the pond has reached its carrying capacity.

6. INFORMATION ON OUR GROUP (Cont'd)**(d) Harvesting and delivery**

The harvesting process consists of batch harvesting and full harvesting. Generally, batch harvesting will commence around the 100-day mark from the date the post larvae are first added into the ponds and subsequent batch harvests will be scheduled based on the average daily growth of the prawns in the ponds. A full harvest will be conducted after 120 to 250 days.

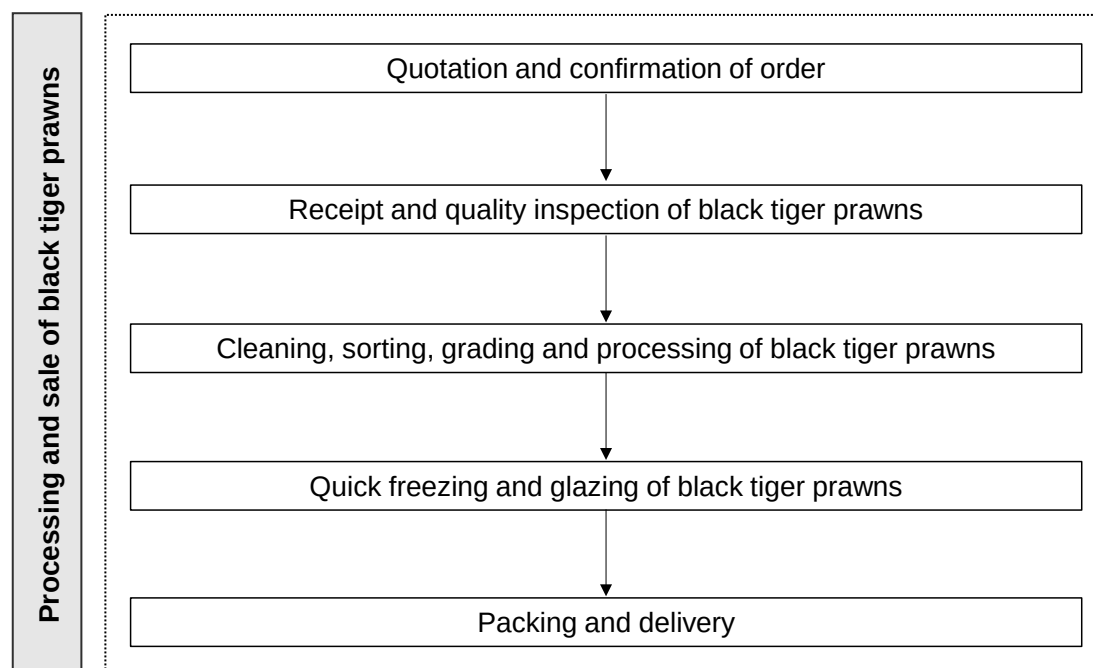
Batch harvests involve the harvesting of prawns which have reached a marketable size from a pond or harvesting of prawns from ponds in which average daily growth has slowed. This increases the growing space in the pond which allows the remaining prawns in the pond to maximise their growth. Batch harvests are carried out using hanging nets which are hung across the ponds from poles at each corner of the ponds, in which the nets are released and reeled in manually.

We carry out full harvests of the entire prawn population in a pond at the end of a growing period when majority of the prawn population in the pond has reach the desired marketable size. Full harvests involve harvesting using hanging nets and the gradual draining of water from our ponds until the water level in the ponds is too low to be reached using the hanging nets, following which the remaining prawns are harvested manually by hand. We clean our ponds after every full harvest in preparation of stocking of new post larvae.

For black tiger prawns to be sent to our Kapar Processing Facility for processing, we engage third party logistics services to carry out the delivery in live or chilled form in aerated tanks or in ice chilled tanks respectively.

For smaller sized black tiger prawns harvested from batch harvest for sale to local customers, following receipt of payment from our customers, our customers will arrange for their own transportation to collect the black tiger prawns from the farms we operate in live form and transport the prawns to their desired locations.

For vannamei shrimp, following receipt of payment from our customers, our customers will arrange for their own transportation to collect the vannamei shrimp from the farms we operate in live form and transport the prawns to their desired locations.

6. INFORMATION ON OUR GROUP (Cont'd)**6.5.3.2 Process flow for the processing and sale of black tiger prawns****(a) Quotation and confirmation of order**

Upon receiving enquiries from our customers, we will provide a quotation to our customer in accordance with the size and quantity of black tiger prawns required, the customer's packaging requirements, the customer's delivery location and the delivery schedule. We will issue a pro forma invoice to our customer to confirm the sales. Confirmed orders will be recorded into an order schedule for delivery planning.

(b) Receipt and quality inspection of black tiger prawns

We receive live or chilled black tiger prawns harvested from the farms we operate at our Kapar Processing Facility. During periods where maintenance work is undertaken at the prawn farms we operate, we will also procure chilled black tiger prawns from third party suppliers for processing at our Kapar Processing Facility. In addition, we may choose to procure black tiger prawns from third party suppliers as an alternative to sourcing black tiger prawns from the farms we operate, in order to expand the range of sizes and quantities of black tiger prawns offered by our Group beyond the constraints of the harvesting schedule and yield of the farms operated by our Group.

For live prawns, upon receipt, we will transfer the black tiger prawns into an ice bath in holding tanks which stuns the black tiger prawns. Incoming chilled black tiger prawns will be remained in the ice chilled tanks. Next, we will dip the black tiger prawns in a sulfiting agent to preserve the freshness and colour of the prawns.

Following this, we will carry out quality control inspections in the form of visual inspections and organoleptic tests on samples of black tiger prawns from each tank to evaluate the colour, appearance, odour and firmness of the prawns and identify any prawns with defects (e.g. breakage or decomposition of parts) or disease (e.g. discolouration which indicates disease).

6. INFORMATION ON OUR GROUP (Cont'd)**(c) Cleaning, sorting, grading and processing of black tiger prawns**

We transfer the black tiger prawns onto an automatic washing and sizing machine, in which the black tiger prawns are cleaned using filtered water while travelling along a conveyor. Subsequently, the black tiger prawns are sorted by size. Following this, we will manually grade the sorted black tiger prawns by weight and shell hardness.

For black tiger prawns to be supplied in frozen form, we manually carry out further processing of the sorted and graded black tiger prawns comprising de-heading and peeling, as needed according to our customer's requirements. We then manually arrange the processed black tiger prawns on trays in preparation for quick freezing. For black tiger prawns with soft shells, we will prepare the prawns for freezing in blocks, in un-peeled form. This prawn will be sold in blocks.

Throughout the cleaning, sorting, grading and processing of our black tiger prawns, we conduct periodic visual inspections on random samples of the black tiger prawns to ensure that each prawn meets our quality requirements, including uniformity of size and in arrangement for freezing. We also carry out periodic quality control inspections to ensure that the temperature of the black tiger prawns is maintained at 0 to 2 degrees Celsius.

(d) Quick freezing and glazing of black tiger prawns

We quick freeze our black tiger prawns on trays at negative 40 degrees Celsius for 2 to 3 hours, using blast freezers. Quick freezing serves to preserve the freshness of our black tiger prawns and provides them with a commercial shelf life of up to 24 months, if stored in the required refrigerated conditions.

Thereafter, the frozen prawns undergo glazing process, in which the frozen prawns are dunked quickly in filtered water to produce a thin protective layer of ice on the frozen prawns. The glaze minimises the risk of contact with the air and extends the durability of the frozen prawns by reducing oxidation and decaying process. The glaze also protects against minor temperature fluctuations or freezer burn during storage.

(e) Packing and delivery

We pack the frozen black tiger prawns on paper trays and transfer the trays into cold rooms for storage prior to delivery at a temperature of negative 21 to negative 25 degrees Celsius. Upon preparation for delivery, we cover the trays in our customer's required paper packaging which is pre-printed with our customers' brand, and seal the packaging with a table top conveyor wrapping machine. Following this, the sealed frozen prawns pass through metal detection machines to check for any presence of metal objects which may have been unintentionally dropped or left by workers in the packaged products. If any metal object is detected, the package containing the metal object will be returned to the packaging stage for inspection and re-packing.

After completing the metal detection test, the packages are stacked into carton boxes. The carton boxes are then transferred into our cold room facilities for storage at temperature of negative 21 to negative 25 degrees Celsius pending loading and delivery to the customers.

As and when requested by our customers, we will also pack other traded products procured from third party suppliers (i.e. vannamei shrimp, other seafood and/or prawn feed) for delivery to our customer alongside our black tiger prawns, as a complimentary service.

6. INFORMATION ON OUR GROUP (*Cont'd*)

We will load the cartons of frozen black tiger prawns and any other traded products into third party shipping containers for delivery in bulk to our customer's designated location, using third party logistics services. Following receipt of payment from our customer, we will issue a release order for the release of the shipping container to our customer from the respective port at our customer's designated location.

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6. INFORMATION ON OUR GROUP (Cont'd)**6.5.4 Technologies used**

Our Group uses the following technologies in our operations:

Technology	Description
Automatic feeding machine	A machine which functions in gradually distributing feed to ponds and improves the feed conversion ratio and cost efficiency for each pond by reducing wastage of feed
Automatic strapping machine	A machine which functions in automating the process of strapping bands around cartons in preparation for delivery and thereby increases the efficiency of the packaging process
Automatic washing and sizing machine	A machine which functions in automating the process of cleaning prawns using filtered water as well as sorting prawns by size, thereby reducing labour costs and minimising human error
Blast freezer	A freezer which functions in freezing trays of live prawns at low temperature and is capable of maintaining the freshness of frozen prawns
Cold storage systems	A cooling system comprising unit coolers, condensing units, insulated panels, insulated slabs and concrete floorings and airtight doors. The system functions in maintaining a consistent temperature to preserve the quality and shelf life of processed prawns
Electronic paddle wheel	A machine which functions in rapidly dissolving oxygen from the atmosphere into ponds as well as improving horizontal pond water circulation
Metal detection machine	A machine which functions in detecting the presence of metal objects
Quality control test kit	An equipment kit which is used in conducting quality control inspections and tests on our prawns, comprising a refractometer, microscope, dissection equipment (e.g. scissors and a scalpel), as well as physical and chemical parameter testers (e.g. alkalinity, ammonia and nitrite testers)
Table top conveyor wrapping machine	A machine which functions in automating the process of wrapping product in plastic packaging and thereby extends the shelf life of the product by preventing moisture, air and other contaminants from affecting the quality of the product during delivery
Wave maker	A machine which functions in rapidly dissolving oxygen from the atmosphere into ponds, improving vertical pond water circulation as well as stabilising water temperature throughout a pond

6. INFORMATION ON OUR GROUP (Cont'd)**6.5.5 Principal markets****(a) Geographical locations**

The breakdown of our revenue by geographical location for the Financial Periods Under Review is as follows:

Geographical location⁽¹⁾	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Malaysia	23,789	62.31	11,715	32.53	5,589	16.48	9,548	23.98	2,443	29.71
Overseas:										
China	13,100	34.31	21,463	59.60	19,881	58.63	19,358	48.61	5,084	61.82
South Korea	-	-	-	-	4,531	13.36	8,068	20.26	697	8.47
Taiwan	972	2.55	2,832	7.87	3,908	11.53	2,849	7.15	-	-
Australia	318	0.83	-	-	-	-	-	-	-	-
	14,390	37.69	24,295	67.47	28,320	83.52	30,275	76.02	5,781	70.29
Total revenue	38,179	100.00	36,010	100.00	33,909	100.00	39,823	100.00	8,224	100.00

Note:

(1) The breakdown of our revenue by geographical location is derived based on the billing address of our direct customers.

For the FYE 2021, our local sales were the largest revenue contributor as it contributed 62.31% to our Group's revenue. Following the appointment of Teoh Han Boon as the Managing Director of Wynntech Star in 2021, our Group expanded our export markets to various countries in the Asia-Pacific Region. Consequently, in FYE 2022, FYE 2023, FYE 2024 and FPE 2025, our export sales were the largest revenue contributor as they contributed 67.47%, 83.52%, 76.02% and 70.29% respectively to our Group's total revenue. During the Financial Periods Under Review, our Group derived revenue from 4 overseas countries for our export sales.

6. INFORMATION ON OUR GROUP (Cont'd)**(b) Revenue segmentation**

Majority of the black tiger prawns harvested through our farming of prawns segment are sent to our Kapar Processing Facility for our processing and sale of black tiger prawns segment. As such, the disclosure of the breakdown of our revenue by product type is more meaningful as opposed to the breakdown of our revenue by business segment.

The breakdown of our revenue by products for the Financial Periods Under Review is as follows:

	FYE 2021		FYE 2022		Audited FYE 2023		FYE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Frozen black tiger prawns										
- Head-on and shell-on black tiger prawns	25,070	65.67	28,284	78.54	28,792	84.91	31,587	79.32	6,241	75.89
- Headless and peeled black tiger prawns	1,597	4.18	7	0.02	981	2.89	514	1.29	-	-
	26,667	69.85	28,291	78.56	29,773	87.80	32,101	80.61	6,241	75.89
Live prawns										
- Black tiger prawns	6,980	18.28	5,151	14.31	4,086	12.05	7,698	19.33	1,983	24.11
- Vannamei shrimps ⁽¹⁾	3,451	9.04	1,530	4.25	(2)-	-	(2)-	-	(2)-	-
	10,431	27.32	6,681	18.56	4,086	12.05	7,698	19.33	1,983	24.11
Others ⁽³⁾	1,081	2.83	1,038	2.88	50	0.15	24	0.06	-	-
	38,179	100.00	36,010	100.00	33,909	100.00	39,823	100.00	8,224	100.00

Notes:

- (1) Comprises live vannamei shrimp farmed by our Group.
- (2) There were no sales of live vannamei shrimp farmed by our Group in FYE 2023, FYE 2024 and FPE 2025.
- (3) Comprises mainly trading of vannamei shrimps, other seafood and prawn feed procured from third party suppliers.

During the Financial Periods Under Review, revenue from our processing and sale of black tiger prawns segment was the largest revenue contributor as it contributed 69.85%, 78.56%, 87.80%, 80.61% and 75.89% respectively to our Group's total revenue.

6. INFORMATION ON OUR GROUP (Cont'd)**6.5.6 Significant products/services introduced**

Save for the Contract Farming Agreement as disclosed in Section 6.5.13(a) below, there are no other significant products/services introduced or to be introduced by our Group as at the LPD.

Pursuant to the Contract Farming Agreement, WTU Aqua is appointed by SWL Enterprise to manage and operate prawn farming activities at the Penor Farm in return for the exclusive rights to purchase the prawns harvested from the Penor Farm. This represents a new service introduced by our Group as compared to the arrangements of our other farms, which are either rented (Lot 26430 and Lot 26431 of Tanjung Karang Farm 1), operating with a TOL (Tanjung Karang Farm 2) and on a joint venture/collaboration with other parties (Tanjung Karang Farm 3 and Marang Farm).

6.5.7 Competitive strengths**(a) We have integrated capability in prawn farming and processing, allowing us to have control of the supply chain, which ensures consistent supply and timely delivery of products**

We are able to secure the supply of black tiger prawns through our direct involvement in both the farming and processing of black tiger prawns. We are able to maintain a consistent supply of black tiger prawns throughout the year to fulfil our sales orders due to the following:

- We are able to grow black tiger prawns in regulated ponds at our farms throughout the year and our experience in prawn aquaculture enables us to manage our prawn farming activities effectively to meet seasonal demand and to accommodate slowdowns in production during monsoon seasons;
- We source the black tiger prawns processed at our Kapar Processing Facility mostly from our own farms and thereby we are not reliant on third party suppliers for our supply of black tiger prawns. During FYE 2021, FYE 2022, FYE 2023, FYE 2024 and FPE 2025, black tiger prawns procured from third party suppliers comprised 35.71%, 48.79%, 25.62%, 21.60% and 19.36% of the black tiger prawns processed at our Kapar Processing Facility respectively;
- We are able to source black tiger prawns from third party suppliers to supplement the prawns harvested from our farms as well as to expand the range of sizes and quantities of black tiger prawns offered by our Group beyond the constraints of the harvesting schedule and yield of our farms, thereby enhancing our Group's ability to cater to diverse customer order specifications;
- Our processing facility is equipped with cold rooms for the storage of frozen black tiger prawn inventory to meet demand during periods of production slowdown due to weather conditions or other unexpected external factors; and
- We are able to control our prawn farming activities, particularly the timing and quantity of our prawn harvests, to correspond with our sales orders, enabling us to maintain sufficient inventory of black tiger prawns and minimise the wastage of prawns harvested.

Our ability to maintain a consistent supply of black tiger prawns throughout the year allows us to be trusted as a preferred black tiger prawns supplier. Further, we are able to price our products competitively while maintaining healthy margins as we have full control of the cost of farming and processing, and we have direct engagement with our customers to gauge market demand.

6. INFORMATION ON OUR GROUP (Cont'd)**(b) We have proven capabilities in producing quality black tiger prawns, as attested by our ability to meet locally and internationally recognised quality standards**

Our capability in consistently producing quality black tiger prawns is crucial to creating customer satisfaction, building confidence in our customers and fostering customer loyalty. As such, we ensure that we are able to deliver black tiger prawns which meet market expectations for a premium seafood product by implementing farming and processing practices and quality control procedures which comply with local and international standards. Our black tiger prawn farming processes comply with the requirements of the Malaysian Standard for Good Aquaculture Practice (i.e. MS 1998:2017), as attested by our myGAP certifications awarded by the DOF. In addition, our direct involvement in farming our black tiger prawns enables us to ensure that our black tiger prawns are harvested upon reaching the specific sizes which are in demand in the market and hence required by our customers.

Further, our black tiger prawns are also processed according to the requirements of locally and internationally recognised standards comprising the MOH's GMP, MeSTI and HACCP standards (as attested by the respective certifications awarded to our Group) as well as the Fisheries (Quality Control of Fish for Export to the European Union) Regulations 2009 (as attested by the FQC awarded to our Group by the DOF).

Through our compliance with locally and internationally recognised standards in both our prawn farming and prawn processing activities, we are able to provide our customers with confidence in the premium quality of our black tiger prawns. Moreover, our direct involvement in the farming of our black tiger prawns provides us with a competitive edge in the market as increasing food safety awareness has given rise to a growing preference amongst customers to purchase prawns from suppliers which are involved in farming the prawns which they supply and thus are able to ensure that the prawns were produced in compliance with relevant food safety requirements. As such, our Group well-positioned to expand our market reach and our customer base. Please refer to Section 6.5.2 of this Prospectus for further details on our quality control procedures and quality certifications.

(c) We have a well-established history of 15 years in the prawn aquaculture industry and a portfolio of direct export customers

We have a well-established history of 15 years in the prawn aquaculture industry since the commencement of our business operations in 2009. Our proven track record as a vertically integrated black tiger prawn supplier is evidenced from the expansion of our business operations from the farming of black tiger prawns to include the processing and sale of black tiger prawns, over the years. We have been involved in the farming of black tiger prawns since 2009, and in the processing of black tiger prawns since 2016. As at the LPD, we operate 149 ponds across 5 coastal prawn farms located in Tanjung Karang in the state of Selangor, Kuantan in the state of Pahang and Marang in the state of Terengganu, as well as a prawn processing plant in Kapar in the state of Selangor with estimated maximum annual processing capacity of 684 tonnes.

Our Group has established a customer base comprising numerous direct overseas customers. During the Financial Periods Under Review, we have exported our black tiger prawns to 13, 13, 11, 12 and 5 overseas customers respectively from a total of 4 countries in the Asia-Pacific region. Selling to a diverse portfolio of B2B customers across different regions allows us to distribute risk, reducing dependence on any single market or customer segment.

6. INFORMATION ON OUR GROUP (Cont'd)

Our customers comprise B2B customers such as seafood wholesalers. We do not sell directly to end-consumers. Our B2B customers often require large quantities of products, allowing for bulk sales that can streamline production and distribution processes, leading to economies of scale and cost efficiencies. Further, exporting to B2B customers opens up access to global markets, providing opportunities for us to expand beyond domestic markets and reducing dependence on local market conditions to purchase premium seafood products.

Over the years, we have built trusted relationships with our customers which enable our Group to continue to grow our sales. We work closely with our customers to plan the timing of harvesting, processing and delivery of our products to meet their orders on a timely basis.

Further, during FYE 2021, FYE 2022, FYE 2023, FYE 2024 and FPE 2025, our export sales contributed to 37.69%, 67.47%, 83.52%, 76.02% and 70.29% of our Group's total revenue respectively. Further details on our geographical market coverage are as set out in Section 6.5.5 of this Prospectus.

Our success in securing sales from international customers is a testament to the strength of our sales and marketing team as well as the quality of our products and customer service levels, which provide confidence to our customers. Our growing reputation will in turn attract more business opportunities in overseas markets and enhance our international presence and financial performance.

(d) We have an experienced management team with substantial industry experience

Our Group is led by an experienced management team with vast experience in the aquaculture industry, as well as in-depth experience in their respective fields, key expertise and knowledge of our business operations.

Our Managing Director, Teoh Han Boon, has more than 28 years of experience in the aquaculture industry. His industry knowledge is instrumental in steering the overall strategic direction and business development of our Group. He leads our Group together with our Executive Director, Low Saw Cheng, who has more than 20 years of experience in finance, human resources and administration.

They are supported by our key senior management team, as follows:

Name	Designation	Years of relevant working experience⁽¹⁾
Tee Wei Zun	Sales Manager	8
Chua Lee Fei	Financial Controller	9
Kor Sin Loong	Farm Manager cum Deputy Sales Manager	23

Note:

- (1) The years of relevant working experience reflect the experience relevant to their respective work scope, or relevant to the aquaculture industry, whichever is relevant, up to the LPD.

Our management team has in-depth knowledge and capabilities as a result of their years of experience in their respective fields. Our management team has played a vital role in promoting our growth and future expansion, and will continue to contribute to our growth in the future. Please refer to Section 5.2.1 and 5.3.1 of this Prospectus for the profiles of our Executive Directors and key senior management.

6. INFORMATION ON OUR GROUP (Cont'd)

6.5.8 Seasonal or cyclical effects

Our Group's operations and sales are subject to seasonal fluctuations annually. We typically experience higher demand for our products closer to major festive periods such as Chinese New Year and the year-end festive period.

Further, black tiger prawn production activities may be affected by continuous rain during the monsoon seasons, particularly during the second half of the year. During the Financial Periods Under Review, our business operations and financial performances have not been affected by any material shortage of prawn post larvae supply and/or slowdown in farming activities.

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6. INFORMATION ON OUR GROUP (Cont'd)**6.5.9 Types, sources and availability of inputs**

Our purchases primarily comprise feed, black tiger prawns, packaging materials, prawn post larvae, pond treatments and third party logistics services. The breakdown of our Group's purchases during the Financial Periods Under Review are as follows:

Supplies	FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Feed	6,508	35.30	4,327	26.99	8,607	41.56	6,851	42.67	988	37.71
Black tiger prawns ⁽¹⁾	6,065	32.89	7,688	47.96	7,286	35.18	5,301	33.02	752	28.70
Post larvae	1,138	6.17	655	4.09	1,045	5.05	943	5.87	270	10.31
Pond treatments	856	4.64	1,044	6.51	1,256	6.06	883	5.50	255	9.73
Packaging materials	2,077	11.27	956	5.97	1,614	7.79	1,126	7.01	154	5.88
Third party logistics services	727	3.94	765	4.77	835	4.03	892	5.56	134	5.11
Others ⁽²⁾	1,068	5.79	595	3.71	68	0.33	59	0.37	67	2.56
Total purchases	18,439	100.00	16,030	100.00	20,711	100.00	16,055	100.00	2,620	100.00

Notes:

- (1) Purchase of black tiger prawns from third party suppliers, including the prawns purchased from SWL Enterprise under our Contract Farming Agreement since 1 January 2024, whereby WTU Aqua has exclusive rights to purchase all prawns harvested from Penor Farm. Please refer to Section 6.5.13(a) of this Prospectus for the salient terms of the Contract Farming Agreement.
- (2) Purchase of seafood (e.g. cuttlefish and crab) for sale to customers upon request, subcontracted quality control testing services, ice and electronic paddle wheels. The individual contribution of each of these supplies to our Group's purchases during the Financial Periods Under Review was less than 0.50%.

Our Group has not encountered any major disruptions in the purchase of feed, black tiger prawns, prawn post larvae, pond treatments, packaging materials, and third party logistics services during the Financial Periods Under Review. During the Financial Periods Under Review, we have not experienced any material impact on our financial performance as a result of the fluctuation in the cost of our feed, black tiger prawns, prawn post larvae, pond treatments, packaging materials, and third party logistics services.

6. INFORMATION ON OUR GROUP (Cont'd)

6.5.10 Sales and marketing

Our Group has a dedicated team to manage the sales and marketing activities, including promotion and marketing of our products to enhance our presence and recognition in the market as the preferred black tiger prawn supplier in Malaysia.

We leverage on digital marketing to increase our market visibility on the internet through initiatives such as digital advertising, search engine optimisation services and search engine marketing. We utilise search engine optimisation services to increase the visibility of our corporate website by providing immediate searchable information on our Group as well as the details on our products and services to attract potential customers. We place digital advertisements to promote our products on social media platforms. Our social media pages are managed by our in-house team which is led by our Sales Manager, to generate promotional contents for our social media pages (e.g. Facebook, YouTube, Instagram, Tiktok, Douyin and Xiaohongshu) to increase awareness of our products.

To further increase our brand awareness and drive traffic to our websites (i.e. <https://www.camaroe.com.my>) and social media pages:

- (a) We utilise pay per impression or pay per click advertising across search engines (e.g. Google) and social media platforms (e.g. Facebook, YouTube, Instagram, Tiktok and Xiaohongshu); and
- (b) We utilise the following digital marketing strategies with Google:
 - Search engine optimisation, where it enables maximisation of traffic to our online platforms through high ranking of our online platforms on Google search results; and
 - Search engine marketing, where it increases the visibility of our product advertisements on Google search results when consumers search for product keywords.

Leveraging on our integrated capability from prawn farming to processing, our sales and marketing strategy is to reach out and sell to direct customers, focusing on seafood importers, wholesalers and distributors. We work closely with our customers where we cater to their demands, growing together with them by supporting them while securing repeat orders that meet their requirements, which internally also facilitates planning and production schedules.

We secure new customers through direct approach with potential customers by introducing our product offerings as well as our capabilities in farming and processing black tiger prawns. As part of our direct approach, we also market our capability to work closely with our customers to plan the timing of the harvesting, processing and delivery of our black tiger prawns to meet their orders on a timely basis. In addition, we also secure new customers through general word-of-mouth referrals, which is a testament to the quality of our black tiger prawns.

6.5.11 Major approvals, licences and permits

Kindly refer to **Appendix I** for further details of our major approvals, licences and permits.

6. INFORMATION ON OUR GROUP (Cont'd)**6.5.12 Intellectual property rights**

Our Group has applied for a number of our trademarks to be registered with the Intellectual Property Corporation of Malaysia. Details of our trademarks that we have applied to be registered as at the LPD are set out below:

No.	Registered Owner	Type of intellectual property rights	Illustration	Application / Trademark No	Class Description /	Status/ Registration date / Renewal due date
1.	Wynntech Star	Trademark		TM2019001389	Class 29 / fresh frozen shrimps; frozen seafood; frozen seafood products; frozen cooked fish	Registered / 11 January 2019 / 11 January 2029

Our Group's business and profitability are not dependent on any trademark as we have established a strong presence in the industry, where we have developed business relationships with industry players attributable to the quality of our products. Our Group will be able to continue its business operation and generate revenue through its business relationships and as such, we will not be affected in the event of any non-approval of registration of trademark.

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6. INFORMATION ON OUR GROUP (Cont'd)**6.5.13 Dependency on contracts, intellectual property rights, licences or processes**

As at the LPD, save as disclosed below, our Group's business or profitability is not materially dependent on any contracts, intellectual property rights, licences and permits, and production or business processes.

- (a) On 1 January 2024, WTU Aqua entered into the Contract Farming Agreement with SWL Enterprise in which SWL Enterprise appoints WTU Aqua to manage and operate prawn farming activities at the Penor Farm. The details of the Contract Farming Agreement are as follows:

Matter	Salient Terms
Commencement and Duration	The Contract Farming Agreement shall be valid for a period of two (2) years with an option to renew for a further period of three (3) years, provided that the SWL Enterprise's tenancy agreement with PPKK is subsequently renewed. WTU Aqua shall provide a written notice of their intention to renew the Contract Farming Agreement at least six (6) months prior to the expiry of the initial term.
SWL Enterprise's Responsibilities	Upon request being made by WTU Aqua, SWL Enterprise shall provide necessary support and assistance ⁽ⁱ⁾ to WTU Aqua to ensure smooth operation of breeding, cultivating and harvesting of prawns on Penor Farm. SWL Enterprise shall comply and fulfil obligations stated under the tenancy agreement with PPKK and shall within six (6) months prior to the expiry of the current tenancy agreement, renew the tenancy agreement with PPKK for an additional term of not less than three (3) years. SWL Enterprise shall grant WTU Aqua the right to access Penor Farm for prawn farming on Penor Farm during the tenure of this Contract Farming Agreement and not interfere with the day-to-day management, development and operation of Penor Farm, provided that WTU Aqua shall provide SWL Enterprise regular progress reports of the development and operation of Penor Farm.
Financial Terms	The parties agreed that WTU Aqua shall have exclusive rights to purchase all prawns harvested from Penor Farm at all cost and expenses (inclusive of taxes) in relation to breeding, cultivating and harvesting of prawns on Penor Farm, together with any costs related to the operation of Penor Farm including but not limited to reconstructing, maintenance and restoration of the pond and infrastructure and facilities on Penor Farm and purchasing or leasing machinery and equipment by WTU Aqua⁽ⁱⁱ⁾, plus a ten percent (10%) mark up, subject to a total markup not exceeding of RM120,000 per year. For avoidance of doubt, all harvest schedules, delivery terms, inspection and criteria shall be at WTU Aqua's discretion. In the event of changes in market conditions, both parties agree to negotiate the selling price in good faith. Any renegotiated terms shall be in writing and signed by both SWL Enterprise and WTU Aqua.

6. INFORMATION ON OUR GROUP (Cont'd)

Matter	Salient Terms
	WTU Aqua shall be reimbursed by SWL Enterprise for all costs incurred by WTU Aqua for the breeding, cultivating and harvesting of prawns. The reimbursement amount shall be agreed by both SWL Enterprise and WTU Aqua.
Representations and Warranties	SWL Enterprise and WTU Aqua acknowledge that they have entered into the Contract Farming Agreement in full reliance on the representations and warranties by SWL Enterprise and WTU Aqua in the following terms and now represent and warrant that the sale of all harvested prawns shall be exclusive to WTU Aqua and SWL Enterprise shall not, during the term of the Contract Farming Agreement, enter into any agreements, discussion and/or negotiation pertaining to the sale of the harvested prawns with any third parties.
Termination	Each of the following events shall constitute an event of default: (a) WTU Aqua fails to pay any sum payable under the Contract Farming Agreement when due or otherwise in accordance with the provisions hereof or thereof; (b) WTU Aqua or SWL Enterprise commit a breach of any of the provisions of the Contract Farming Agreement; (c) any law, regulation, judgment or order suspends, varies, terminates or excuses performance by SWL Enterprise or WTU Aqua of any of its obligations under the Contract Farming Agreement; (d) a petition is presented, or a proceeding is commenced or an order is made, in relation to the winding up of any party; or (e) the Contract Farming Agreement ceases for any reason to be in full force and effect or is terminated or becomes invalid or unenforceable or if there is any dispute regarding the same or if there is any purported termination of the same or it becomes impossible or unlawful for SWL Enterprise and WTU Aqua to perform any of its obligations thereunder to exercise all or any of its rights, powers and remedies thereunder. If the defaulting party ("Defaulting Party") fails to remedy the relevant default or breach within ten (10) business days or such extended period as may be allowed by the non-defaulting party ("Non-Defaulting Party") in writing after being given notice by the Non-Defaulting Party, to rectify such breach, the Non-Defaulting Party may elect to terminate the Contract Farming Agreement and claim damages or pursue its action as stated under the Contract Farming Agreement. Either party shall be entitled to claim specific performance of the Contract Farming Agreement against the other party and for this purpose the parties hereby agree that an alternative remedy of monetary compensation shall not be regarded as sufficient compensation for such other party's default in the performance of the terms and conditions of the Contract Farming Agreement.

6. INFORMATION ON OUR GROUP (Cont'd)

Matter	Salient Terms
No Assignment	WTU Aqua and SWL Enterprise shall not assign or transfer its rights, benefits or obligations hereunder (whether in whole or in part) to any other party without the prior written consent of the parties.

Notes:

- (i) SWL shall at all times ensure that the Penor Farm is eligible and authorised by local authorities for the conduct of prawn farming activities. In addition, SWL shall ensure that WTU Aqua has access to the farm's facilities, tools and equipment required to conduct its operations smoothly and effectively.
 - (ii) The total costs incurred for prawn farming are determined based on the direct and indirect expenses incurred at Penor Farm, which includes, among others, the feed and fry costs, labour costs, utilities, repair and maintenance of pond and equipment and other operational expenses (such as petrol and diesel expenses).
- (b) On 8 August 2018, WTU Aqua entered into the Tanjung Karang Farm 3 Agreement. The details of the Tanjung Karang Farm 3 Agreement are as follows:

Matter	Salient Terms
Duration of Project	of The duration of the project shall be a maximum of three (3) terms of three (3) years each, for an aggregate of nine (9) years, commencing from 15 August 2018. The first term commences on 15 August 2018 and terminates on 14 August 2021 ("First Term"), the second term commences on 15 August 2021 and terminates on 14 August 2024 ("Second Term"), and the third term shall commence on 15 August 2024 and terminate on 14 August 2027 ("Third Term"). Notwithstanding anything to the contrary contained in the Agreement, after the expiry of the First Term, either party retains the right and shall at liberty at any time to withdraw from this collaboration upon giving the other not less than three (3) months' notice of its decision to end this collaboration and such withdrawal shall result in the termination of the Tanjung Karang Farm 3 Agreement and the right granted to WTU Aqua to occupy and operate on Tanjung Karang Farm 3 without having to pay compensation to the other. Either party shall also have the liberty not to enter into the Second Term or Third Term without having to pay compensation to the other.
Payment and Sharing of Profits	Pristine Agrofood Sdn Bhd and WTU Aqua have agreed that the first 20% of the net profits of this project is to be given to the farm manager appointed by WTU Aqua from time to time during the term of the project for managing the day-to-day activities and operation of the project and balance net profit of 80% to be shared in the following ratio:

6. INFORMATION ON OUR GROUP (Cont'd)

Matter	Salient Terms

Duration	Pristine Agrofood Sdn Bhd	WTU Aqua
Agreed ratio for first 54 months	30%	70%
Agreed ratio for subsequent 54 months	35%	65%

The Operator's Duty and Obligations WTU Aqua hereby agrees, undertakes and covenants with Pristine Agrofood Sdn Bhd that it shall not lease, rent, sell, charge or otherwise encumber, assign or part with possession of Tanjung Karang Farm 3 or any part of Tanjung Karang Farm 3.

Termination by the Company If WTU Aqua:

- (a) enters into liquidation (other than a voluntary liquidation for the purposes of amalgamation or reconstruction) or suffers or allows any execution whether legal or equitable to be levied on its property or be obtained against it; or
- (b) abandons the project; or
- (c) without reasonable excuse, fails to commence, develop and undertake the project or suspends the project for a period exceeding 30 days after receiving from Pristine Agrofood Sdn Bhd and/or Pristine Agrofood Sdn Bhd's representative written notice to proceed; or
- (d) cause, permit or suffer to be issued in satisfaction of any decree judgment or other order given or to be given against WTU Aqua any notice of garnishment binding on any of the machinery and/or equipment of WTU Aqua used for the project; or
- (e) causes a notice of default or the like to be issued by the landowners; or
- (f) assigns or sub-contractors any part of this Agreement to any other parties;

then in such event, Pristine Agrofood Sdn Bhd may give written notice of the default, allowing 30 days for WTU Aqua to remedy it. If WTU Aqua fails to rectify the default within this period, Pristine Agrofood Sdn Bhd shall forfeit all rental payments and deposits and terminate the Agreement, provided the notice is reasonable. Upon termination, WTU Aqua shall return possession of Tanjung Karang Farm 3, and Pristine Agrofood Sdn Bhd shall deal with Tanjung Karang Farm 3 as it sees fit, without further notice to WTU Aqua.

- (c) On 7 December 2021, WTU Aqua entered into the Joint Venture Agreement with RISB, in which RISB appoints WTU Aqua to develop the necessary infrastructure for prawn farming activities (such as development of the ponds) as well as oversee the day-to-day operations of the prawn farming activities (including stocking and monitoring the growth of the prawns as well as maintaining water quality of the ponds) at Marang Farm. The details of the Joint Venture Agreement are as follows:

6. INFORMATION ON OUR GROUP (Cont'd)

Clause No	Salient Terms				
Joint Venture	RISB shall not assign or enter into any joint ventures/partnerships with any party without the written consent of WTU Aqua. WTU Aqua shall pay an annual rental fee for the shrimp ponds amounting to RM96,000 per year as the annual rental fee.				
Consideration for the Joint Venture	RISB and WTU Aqua agree that 20% of the net profits of the joint venture will be given to the farm manager⁽ⁱ⁾, while the remaining 80% of the net profits will be divided between RISB and WTU Aqua based on the following percentages: <table border="1"> <tr> <td>RISB</td><td>20%</td></tr> <tr> <td>WTU Aqua</td><td>80%</td></tr> </table>	RISB	20%	WTU Aqua	80%
RISB	20%				
WTU Aqua	80%				
Duration of the Joint Venture	The parties agreed that the duration of the joint venture is for a period of ten (10) years or any extended period agreed upon by both parties, RISB with KOPFLIN or any agreed upon extension period by RISB and WTU Aqua.				
Termination	The parties in this Joint Venture Agreement have the right to issue written notice to the defaulting party ("Defaulting Party") to terminate this Joint Venture Agreement if the Defaulting Party commits the following: (a) If the Defaulting Party has committed or allowed any possibility of a serious and ongoing breach related to the performance of this Joint Venture Agreement and the obligations that must be carried out and followed by the parties; without making any remedy (if allowed) for such a breach within seven (7) business days after the notice of the breach (to provide a remedy) has been given to the Defaulting Party; or (b) If there is any court order or resolution (in effect) for the winding up of the Defaulting Party, other than in the process of restructuring or corporate merger; or (c) If the Defaulting Party will be dissolved or wound up; or (d) If a receiver has been appointed to manage or any party claiming the claimants' rights. Despite any other provisions in this Joint Venture Agreement, this Joint Venture Agreement shall remain in full force and effect, as necessary to fulfil and give effect to any rights, obligations, or liabilities that arose prior to the termination of this Joint Venture Agreement. The termination of this Joint Venture Agreement for any reasons specified in this Joint Venture Agreement shall not release any party (in this Joint Venture Agreement) from any liabilities that arise from this Joint Venture Agreement for any liabilities that arise before or after the termination of this Joint Venture Agreement due to acts or omissions that led to such termination or any liabilities arising under this clause.				

Note:

- (i) Farm manager refers to an employee hired by our Group to oversee and management our prawn farming operations at Marang Farm.

6. INFORMATION ON OUR GROUP (Cont'd)

6.5.14 Research and development

As at the LPD, our Group does not carry out research and development activities and we rely on our suppliers and third party laboratory to conduct laboratory tests on our farmed prawns. Upon our Listing, our Group intends to utilise RM1.00 million of our IPO proceeds to establish an internal biotechnology department to carry out laboratory testing and conduct R&D activities for the enhancement of our prawn farming activities. The in-house biotechnology department will focus on laboratory testing and conducting R&D activities related to the usage of probiotics and supplements for prawn farming activities. Please refer to Section 4.9.1(ii) and 6.7(b) of the Prospectus for further details on our proposed biotechnology department.

6.5.15 Regulatory requirements and environmental issues

Our Group's business operations are subject to the following laws and regulations:

(a) Local Government Act 1976 ("LGA 1976")

The LGA 1976 is enacted to address the laws concerning local governance in Peninsular Malaysia. Presently, the Group's business activities in Malaysia are carried out in Selangor, Terengganu and Pahang and as such, we come under the jurisdiction of Majlis Perbandaran Kuala Selangor, Majlis Bandaraya Diraja Klang, Majlis Daerah Marang and Majlis Bandaraya Kuantan:

- (i) The Licensing of Trades, Businesses and Industries (Kuala Selangor District Council) By-Laws 2007 ("**Kuala Selangor By-Laws**") provides that no person shall operate any activity of trade, business and industry or use any place or premise in the local area of Kuala Selangor for any activity of trade, business and industry without a licence issued by the licensing authority. Any person who contravenes any provisions of the Kuala Selangor By-Laws commits an offence and shall, on conviction be liable to a fine not exceeding RM2,000 or to imprisonment for a term not exceeding 1 year or to both and in the case of a continuing offence to a fine not exceeding RM200 for each day during which such offence is continued after conviction.
- (ii) The Licensing of Trades, Businesses and Industries (Klang Municipal Council) By-Laws 2007 ("**Klang By-Laws**") provides that no person shall operate any activity of trade, business and industry or use any place or premise in the local area of Klang for any activity of trade, business and industry without a licence issued by the licensing authority. Any person who contravenes any provisions of the Klang By-Laws commits an offence and shall, on conviction be liable to a fine not exceeding RM2,000 or to imprisonment for a term not exceeding 1 year or to both and in the case of a continuing offence to a fine not exceeding RM200 for each day during which such offence is continued after conviction.
- (iii) The Licensing of Trades, Businesses and Industries (Marang District Council) By-Laws 2013 ("**Marang By-Laws**") provides that no person shall operate any form of trade, business or industry in any place or premise within the area of Marang without a licence issued by the licensing authority. Any person who contravenes any provisions of the Marang By-Laws commits an offence and shall, on conviction be liable to a fine not exceeding RM2,000 or to imprisonment for a term not exceeding 1 year or to both and a fine not exceeding RM200 for each day during which such offence is continued after conviction.

6. INFORMATION ON OUR GROUP (Cont'd)

- (iv) The Licensing of Trade, Business and Industries (Kuantan Municipal Council) By-Laws 1983 ("**Kuantan By-Laws**") provides that no person shall use any place or premises, within the Kuantan Municipal Council for any trade, business or industry of which fees have been prescribed in the schedule without a licence in that behalf issued by the president of the Kuantan Municipal Council under the Kuantan By-Laws. Any person who contravenes any of the provisions of the Kuantan By-Laws is guilty of an offence and is liable on conviction to a fine not exceeding RM2,000 or to a further fine not exceeding RM200 for each day during which the offence is continued after conviction.

Camaroe Aquaculture has been operating at Tanjung Karang Farm 1 without a business licence since the commencement of business operation on 5 May 2009. On 28 February 2024, Camaroe Aquaculture has applied the business licence and on 22 March 2024, Camaroe Aquaculture has obtained the business licence from Majlis Perbandaran Kuala Selangor.

Farmerex has been operating at Tanjung Karang Farm 2 without a business licence from the date of commencement of business operation on 12 January 2017. On 2 April 2024, Farmerex has applied the business licence and on 21 May 2024, Farmerex has obtained the business licence from Majlis Perbandaran Kuala Selangor.

WTU Aqua has been operating at Marang Farm, Tanjung Karang Farm 3 and Penor Farm without a business licence from the date of commencement of business operation on 7 December 2021, 8 August 2018 and 1 January 2017, respectively. On 9 April 2024, 28 February 2024 and 17 April 2024, WTU Aqua has applied the business licences and on 9 June 2024, 22 March 2024 and 17 April 2024, WTU Aqua has obtained the business licences from Majlis Daerah Marang, Majlis Perbandaran Kuala Selangor and Majlis Bandaraya Kuantan, respectively.

Wynntech Star has been operating without a business licence at Kapar Processing Facility located as follows:

Kapar Processing Facility	Period
28, Jalan Meru Indah 20, Taman Perindustrian Meru Indah, 42200 Kapar, Selangor	1 January 2017 to 25 July 2017
30, Jalan Meru Indah 20, Taman Perindustrian Meru Indah, 42200 Kapar, Selangor	5 July 2016 to 25 July 2017
32, Jalan Meru Indah 20, Taman Perindustrian Meru Indah, 42200 Kapar, Selangor	19 April 2019 to 26 October 2022

Wynntech Star has applied the business licences and on 26 July 2017 and 27 October 2022, Wynntech Star has obtained the business licences from Majlis Bandaraya Diraja Klang.

Save as disclosed above, the Group has been in compliance with the abovementioned provisions under the respective by-laws throughout the Financials Periods Under Review and up to the LPD. As at the LPD, the Group holds and maintains valid business licences for all its operating business premises.

6. INFORMATION ON OUR GROUP (Cont'd)

(b) Fish Marketing Rules 2010 ("FMR 2010")

The FMR 2010 is enacted to regulate, amongst others, the marketing of fish (which includes other aquatic life as defined under the Lembaga Kemajuan Ikan Malaysia Act 1971) particularly through the licensing of wholesalers, retailers, fish-processors, importers and exporters.

The FMR 2010 provides that no person shall:

- (i) operate any place other than the fish marketing place specified by the Fisheries Development Authority of Malaysia ("LKIM") by notification in the Gazette as a wholesale fish market or retail fish market, unless an application with LKIM is made to register the place as a wholesale fish premises or a retail fish premises;
- (ii) have fish dealings unless at a wholesale fish premises or a retail fish premises which has been registered with LKIM;
- (iii) import or export any fish without a licence; and
- (iv) process any fish without a licence.

Failure to do so would constitute an offence and render a person to be liable on conviction to a fine not exceeding RM25,000 and, for a second or subsequent offence, to a fine not exceeding RM50,000.

Our Group is in compliance with the abovementioned provisions under the FMR 2010 throughout the Financial Periods Under Review and up to the LPD. In addition, as at the LPD, Wynntech Star holds valid licence to trade, import, export and process fish, issued by LKIM.

(c) Street, Drainage and Building Act 1974 ("SDBA 1974") and the Selangor Uniform Building By-Laws 1986 ("UBBL 1986")

The SDBA 1974 is enforced by the local authorities of Peninsular Malaysia and it provides for the requirement of having a CCC for the occupation of any building or any part thereof. The CCC shall be issued by a principal submitting person, in accordance with the time, manner and procedure for the issuance thereof as prescribed by this act or any by-laws made thereunder. Principal submitting person is a qualified person who submits building plans to the local authority for approval and includes any other qualified person who takes over the duties and responsibilities of or acts for the first mentioned qualified person.

Pursuant to UBBL 1986, temporary permit for a limited period may be issued by the local authority for the erection of a builders' working shed or a store or other shed to be used in connection with building works.

No person shall occupy or permit to be occupied any building or any part thereof unless a CF, a partial CF or a temporary CF has been issued under the UBBL 1986 for such building and any failure to comply with the UBBL 1986 shall render such person liable to prosecution under the SDBA 1974.

Pursuant to the SDBA 1974, any person who occupies or permits to be occupied any building or any part thereof without a CF or CCC shall be liable on conviction to a fine not exceeding RM250,000 or to imprisonment for a term not exceeding 10 years or to both.

6. INFORMATION ON OUR GROUP (Cont'd)

Section 70(1) of the SDBA 1974 provides that no person shall erect any building without the prior written permission of the local authority. Section 70(13)(d) of the SDBA 1974 further provides that any person who fails to comply with any lawful order or written direction of the local authority or with any term or condition attached by the local authority to any modification or waiver of any of the requirements of any by-law shall be liable on conviction to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding 3 years or to both and shall also be liable to a further fine of RM1,000 for every day during which the offence is continued after conviction.

Wynntech Star does not have a temporary building permit from the Majlis Bandaraya Diraja Klang for the erection to the side and back of the existing semi-detached factory on the Kapar Processing Facility from the date of commencement of business operation on 5 July 2016 (for No. 30), 1 January 2017 (for No. 28) and 19 April 2019 (for No. 32). Wynntech Star has applied for the temporary building permits from Majlis Bandaraya Diraja Klang on 20 April 2024 and has on 1 July 2024 (for No. 28 and No. 30) and 8 August 2024 (for No. 32), obtained the temporary building permits from Majlis Bandaraya Diraja Klang. For avoidance of doubt, temporary building permits were obtained instead of a permanent permit as the extensions erected are temporary in nature, in view of our plans to relocate to the New Bukit Raja Processing Facility.

Save as disclosed above, our Group is in compliance with the SDBA 1974 and UBBL 1986 throughout the Financial Periods Under Review and up to the LPD. As at the LPD, the Kapar Processing Facility has valid CF and temporary building permit for the erection to the side and back of the existing semi-detached factory on the Kapar Processing Facility.

(d) Food Hygiene Regulations 2009 ("FHR 2009")

The FHR 2009 is enacted to regulate matters pertaining to the registration of food premises, the conduct and maintenance of food premises, food handlers, carriage of food, as well as the handling, preparation, packing, serving, storing and selling of specific food.

The FHR 2009 provides that no person shall use any food premises involved in manufacturing of food or where food is prepared, processed, stored or served for sale for the purposes of, or in connection with the preparation, preservation, packaging, storage, conveyance, distribution or sale of any food or the relabelling, reprocessing or reconditioning of any food except the premises is registered under the FHR 2009. Failure to do so would constitute an offence and shall render a person to be liable on conviction to a fine not exceeding RM10,000 or to imprisonment for a term not exceeding 2 years.

Our Group is in compliance with the abovementioned provisions under the FHR 2009 throughout the Financial Periods Under Review and up to the LPD. In addition, as at the LPD, our subsidiary, Wynntech Star, has a valid food premise registration certificate issued by MOH.

6. INFORMATION ON OUR GROUP (Cont'd)

(e) Employees' Minimum Standards of Housing and Amenities Act 1990 ("EMSHAA 1990"), Workers' Minimum Standards of Housing and Amenities (Amendment) Act 2019 ("WMSHAAA 2019") and Employees' Minimum Standards of Housing, Accommodations and Amenities (Accommodation and Centralized Accommodation) Regulations 2020 ("Regulations 2020")

The EMSHAA 1990 prescribes the minimum standards of housing, nurseries and accommodation for employees (and their dependents, if applicable) and centralized accommodations, to require employers to allot land for cultivation and grazing in a place of employment, as well as to require employers to provide health, hospital, medical and social amenities and matters incidental thereto to their employees.

The EMSHAA 1990 was amended by the WMSHAAA 2019 where effective from 1 June 2020, employers must abide by enhanced minimum standards on accommodation for employees which includes obtaining a certificate for accommodation from the Department of Labour Peninsular Malaysia. To obtain the certificate for accommodation, the EMSHAA 1990 provides that an employer is required to ensure that every accommodation provided for employees complies with the minimum standards required under the EMSHAA 1990 or any regulations made thereunder which includes the Regulations 2020.

The Regulations 2020 came into force on 1 September 2020, giving three months grace period from the enforcement of the WMSHAAA 2019 i.e. 1 June 2020 to allow employers to make necessary arrangements to ensure compliance with the EMSHAA 1990.

Absence of certificate for accommodation for accommodation provided by employers to their employees is an offence under Section 24D of the EMSHAA 1990 and the employer shall, on conviction, be liable to a fine not exceeding RM50,000.

Camaroe Aquaculture does not have a certificate for accommodation for their foreign workers' accommodation located at Sekinchan, Selangor from 1 September 2020 (date of the Regulations 2020 came into force) to 21 May 2024.

Camaroe Aquaculture has on 29 April 2024 entered into a tenancy agreement for the rental of an accommodation located at Sekinchan, Selangor to accommodate the foreign workers of Camaroe Aquaculture for a term of 1 year, commencing from 1 January 2024 to 31 December 2024, which has a valid certificate for accommodation issued by the Department of Labour Peninsular Malaysia on 21 May 2024. The tenancy was subsequently renewed from 1 January 2025 to 31 December 2025.

Save as disclosed above, our Group is in compliance with the abovementioned provisions under EMSHA 1990 throughout the Financial Periods Under Review and up to the LPD. As at the LPD, our Group has valid certificate of accommodation for all its foreign workers.

6. INFORMATION ON OUR GROUP (Cont'd)

(f) Employees Provident Fund Act 1991 ("EPF 1991"), Employees Social Security Act 1969 ("ESSA 1969"), Employment Insurance System Act 2017 ("EIS 2017") and Income Tax Act 1967 ("ITA 1967")

The EPF 1991, ESSA 1969, EIS 2017 and ITA 1967 provides that wages and fixed allowances payable to employees under his/her employment are subject to EPF, SOCSO, EIS and PCB.

Failure to comply with EPF 1991 will result in the employer to be liable to a fine not exceeding RM10,000 and/or imprisonment not exceeding 3 years.

Failure to comply with ESSA 1969 and EIS 2017 will result in the employer to be liable to a fine not exceeding RM10,000 and/or imprisonment not exceeding 2 years.

Failure to comply with the ITA 1967 will result in the employer to be liable to a fine not exceeding RM10,000 and shall pay a special penalty of double the amount of tax which has been undercharged in consequence of the incorrect return.

Throughout the Financial Periods Under Review and up to the LPD, our Group complies with the relevant provisions of the EPF 1991, ESSA 1969, EIS 2017 and ITA 1967.

(g) Employment Act 1955 ("EA 1955")

The EA 1955 regulates all labour related matters including contracts of service, payment of wages, employment of women, maternity protection, rest days, hours of work, holidays, termination, lay-off and retirement benefits, employment of foreign employees and keeping of registers of employees.

Any person who commits any offence under, or contravenes any provision of the EA 1955, or any regulations, order or other subsidiary legislation whatsoever made thereunder, in respect of which no penalty is provided, shall be liable, on conviction, to a fine not exceeding RM50,000.

Throughout the Financial Periods Under Review and up to the LPD, our Group complies with the relevant provisions of the EA 1955.

(h) Immigration Act 1959/63 ("IA 1959/63")

The IA 1959/63 is enacted to manage and regulate immigration matters, balancing national security as well as issuing work permits to foreign workers employed by Malaysian employers. The IA 1959/63 provides that no person other than a citizen shall enter Malaysia unless he is in possession of a valid entry permit / pass or has been granted an exemption under the IA 1959/63. Section 55B of the IA 1959/63 provides that an employer who employs 1 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 but not more than RM50,000 or to imprisonment for a term not exceeding 12 months or to both for each such employee. Furthermore, where it is proven that an employer has at the same time employed more than 5 such employees, that employer shall, on conviction, be liable to imprisonment for a term of not less than 6 months but not more than 5 years and shall also be liable to whipping of not more than 6 strokes.

Our Group is in compliance with the abovementioned provisions under the IA 1959/63 throughout the Financial Periods Under Review and up to the LPD. In addition, as at the LPD, all foreign workers employed by our Group hold a valid permit / pass.

6. INFORMATION ON OUR GROUP (Cont'd)

(i) Occupational Safety and Health Act 1994 ("OSHA 1994")

The OSHA 1994 is enacted to make provision for securing the safety, health and welfare of persons at work and protecting others against risks to safety or health in connection with the activities of persons at work and 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.

The OSHA 1994 requires every employer (save for those with not more than five employees) to prepare and revise as often as may be appropriate a safety and health policy at work, as well as arrange for the carrying out of such policy and bring it and any revisions to it to the notice of all his employees. Failure to do so would constitute an offence and render a person to be liable on conviction to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding 2 years or to both.

Throughout the Financial Periods Under Review and up to the LPD, our Group complies with the abovementioned provisions of the OSHA 1994.

(j) Malaysian Quarantine and Inspection Services Act 2011 ("MAQIS 2011")

The MAQIS 2011 is enacted for the Malaysian Quarantine and Inspection Services for the purpose of providing integrated services relating to quarantine, inspection and enforcement at the entry points, quarantine stations and quarantine premises and certification for import and export of plants, animals, carcasses, fish, agricultural produce, soils and microorganisms and includes inspection of and enforcement relating to food and for matters connected to it.

The MAQIS 2011 provides that any person intending to import or export any plant, animal, carcass, fish, agriculture produce, soil or microorganism is required to obtain a permit, licence or certificate issued under the MAQIS 2011. Failure to do so would constitute an offence and render a person to be liable on conviction to a fine not exceeding RM100,000 or to imprisonment for a term not exceeding 6 years or to both and, for a second or subsequent offence to a fine not exceeding RM150,000 or to imprisonment for a term not exceeding 7 years or to both.

Throughout the Financial Periods Under Review and up to the LPD, our Group complies with the abovementioned provisions of the MAQIS 2011.

(k) Lembaga Urus Air Selangor Enactment 1999 ("LUAS 1999")

The LUAS 1999 applies to all rivers wholly within the state of Selangor and to all river basins, catchment areas, wetlands, ground water, coastal waters and water bodies within the state of Selangor except those wholly within the federal administrative centre of Putrajaya.

The LUAS 1999 provides that no person shall, unless licensed by LUAS, engage in the extraction, abstraction or exploitation of resources, other than rock material, from water sources and coastal waters. Failure to do so would constitute an offence and shall, on conviction be liable to a fine not exceeding RM50,000 or to imprisonment for a period not exceeding 2 years or both.

6. INFORMATION ON OUR GROUP (Cont'd)

The LUAS 1999 further provides that save as may be expressly authorised under any written law, no person shall, except under and in accordance with the terms and conditions of licence issued under this section, cause to enter or discharge into any water source any poisonous, noxious or polluting matter or waste that will render or is likely to render or contribute to rendering such water source or part thereof harmful, detrimental or injurious to the health, safety or welfare of the public or to animal or vegetable life or health therein or to other beneficial uses of such water sources. Failure to do so is an offence and render a person to be liable on conviction to a fine not exceeding RM100,000 or to imprisonment for a period not exceeding 3 years or to both and to a further fine of RM3,000 for every day that the offence is continued after a notice by the director of LUAS requiring compliance has been served.

Camaroe Aquaculture has been operating at the Tanjung Karang Farm 1 without a water abstraction licence and a licence to discharge pollutants from the date of commencement of business operation on 5 May 2009. Camaroe Aquaculture has applied for the water abstraction licence on 21 March 2023 and on 1 May 2023, Camaroe Aquaculture obtained the water abstraction licence from LUAS. Camaroe Aquaculture has applied for the licence to discharge pollutants on 15 February 2024 and on 1 May 2024, Camaroe Aquaculture obtained the licence to discharge pollutants from LUAS.

Farmerex has been operating at Tanjung Karang Farm 2 without a water abstraction licence and a licence to discharge pollutants from the date of commencement of business operation on 12 January 2017. Farmerex has applied for the water abstraction licence on 21 March 2023 and on 1 May 2023, Farmerex obtained the water abstraction licence from LUAS. Farmerex has applied for the licence to discharge pollutants on 15 February 2024 and on 1 May 2024, Farmerex obtained the licence to discharge pollutants from LUAS.

WTU Aqua has been operating at Tanjung Karang Farm 3 without a water abstraction licence and a licence to discharge pollutants from the date of commencement of business operation on 8 August 2018. WTU Aqua has applied for the water abstraction licence on on 19 March 2024 and on 1 April 2024, WTU Aqua obtained the water abstraction licence from LUAS. WTU Aqua has applied for the licence to discharge pollutants on 15 February 2024 and on 16 May 2024, WTU Aqua obtained the licence to discharge pollutants from LUAS.

Save as disclosed above, our Group is in compliance with the relevant provisions of LUAS 1999 throughout the Financial Periods Under Review and up to the LPD. As at the LPD, Camaroe Aquaculture, Farmerex and WTU Aqua hold valid water abstraction licences and licences to discharge pollutants, issued by LUAS.

(I) Water Resource (Terengganu) Enactment 2020 ("WRTE 2020")

The WRTE 2020 is enacted to provide for the sustainable management of water resource and to establish Terengganu Water Resource Board and matters connected therewith.

6. INFORMATION ON OUR GROUP (Cont'd)

The WRTE 2020 provides that no person or public authority, unless licence is approved by the state authority or the Terengganu Water Resource Board or the Director of Terengganu Water Resource according to any related under this section, may abstract water from any water resource; and dispose sewage or waste or used water directly or indirectly through ways made into any water resource or water catchment area or coastal waters. Failure to do so would constitute an offence and render a person to be liable on conviction to a fine not exceeding RM1,000,000 or to imprisonment for a term not exceeding 5 years or to both and in the case of a continuing offence, may be fined further not exceeding RM10,000 for each day or part of the day of the offence continue after conviction.

WTU Aqua has been operating at the Marang Farm without a water abstraction licence and a licence to discharge pollutants from the date of commencement of business operation on 7 December 2021. WTU has applied for the water abstraction licence and licence to discharge pollutants on 16 August 2024. On 27 August 2024, WTU Aqua obtained a letter from the Terengganu Water Resource Board granting a right of way under Section 69 of the Water Resource (Terengganu) Enactment 2020 for WTU Aqua to carry out activities of water abstraction and discharge pollutants commencing from 26 August 2024 till 26 March 2025 prior to the issuance of water abstraction licence and licence to discharge pollutants. On 7 October 2024, WTU Aqua obtained the water abstraction licence from Terengganu Water Resource Board.

As at the LPD, the licence to discharge pollutants is pending from Terengganu Water Resource Board. The Terengganu Water Resource Board via its letter dated 23 January 2025 to WTU Aqua, informed that the Terengganu Water Resource Board is still in the midst of finalising the regulations in relation to the discharge of pollutants in Terengganu. Subsequently, an independent enquiry was made with the Terengganu Water Resource Board and they confirmed that pending finalisation of the regulations in relation to the discharge of pollutants in Terengganu, WTU Aqua is allowed to discharge pollutants at Marang Farm subject to WTU Aqua not polluting the water resources. The regulations in relation to the discharge of pollutants is expected to finalised by early 2026. In the meantime, WTU Aqua is required to comply with the provisions of the WRTE 2020 when discharging pollutants while the regulations are being finalised to ensure that such discharge does not pollute water resources, which includes the following:

- (i) not to discharge any poisonous, harmful or polluting material or waste that will cause or is likely to cause or contribute to the occurrence of a water resource or part thereof that endanger, deteriorate or affect the health, safety or welfare of the public or to life or health of animal or vegetation or to it or to other beneficial usage of such water resource;
- (ii) not to discharge any material which, caused by its temperature, biological or chemical content or its effect, changed the colour of water that may cause the water resource or part thereof to potentially endanger the health, safety or welfare of the public or to life or health of animal or vegetation, or affects other beneficial usage of such water resource;
- (iii) not to discharge any material which, caused by its physical nature, biological or chemical content, or its effect, changed the colour or taste or smell of water that may cause the water resource to be difficult to treat or affect the flow, quality or quantity of water in such water resource or water body;
- (iv) not to discharge oil or lubricant oil or fat or anything similar in any form, including but not limited to used oil or waste or non-waste that contains oil; and

6. INFORMATION ON OUR GROUP (Cont'd)

- (v) not to discharge leachate or suspended material or solid material from any source including but not limited to landfill or any waste industry.

We confirm that we are in compliance with the provisions of WRTE 2020 in relation to the discharge of pollutants at the Marang Farm, as also confirmed by our due diligence solicitors.

Save as disclosed above, our Group is in compliance with the other relevant provisions of WRTE 2020 throughout the Financial Periods Under Review and up to the LPD.

(m) Water Resource Enactment 2007 ("WRE 2007")

The WRE 2007 is enacted to control water resources and abstraction of raw water in the state of Pahang and for matters incidental thereto.

The WRE 2007 provides that subject to such exemptions as may be prescribed, no person shall, except a licence has been issued under the Water Resource Enactment 2007 and in accordance with the terms and conditions imposed by the state authority, divert or abstract water from any water resources, for agriculture purposes.

Any person who, save as may be authorised under any written law or with the written approval of the state authority discharges or causes to be discharged into any water resources any poisonous, noxious or polluting matter that will render or is likely to render or contribute to rendering such water resources or part thereof harmful or detrimental or injurious to public health, safety or welfare, or to animal or plant or to other beneficial uses of such water resources, shall be guilty of an offence, and shall on conviction, be liable to a fine not exceeding RM250,000 or to imprisonment for a term not exceeding 2 years or to both and in the case of a continuing offence to a further fine not exceeding RM1,000 for each day or any part thereof during the offence. Further, any person who contravenes or fails to comply with any of the provisions of the WRE 2007 or any of the regulations made thereunder for which no penalty has been provided shall, on conviction, be liable to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding 1 year and in the case of a continuing offence, to a fine not exceeding RM1,000 for every day or part thereof during which the offence continues after conviction.

WTU Aqua has been operating at the Penor Farm without a water abstraction licence and a licence to discharge pollutants from the date of commencement of business operation on 1 January 2017. WTU has applied for the water abstraction licence and licence to discharge pollutants on 14 August 2024. On 4 October 2024, WTU Aqua received an approval letter from Pahang Water and Energy Resources Sdn Bhd ("PWE"), a subsidiary of Pahang Corporation Sdn Bhd, which in turn is wholly owned by Pahang State Government, granting its approval in principle to issue a water abstraction licence and licence to discharge pollutants to WTU Aqua subject to WTU Aqua submitting a duly executed acceptance letter. Pursuant to the said approval letter from PWE, WTU Aqua was required to remit a payment of approximately RM0.04 million as water usage charges on or before 20 October 2024, together with a duly executed acceptance letter to PWE. Following the receipt of the said approval letter, WTU Aqua submitted an appeal to PWE, requesting a waiver for the water usage charges. On 22 November 2024, PWE offered WTU Aqua a revised water usage charge of approximately RM0.03 million, with the option to settle the total sum via an instalment plan of 6 equal tranches. Once full payment of the water usage charges has been made, a water licence will be issued to WTU Aqua.

6. INFORMATION ON OUR GROUP (Cont'd)

Based on an independent enquiry made with an officer from PWE on 26 November 2024, PWE confirmed that WTU Aqua can commence water abstraction and pollutant discharge operations at the Penor Farm upon executing and submitting the acceptance letter to PWE. On even date, WTU Aqua has duly executed and furnished the acceptance letter to PWE. Subsequently, on 3 January 2025 and 4 February 2025, WTU Aqua has made payments of RM0.01 million and RM0.02 million to PWE respectively. Following the settlement of the water usage charge, on 19 February 2025, WTU Aqua has obtained the water abstraction licence commencing from 1 January 2025 to 31 December 2025.

The Badan Kawal Selia Air of the Pejabat Setiausaha Kerajaan Pahang, the administrative department of Pahang State Government via its letter dated 17 April 2025 to WTU Aqua, informed that the regulatory authorities are still in the process of finalising the regulations governing discharge of pollutants in Pahang. Subsequently, an independent enquiry made with the Badan Kawal Selia Air of the Pejabat Setiausaha Kerajaan Pahang, and they confirmed that pending the finalisation of the regulations in relation to discharge of pollutants in Pahang, WTU Aqua is allowed to discharge pollutants at Penor Farm subject to WTU Aqua not polluting the water resources. The regulations in relation to the discharge of pollutants are expected to be finalised by end of 2025. In the meantime, WTU Aqua is required to comply with the provisions of the WRE 2007 when discharging pollutants while the regulations are being finalised to ensure that such discharge does not pollute water resources, which includes the following:

- (i) not to discharge or cause to be discharged into any water resources any poisonous, noxious or polluting matter that will render or is likely to render or contribute to rendering such water resources or part thereof harmful or detrimental or injurious to public health, safety or welfare, or to animal or plant or to other beneficial uses of such water resources;
- (ii) not to discharge or cause to be discharged into any water resources any matter which, by virtue of its temperature, chemical or biological content or its effect in discolouring the waters, makes or contributes to making such water resources or part thereof a potential danger to public health, safety or welfare or to animal or plant or to other beneficial uses of such water resources;
- (iii) not to discharge or cause to be discharged into any water resources any matter which, by virtue of its physical nature or its effect in discolouring waters, makes or contributes to making such water difficult to treat; and
- (iv) not to discharges or causes to be discharged into any water resources, oil of any nature, used, waste or otherwise.

We confirm that we are in compliance with the provisions of WRE 2007 in relation to the discharge of pollutants at the Penor Farm, as also confirmed by our due diligence solicitors.

Save as disclosed above, our Group is in compliance with the other relevant provisions of WRE 2007 throughout the Financial Periods Under Review and up to the LPD.

6. INFORMATION ON OUR GROUP (*Cont'd*)

In all occurrences above, our Group's past non-compliances were due to an internal oversight by our Group as we were unaware of the requirement for the respective licences and/or approvals at the time and our Group has not been subjected to any enforcement actions, fines or penalties by the relevant authorities. Nevertheless, upon being made aware of the licencing requirements, we have immediately taken steps to rectify the non-compliances. In addition, we have assigned our Financial Controller, Chua Lee Fei to be in charge of monitoring the licencing requirements of our Group, to ensure the registration and renewal of all licences and/or approvals of our Group are obtained in a timely manner.

As at LPD, there are no breach of laws, regulations, rules and requirements governing the conduct of our Group's business and environmental issue which may materially affect our Group's business or operations. Please refer to Appendix I for details of the major approvals, licences and permits issued to our Group in order for us to carry out our operations, other than those pertaining to the general business requirements.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.6 INTERRUPTIONS TO BUSINESS AND OPERATIONS

Save for minor disruptions to our operations arising from the COVID-19 pandemic as detailed below, our Group had not experienced any other interruptions in our operations in the last 12 months from the LPD which had a significant effect on our operations.

(a) Impact of the COVID-19 pandemic on our operations

Pursuant to the outbreak of the COVID-19 pandemic in 2020, the Government of Malaysia had implemented different forms of MCO since 18 March 2020 to contain the spread of the virus. During this period, our Group was required to comply with the changes in SOP outlined by MITI throughout the period.

Being involved in the farming, processing and export of black tiger prawns, our Group is considered an essential service provider. As such, our Group was authorised to operate while complying with the SOP (e.g. reduced workforce capacity) outlined by MITI throughout the pandemic. The reduction of workforce capacity, as per MITI's SOP during the COVID-19 pandemic, did not result in material adverse impact to our business and operations.

From 1 April 2022, Malaysia entered into the "Transition to Endemic" phase. Our business operations were not impacted by the enforcement of the "Transition to Endemic" phase beginning 1 April 2022.

(b) Impact of the COVID-19 pandemic on sales, delivery and receipt of supplies

There was no material adverse impact on our sales and delivery schedule during the COVID-19 pandemic. As and when required, we had informed our customers of the potential delay in the delivery schedule and in view of the COVID-19 situation, our customers did not initiate any penalty claims against our Group arising from the delay.

Our sales activities were able to continue to be carried out through online meetings and as such, we have not faced any major disruptions in our sales and marketing activities. In addition, we did not face any shortages or material delays in the receipt of supplies.

Further, there was no material impact on our sales, delivery and receipt of supplies upon the enforcement of the "Transition to Endemic" phase beginning 1 April 2022.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.7 OUR BUSINESS STRATEGIES

(a) Construction of New Bukit Raja Processing Facility

In line with our ongoing business expansion and our growth strategy to continue enhancing the production capacity of our prawn processing lines, we intend to construct a new prawn processing plant, namely our New Bukit Raja Processing Facility. Our New Bukit Raja Processing Facility is located in Bandar Bukit Raja 3, Industrial Park in Klang, Selangor. We intend to relocate our existing prawn processing lines at our Kapar Processing Facility to our New Bukit Raja Processing Facility by the first quarter of 2029.

Our New Bukit Raja Processing Facility will have a built-up area of approximately 100,000 sq ft and will be equipped with a cold storage facility, rooftop solar panel system, processing area, laboratory, office, electrical sub-station and workers' quarters. Please refer to Section 4.9.1 of this Prospectus for further details on the breakdown of the built-up area for our New Bukit Raja Processing Facility.

The indicative timeline for the construction of our New Bukit Raja Processing Facility is as set out below:

Timeframe	Details
Q1 2026	Application for development order, building plan approval and other approvals to be submitted
Q3 2026	- Development order, building plan approval and other approvals to be obtained - Mobilisation and commencement of construction works
Q1 2028	- Completion of construction works - Completion of infrastructure works by developer - Purchase of technology, systems and equipment - Application for certificate of completion to be submitted
Q4 2028	Certification of completion to be obtained
Q1 2029	- Installation of technology, systems and equipment - Relocation of prawn processing lines from Kapar Processing Facility - Commencement of operations

The construction cost of our New Bukit Raja Processing Facility is estimated at RM22.00 million. We intend to allocate RM6.89 million from our IPO proceeds to finance the construction of our New Bukit Raja Processing Facility, with the remaining RM15.11 million to be funded via bank borrowings and/or internally generated funds. Please refer to Section 4.9.1. of this Prospectus for further details on our utilisation of proceeds.

The construction of our New Bukit Raja Processing Facility will involve flooring works, construction and interior works as well as installation of building fixtures. We also intend to install cold storage systems within the cold room, prawn processing areas and loading bay in our New Bukit Raja Processing Facility. The cold storage systems will include unit coolers, condensing units, insulated panels, insulated slab and concrete floorings as well as airtight doors to maintain a consistent temperature ranging from -25°C to 15°C within the cold room, prawn processing areas and loading bay, which will better preserve the quality and shelf life of our processed prawns.

6. INFORMATION ON OUR GROUP (Cont'd)

In addition, we intend to install a four-way shuttle system at our cold room in our New Bukit Raja Processing Facility through the integration of a warehouse control system, material control system and warehouse management system. This will enhance our inventory management through automated storage and retrieval of our inventories, real time inventory tracking and improved accuracy in monitoring inventory levels.

The setting up of our New Bukit Raja Processing Facility will involve the purchase of new technology, machinery and equipment, comprising chest freezers as well as a rooftop solar panel system. For avoidance of doubt, the types of technology, machinery and equipment involved in the setting up of our New Bukit Raja Processing Facility is not subject to any requirements by regulatory authorities. However, we will closely monitor and comply with any approval or licensing requirements should we decide to purchase new machinery or equipment in the future.

We intend to purchase 5 units of chest freezers for use at our New Bukit Raja Processing Facility, alongside the existing chest freezers at our Kapar Processing Facility which will be relocated to the new facility. With this, we expect the annual production capacity of our prawn processing operations to increase from 684 MT to 1,539 MT. The cost of purchasing the additional chest freezers for our New Bukit Raja Processing Facility is estimated at RM0.73 million, which is intended to be fully financed from our IPO Proceeds. Please refer to Section 4.9.1 of this Prospectus for further details on our utilisation of proceeds. In addition to chest freezers, we also require other machinery and equipment for our prawn processing operations such as automatic strapping machine, automatic washing and sizing machine, holding tanks, metal detection machine, and table top conveyor wrapping machine. These machineries and equipment will also be relocated from our Kapar Processing Facility to the New Bukit Raja Processing Facility. Save for the chest freezers, we do not intend to purchase other machinery and equipment required for our prawn processing operations upon relocation to the New Bukit Raja Processing Facility.

Further, we intend to purchase a rooftop solar panel system for our New Bukit Raja Processing Facility. We intend to purchase solar panels spanning an estimated 3,500 sq ft across the roof surface area of our New Bukit Raja Processing Facility. The rooftop solar panel system will reduce our energy costs by generating clean, renewable energy for our prawn processing operations, thereby lowering our operational expenses and decreasing our carbon footprint. This is expected to result in total cost savings of RM0.04 million per annum for our Group, based on 81,161 kilowatt hours of electricity generated per annum at an electricity tariff of RM0.544 per kilowatt hour. However, the total cost savings may vary depending on weather conditions, changes in electricity tariff and actual electricity consumption, amongst other factors. We intend to allocate RM0.39 million from our IPO proceeds to finance the installation of the rooftop solar panel system, based on quotations obtained from suppliers. Please refer to Section 4.9.1 of this Prospectus for further details on our utilisation of proceeds.

(b) Establishment of an in-house biotechnology department

We intend to commence in-house laboratory testing as well as R&D activities for the enhancement of our prawn farming operations, through the establishment of an in-house biotechnology department. The in-house biotechnology department will focus on laboratory testing and conducting R&D activities related to the usage of probiotics and supplements for prawn farming.

6. INFORMATION ON OUR GROUP (Cont'd)

We plan to establish the in-house biotechnology department at our Kapar Processing Facility and commence in-house laboratory testing as well as R&D activities by the third quarter of 2025. Subsequently, we intend to relocate the in-house biotechnology department to our New Bukit Raja Processing Facility in the first quarter of 2029, along with the relocation of our prawn processing operations as set out in Section 6.7(a) above. Please refer to Section 4.9.1 of this Prospectus for further details on the tentative timeline for our R&D activities.

Laboratory testing

We intend to set up laboratories at our Kapar Processing Facility to house our in-house biotechnology department. The laboratories will function in performing quality control testing on our post larvae such as morphological assessment, health and disease screening, and stress resistance tests. This will reduce our reliance on third party laboratories for quality control testing and improve our capability to maintain the high quality standards of our prawns and post larvae.

R&D activities

We intend to conduct R&D activities through our in-house biotechnology department, primarily focusing on the development of proprietary probiotic formulations and/or nutritional supplements for use in the prawn farms we operate to enhance the health and growth of our prawns, thereby enabling us to achieve improved yields in our prawn farming activities. To this end, we intend to conduct R&D activities in respect of photosynthetic bacteria, effective microorganisms and growth promote substances. Please refer to Section 4.9.1 of this Prospectus for further details on our intended R&D activities.

Further, should the proprietary probiotic formulations and nutritional supplements developed by our Group prove successful in improving yield in our prawn farming activities and should we be able to successfully register the formulations as an intellectual property, we may enter into licensing and industry partnerships in future for the commercialisation of the formulations. In the event of successful commercialisation, we may potentially unlock a new revenue stream for our Group through the sale of the proprietary probiotic formulations and nutritional supplements to other companies involved in prawn farming activities.

The establishment of an in-house biotechnology department requires the purchase of new equipment and consumables for laboratory and R&D operations, comprising laboratory equipment (e.g. spectrophotometer and autoclave), laboratory consumables (e.g. sodium dodecyl sulphate-polyacrylamide gel and polymerase chain reaction test kit and analyser) and general equipment (e.g. incubator and microscope). The cost of purchasing the equipment and consumables for our in-house biotechnology department is estimated at RM0.76 million, to be fully funded by our IPO proceeds. Please refer to Section 4.9.1 of this Prospectus for further details on our utilisation of proceeds.

Further, upon the establishment of our in-house biotechnology department, we intend to employ a research scientist and 2 laboratory technicians for our laboratory testing and R&D activities. We intend to allocate RM0.24 million from our IPO proceeds for the salaries of the research scientist and 2 laboratory technicians over 12 months. Please refer to Section 4.9.1 of this Prospectus for further details on our utilisation of proceeds.

For avoidance of doubt, any additional costs incurred for the establishment of the proposed biotechnology department exceeding the IPO proceeds allocated will be funded via internally generated funds.

6. INFORMATION ON OUR GROUP (Cont'd)

As at LPD, we have not entered into any contracts or agreements with third parties for establishment of the in-house biotechnology department. We do not intend to secure any external research partners for the in-house biotechnology department and our intended R&D activities.

6.8 MATERIAL CONTRACTS

Save as disclosed below, there were no contracts which are or may be material (not being contracts entered into in the ordinary course of business) entered into by our Group for the Financial Periods Under Review and up to the LPD:

- (a) Sale and purchase agreement dated 18 April 2022 entered into between Camaroe Aquaculture and Tan In Fong for the sale of all that piece of freehold land held under Geran Mukim 218, Lot 1217, Tempat Telekong, Mukim Kenaboi, Daerah Jelebu, Negeri Sembilan at a purchase price of RM1,700,850.00. The sale and purchase agreement was completed on 26 September 2022.
- (b) Sale and purchase agreement dated 30 September 2022 entered into between Abdul Hadi Bin Haji Hussin and Camaroe Aquaculture for the purchase of the Ijok Land, a piece of leasehold land held under PM 1439, Lot 33951, Tempat Bukit Cerakah, Mukim Ijok, Daerah Kuala Selangor, Selangor Darul Ehsan at a purchase price of RM1,300,000.00. The sale and purchase agreement was completed on 6 September 2023.
- (c) Sale and purchase agreement dated 7 February 2024 between Sime Darby Property (Bukit Raja) Sdn Bhd and Camaroe Aquaculture Sdn Bhd for the purchase of the Bukit Raja Land, a piece of freehold land held under as HS(D) 168667, PT 86375, Mukim Kapar, Daerah Klang, Selangor Darul Ehsan at a purchase price of RM14,274,888.00. The sale and purchase agreement is pending completion as at the LPD.
- (d) Conditional share sale agreement dated 21 August 2024 entered into between Camaroe Berhad, Teoh Han Boon, Low Saw Cheng and Teoh Kheng Huat in relation to the Acquisition of Camaroe Aquaculture. This transaction was completed on 15 July 2025.
- (e) Conditional share sale agreement dated 21 August 2024 entered into between Camaroe Berhad, Teoh Han Boon, Low Saw Cheng for the Acquisition of Farmerex. This transaction was completed on 15 July 2025.
- (f) Conditional share sale agreement dated 21 August 2024 entered into between Camaroe Berhad, Teoh Han Boon, Low Saw Cheng for the Acquisition of WTU Aqua. This transaction was completed on 15 July 2025.
- (g) Conditional share sale agreement dated 21 August 2024 entered into between Camaroe Berhad, Teoh Han Boon, Low Saw Cheng for the Acquisition of Wynntech Star. This transaction was completed on 15 July 2025.
- (h) Sale and purchase agreement dated 15 September 2024 between Natural Adept Sdn Bhd and Camaroe Aquaculture Sdn Bhd for the purchase of Lot 26430, a piece of leasehold land held under Pajakan Negeri 80346, Lot 26430, Mukim Tanjong Karang, Daerah Kuala Selangor, Negeri Selangor Darul Ehsan at a purchase price of RM1,500,000.00. The sale and purchase agreement was completed on 26 June 2025.

6. INFORMATION ON OUR GROUP (Cont'd)

- (i) Sale and purchase agreement dated 15 September 2024 between Natural Adept Sdn Bhd and Camaroe Aquaculture Sdn Bhd for the purchase of Lot 26431, a piece of leasehold land held under Pajakan Negeri 80345, Lot 26431, Mukim Tanjong Karang, Daerah Kuala Selangor, Negeri Selangor Darul Ehsan at a purchase price of RM1,500,000.00. The sale and purchase agreement was completed on 22 July 2025.
- (j) Sale and purchase agreement dated 15 September 2024 between Camaroe Aquaculture Sdn Bhd and QQ Seafood Sdn Bhd for the purchase of the Petaling Land, a piece of leasehold land held under H.S(M) 10798, PT 3162, Tempat BT 8 Jalan Kelang Lama, Mukim Petaling, Daerah Petaling, Negeri Selangor Darul Ehsan at a purchase price of RM1,380,000.00. The sale and purchase agreement was completed on 24 June 2025.
- (k) Sale and purchase agreement dated 15 September 2024 between Camaroe Aquaculture Sdn Bhd and Terra Venture Development Sdn Bhd for the purchase of the Ijok Land, a piece of leasehold land held under PM 1439, Lot 33951, Tempat Bukit Cerakah, Mukim Ijok, Daerah Kuala Selangor, Negeri Selangor Darul Ehsan at a purchase price of RM1,440,000.00. The sale and purchase agreement was completed on 21 March 2025.
- (l) Underwriting Agreement dated 29 July 2025 entered into between Camaroe Berhad and M & A Securities Sdn Bhd as Underwriter for the underwriting of 37,125,000 Underwritten Shares for an underwriting commission of 3.00% of the total value of the Underwritten Shares at our IPO Price.

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6. INFORMATION ON OUR GROUP (Cont'd)**6.9 PROPERTY, PLANT AND EQUIPMENT****Material Properties****(i) Properties owned by our Group**

The summary of the material properties owned by our Group as at the LPD are set out below:

No.	Registered owner / Postal address / Title details	Description of property / Existing use / Expiry of lease (if any) / Category of land use (if any)	Express Conditions / Restriction-in-interest / Encumbrances	Land area/ Built-up area sq ft	Date of issuance of CF / CCC	Audited NBV as at 31 March 2025 RM'000
(a)	Registered owner: Camaroe Aquaculture Postal address: 30, Jalan Meru Indah 20, Taman Perindustrian Meru Indah, 42200 Kapar, Selangor Darul Ehsan Title details: Geran 54894, Lot 34097, Mukim Kapar, Daerah Klang, Negeri Selangor Darul Ehsan	Description of property: Semi-detached factory building Existing use: Office and factory Expiry of lease (if any): Freehold Category of land use (if any): Industrial	Express condition: For industrial purpose Restriction-in-interest: Nil Encumbrances: Charge no. 001SC85495/2016 created in favour of Public Bank Berhad which was registered on 30 September 2016.	Land area: 9,020 Built-up area: 8,043	Date of issuance of CF: CF dated 23 February 1998 Temporary building permit dated 1 July 2024	1,721

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Registered owner / Postal address / Title details	Description of property / Existing use / Expiry of lease (if any) / Category of land use (if any)	Express Conditions / Restriction-in-interest / Encumbrances	Land area/ Built-up area sq ft	Date of issuance of CF / CCC	Audited NBV as at 31 March 2025 RM'000
(b)	Registered owner: Camaroe Aquaculture Postal address: 32, Jalan Meru Indah 20, Taman Perindustrian Meru Indah, 42200 Kapar, Selangor Darul Ehsan Title details: Geran 54893, Lot 34096, Mukim Kapar, Daerah Klang, Negeri Selangor Darul Ehsan	Description of property: One and a half storey semi- detached factory building Existing use: Office and factory Expiry of lease (if any): Freehold Category of land use (if any): Industrial	Express condition: For industrial purpose Restriction-in-interest: Nil Encumbrances: A private caveat has been lodged by Public Islamic Bank Berhad on 28 May 2019 Charge no. 001SC65645/2019 created in favour of Public Islamic Bank Berhad which was registered on 23 July 2019	Land area: 8,999 Built-up area: 7,050	Date of issuance of CF: CF dated 23 February 1998 Temporary building permit dated 8 August 2024	1,729

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Registered owner / Postal address / Title details	Description of property / Existing use / Expiry of lease (if any) / Category of land use (if any)	Express Conditions / Restriction-in-interest / Encumbrances	Land area/ Built-up area sq ft	Date of issuance of CF / CCC	Audited NBV as at 31 March 2025 RM'000
(c)	Registered owner: Camaroe Aquaculture Postal address: L1-19, Level 1, Commercial Suite, Accessory Parcel No.: L1-A19 Title details: Geran 166138/ M1/1/19, Lot 21608, Mukim 13, Daerah Seberang Perai Selatan, Negeri Pulau Pinang	Description of property: Unit located on the first floor of an eighth-storey apartment Existing use: Rented to a third party for use as food and beverage establishment ⁽²⁾ Expiry of lease (if any): Freehold Category of land use (if any): Building	Express condition: For shop office purpose Restriction-in-interest: This land cannot be transferred, mortgaged, leased, subleased or involved in any form of transaction without prior approval from the state authority Encumbrances: Charge no. 0799SC2021034083 created in favour of Public Bank Berhad which was registered on 24 December 2021	Land area: Nil Built-up area: 1,819	Date of issuance of CF: CF dated 18 October 2019	1,205

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Registered owner / Postal address / Title details	Description of property / Existing use / Expiry of lease (if any) / Category of land use (if any)	Express Conditions / Restriction-in-interest / Encumbrances	Land area/ Built-up area sq ft	Date of issuance of CF / CCC	Audited NBV as at 31 March 2025 RM'000
(d)	Registered owner: Camaroe Aquaculture Postal address: A-12-12 Utropolis Utama, Persiaran Cassia Barat 3, 14110 Barat Cassia, Pulau Pinang Title details: Geran 166138/ M1A/12/259, Lot 21608, Mukim 13, Daerah Seberang Perai Selatan, Negeri Pulau Pinang	Description of property: Unit located on the twelfth floor of a twenty sixth-storey apartment Existing use: Rented to a third party for use as a residential unit Expiry of lease (if any): Freehold Category of land use (if any): Building	Express condition: For service apartment purposes only Restriction-in-interest: This land cannot be transferred, mortgaged, leased, subleased or involved in any form of transaction without prior approval from the state authority Encumbrances: Charge no. 0799SC2021034087 created in favour of Public Bank Berhad which was registered on 24 December 2021	Land area: Nil Built-up area: 500	Date of issuance of CF: CF dated 18 October 2019	240

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Registered owner / Postal address / Title details	Description of property / Existing use / Expiry of lease (if any) / Category of land use (if any)	Express Conditions / Restriction-in-interest / Encumbrances	Land area/ Built-up area sq ft	Date of issuance of CF / CCC	Audited NBV as at 31 March 2025 RM'000
(e)	Registered owner: Camaroe Aquaculture Postal address: Nil Title details: Geran Mukim 726, Lot 682, Tempat Kg. Balai, Mukim Bebar, Daerah Pekan, Negeri Pahang	Description of property: A piece of vacant agricultural land Existing use: Vacant ⁽³⁾ Expiry of lease (if any): Freehold Category of land use (if any): Agriculture	Express condition: For coconut planting only Restriction-in-interest: Nil Encumbrances: Nil	Land area: 120,061 Built-up area: Nil	Date of issuance of CF: N/A	308
(f)	Registered owner: Camaroe Aquaculture Postal address: No. Lot 26429, Tanjung Karang, 45500 Tanjung Karang, Selangor Darul Ehsan Title details: Pajakan Negeri 80339, Lot 26429, Mukim Tanjong Karang, Daerah Kuala Selangor, Negeri Selangor Darul Ehsan	Description of property: A piece of agricultural land Existing use: Prawn farm Expiry of lease (if any): 99 years leasehold land expiring on 9 February 2100 Category of land use (if any): Agriculture	Express condition: Aquaculture Restriction-in-interest: The land cannot be transferred, leased or mortgaged without the approval of the state authority Encumbrances: Charge no. 001SC60034/2014 created in favour of Bank Pertanian Malaysia Berhad which was registered on 2 June 2014.	Land area: 1,291,669 Built-up area: Nil	Date of issuance of CF: N/A	852

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Registered owner / Postal address / Title details	Description of property / Existing use / Expiry of lease (if any) / Category of land use (if any)	Express Conditions / Restriction-in-interest / Encumbrances	Land area/ Built-up area sq ft	Date of issuance of CF / CCC	Audited NBV as at 31 March 2025 RM'000
(g)	Registered owner: Datuk Bandar Kuala Lumpur ⁽¹⁾ Postal address: SO-10-2, Menara 1, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur Title details: Pajakan Negeri 52716, Lot 20007 Seksyen 95A, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur	Description of property: A unit located on the tenth-floor of a strata office Existing use: Rented to a third party for use as an office Expiry of lease (if any): 99 years leasehold land expiring on 5 December 2113 Category of land use (if any): Commercial	Express condition: Office Restriction-in-interest: The land cannot be transferred, leased or mortgaged without the approval of Jawatankuasa Kerja Tanah Wilayah Persekutuan Kuala Lumpur Encumbrances: Nil	Land area: Nil Built-up area: 1,035	Date of issuance of CF: CF dated 24 October 2016	900

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Registered owner / Postal address / Title details	Description of property / Existing use / Expiry of lease (if any) / Category of land use (if any)	Express Conditions / Restriction-in-interest / Encumbrances	Land area/ Built-up area sq ft	Date of issuance of CF / CCC	Audited NBV as at 31 March 2025 RM'000
(h)	Registered owner: Camaroe Aquaculture Postal address: Nil Title details: Geran Mukim 57 Lot 162, Mukim Rompin, Tempat Pantai Bernas, Daerah Rompin, Negeri Pahang	Description of property: A piece of vacant land Existing use: Vacant ⁽³⁾ Expiry of lease (if any): Freehold Category of land use (if any): Agriculture	Express condition: For rubber planting only Restriction-in-interest: Nil Encumbrances: Nil	Land area: 353,928 Built-up area: Nil	Date of issuance of CF: N/A	1,336
(i)	Registered owner: Camaroe Aquaculture Postal address: Lot 26430, Tanjung Karang, 45500 Tanjung Karang, Selangor Darul Ehsan Title details: PN 80346, Lot 26430, Mukim Tanjong Karang, Daerah Kuala Selangor, Negeri Selangor	Description of property: A piece of agricultural land Existing use: Prawn farm Expiry of lease (if any): 99 years leasehold land expiring on 5 February 2101 Category of land use (if any): Agriculture	Express condition: Aquaculture Restriction-in-interest: The land cannot be transferred, leased or mortgaged without the approval of the state authority Encumbrances: Nil	Land area: 435,723 Built-up area: Nil	Date of issuance of CF: N/A	⁽⁴⁾ N/A

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Registered owner / Postal address / Title details	Description of property / Existing use / Expiry of lease (if any) / Category of land use (if any)	Express Conditions / Restriction-in-interest / Encumbrances	Land area/ Built-up area sq ft	Date of issuance of CF / CCC	Audited NBV as at 31 March 2025 RM'000
(j)	Registered owner: Camaroe Aquaculture Postal address: Lot 26431, Tanjung Karang, 45500 Tanjung Karang, Selangor Darul Ehsan Title details: PN 80345, Lot 26431, Mukim Tanjong Karang, Daerah Kuala Selangor, Negeri Selangor	Description of property: A piece of agricultural land Existing use: Prawn farm Expiry of lease (if any): 99 years leasehold land expiring on 9 February 2100 Category of land use (if any): Agriculture	Express condition: Aquaculture Restriction-in-interest: The land cannot be transferred, leased or mortgaged without the approval of the state authority Encumbrances: Nil	Land area: 435,723 Built-up area: Nil	Date of issuance of CF: N/A	(4)N/A

Notes:

- (1) Pending perfection of transfer from Datuk Bandar Kuala Lumpur to Camaroe Aquaculture.
- (2) Camaroe Aquaculture had, on 1 September 2024, entered into a tenancy agreement with Empire Food & Beverage House for the rental of the property as a food and beverage establishment, for a tenancy period of 24 months, commencing from 1 September 2024 to 31 August 2026. Upon the expiry of the tenancy, we intend to continue to let the property in the future.
- (3) Presently, our Group does not have any planned use for these vacant lands.
- (4) Not applicable as the acquisition of Lot 26430 and Lot 26431 was completed on 26 June 2025 and 22 July 2025, respectively.

6. INFORMATION ON OUR GROUP (Cont'd)**(ii) Properties rented by our Group**

The summary of the material properties rented by our Group as at the LPD are set out below:

No.	Address	Landlord/ Tenant	Description/ Existing use	Land area/ Built-up area sq ft	Period of tenancy / Rental per annum
(a)	(i) LMS No. A5637 Kuala Selangor, Mukim Tanjong Karang, Negeri Selangor Darul Ehsan	Landlord: Chia Kau Kia, Lim Bee Lian and Lee Kim Heng all trading as Kwang Koon Aquatic Tenant: Farmerex	Description of property: Agricultural lands ⁽¹⁾ Existing use: For aquaculture purpose	Land area: 2,090,880	Period of tenancy: 1 January 2023 to 31 December 2025
	(ii) No. Lot LTS 5641, Mukim Tanjong Karang, District of Kuala Selangor, Negeri Selangor Darul Ehsan			Built-up area: Nil	Rental per annum: RM215,000
	(iii) LMS No. A5636 Kuala Selangor, Mukim Tanjong Karang, Negeri Selangor Darul Ehsan				
	(iv) HSD 8537 No. PT 2969-A, Mukim Tanjong Karang, District of Kuala Selangor, Negeri Selangor Darul Ehsan				
(b)	28, Jalan Meru Indah 20, Taman Perindustrian Meru Indah, 42200 Kapar, Selangor	Landlord: Tan Mooi Kai Tenant: Wynntech Star	Description of property: Semi-detached building Existing use: Factory	Land area: 8,999	Period of tenancy: 1 January 2023 to 31 December 2026
				Built-up area: 10,994	Rental per annum: RM90,000

6. INFORMATION ON OUR GROUP (Cont'd)

No.	Address	Landlord/ Tenant	Description/ Existing use	Land area/ Built-up area sq ft	Period of tenancy / Rental per annum
(c)	No. 6, Jalan Indah 2/6, Taman Indah 2, 45400 Sekinchan, Selangor Darul Ehsan	Landlord: Teoh Kheng Huat Tenant: Camaroe Aquaculture	Description of property: 3 storey semi-detached house Existing use: Foreign workers' accommodation	Land area: 3,003 Built-up area: 4,008	Period of tenancy: 1 January 2025 to 31 December 2025 Rental per annum: RM36,000

Note:

- (1) The agricultural lands under the tenancy agreement with Kwang Koon Aquatic falls under the TOL which was obtained by Farmerex on 2 April 2024.

As at the LPD, the properties rented by our Group are not in breach of any other land use conditions and/or are in non-compliance with current statutory requirements, land rules or building regulations/by-laws, which will have material adverse impact on our operations.

(iii) Acquisition of properties

Save as disclosed in Section 6.8(b), 6.8(c), 6.8(h) and 6.8(i) of this Prospectus above, we have not entered into any agreements to acquire any properties during FYE 2021 to 2024 and up to LPD.

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6. INFORMATION ON OUR GROUP (Cont'd)**6.10 KEY MACHINERY AND EQUIPMENT**

A summary of the key machinery and equipment owned and used by our Group are set out below:

Key machinery and equipment	Function	No. of units	Approximate age as at the LPD (Years)
Automatic feeding machine	A machine which functions in gradually distributing feed to ponds and improves the feed conversion ratio and cost efficiency for each pond by reducing wastage of feed	15	3
Automatic strapping machine	A machine which functions in automating the process of strapping bands around cartons in preparation for delivery and thereby increases the efficiency of the packaging process	1	2
Automatic washing and sizing machine	A machine which functions in automating the process of cleaning prawns using filtered water as well as sorting prawns by size, thereby reducing labour costs and minimising human error	1	7
Blast freezer	A freezer which functions in freezing trays of live prawns at low temperature and is capable of maintaining the freshness of frozen prawns	5	4
Electronic paddle wheel	A machine which functions in rapidly dissolving oxygen from the atmosphere into ponds as well as improving horizontal pond water circulation	650	1-4
Metal detection machine	A machine which functions in detecting the presence of metal objects	1	8
Table top conveyor wrapping machine	A machine which functions in automating the process of wrapping product in plastic packaging and thereby extends the shelf life of the product by preventing moisture, air and other contaminants from affecting the quality of the product during delivery	1	2
Wave maker	A machine which functions in rapidly dissolving oxygen from the atmosphere into ponds, improving vertical pond water circulation as well as stabilising water temperature throughout a pond	128	1-4

6. INFORMATION ON OUR GROUP (Cont'd)

6.10.1 Production capacities, output and utilisation

The estimated annual carrying capacity, actual annual production and utilisation rates of prawn farms operated by our Group for the Financial Periods Under Review are as set out in the table below:

Farm	Number of ponds	⁽¹⁾ Estimated annual carrying capacity (MT)	Actual production (MT)			⁽²⁾ Utilisation rate (%)		
			FYE 2021	FYE 2022	FYE 2023	FYE 2021	FYE 2022	FYE 2023
Tanjung Karang Farm 1	16	240	222	142	236	92.50	59.17	98.33
Penor Farm ⁽³⁾	23	170	112	87	56	65.88	51.18	⁽⁴⁾ 32.94
Tanjung Karang Farm 2	27	230	159	64	167	69.13	⁽⁵⁾ 27.83	72.61
Tanjung Karang Farm 3	41	250	197	151	126	78.80	⁽⁶⁾ 60.40	⁽⁷⁾ 50.40
Marang Farm	31	155	⁽⁸⁾ -	16	18	⁽⁸⁾ -	⁽⁹⁾ 10.32	⁽⁹⁾ 11.61
Total	138	1,045	690	460	603	66.03	44.02	57.70

Farm	Number of ponds	⁽¹⁾ Estimated annual / quarterly carrying capacity (MT)	Actual production (MT)		⁽²⁾ Utilisation rate (%)	
			FYE 2024	FPE 2025	FYE 2024	FPE 2025
Tanjung Karang Farm 1	⁽¹⁰⁾ 27	350 / 87.50	246	49	70.29	56.00
Penor Farm ⁽³⁾	23	170 / 42.50	107	11	62.94	⁽¹²⁾ 25.88
Tanjung Karang Farm 2	27	230 / 57.50	192	42	83.48	73.04
Tanjung Karang Farm 3	41	250 / 62.50	124	42	46.90	67.20
Marang Farm	31	155 / 38.75	87	⁽¹¹⁾ -	56.13	⁽¹¹⁾ -
Total	149	1,155 / 288.75	756	144	65.45	49.87

6. INFORMATION ON OUR GROUP *(Cont'd)*

Notes:

- (1) The estimated annual and quarterly carrying capacity of each prawn farm is calculated based on the total estimated maximum harvest of black tiger prawns and/or vannamei shrimp from all the ponds at each farm, respectively. For avoidance of doubt, the number of ponds for each prawn farm stated above remained the same during the Financial Periods Under Review, with the exception of Tanjung Karang Farm 1 which expanded from 16 ponds to 27 ponds in September 2024.
The estimated maximum harvest from each pond is calculated based on the optimum average daily growth rate which can be achieved for each pond, which is determined by the respective pond dimensions, stocking density and pond conditions.
- (2) Calculated based on actual production divided by estimated annual carrying capacity and multiplied by 100% for FYE 2021 to FYE 2024. Calculated based on actual production divided by estimated quarterly carrying capacity and multiplied by 100% for FPE 2025.
- (3) Subsequent to entering into the Contract Farming Agreement with SWL Enterprise on 1 January 2024, we continued to operate the Penor Farm, whereby WTU Aqua was appointed to manage and operate prawn farming activities at the Penor Farm. Further, all harvest schedules, delivery terms, inspection and criteria shall be at WTU Aqua's discretion. Please refer to Section 6.5.13(a) of this Prospectus for the salient terms of the Contract Farming Agreement.
- (4) The relatively low utilisation rate for Penor Farm in FYE 2023 was due to the temporary suspension of prawn farming activities for the reconditioning of ponds on a progressive basis from July 2023 to September 2023.
- (5) The relatively low utilisation rate for Tanjung Karang Farm 2 in FYE 2022 was due to temporary suspension of prawn farming activities for the reconditioning of ponds on a progressive basis from July 2022 to January 2023.
- (6) The relatively low utilisation rate for Tanjung Karang Farm 3 in FYE 2022 was due to the cessation of vannamei shrimp farming activities at Tanjung Karang Farm 3 since the end of FYE 2022.
- (7) The downward trend in the utilisation rate for Tanjung Karang Farm 3 in FYE 2023 and FYE 2024 was due to the temporary suspension of prawn farming activities to recondition the ponds on a progressive basis in January 2023, February 2024, March 2024 and June 2024.
- (8) There was no actual annual production and utilisation rate recorded for Marang Farm in FYE 2021 as the farm commenced operations in FYE 2022.
- (9) The relatively low utilisation rate for Marang Farm in FYE 2022 and FYE 2023 was due to the commencement of prawn farming activities prior to obtaining connection to an electricity supply. The Group had obtained connection to an electricity supply at the Marang Farm in June 2024.

6. INFORMATION ON OUR GROUP (Cont'd)

- (10) In September 2024, we expanded Tanjung Karang Farm 1 from 16 ponds to 27 ponds.
- (11) There was no actual annual production and utilisation rate recorded for Marang Farm in FPE 2025 as the ponds at the farm were fully harvested in December 2024 and stocking of post larvae for the ponds was subsequently delayed due to the occurrence of monsoons between December 2024 and March 2025.
- (12) The relatively low utilisation rate for Penor Farm in FPE 2025 as the ponds at the farm were fully harvested in January 2025 and the ponds were in preparation for stocking of post larvae.

The annual production capacity, actual annual production and utilisation rate of our Kapar Processing Facility for the Financial Periods Under Review are as set out below:

Facility	⁽¹⁾ Annual / quarterly production capacity (MT)	Actual production (MT)					Utilisation rate (%)				
		FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
Kapar Processing Facility	684 / 171	573	587	681	630	104	⁽²⁾ 83.77	⁽²⁾ 85.82	⁽²⁾ 99.56	⁽²⁾ 92.11	⁽³⁾ 60.82

Notes:

- (1) The annual production capacity of our Kapar Processing Facility is calculated based on the capacity of our chest freezers (i.e. which is the critical equipment in our prawn processing activity, utilised in the quick freezing and glazing of black tiger prawns to produce our final products) and our total operating days.
- (2) Calculated based on actual annual production divided by annual production capacity and multiplied by 100% for FYE 2021 to FYE 2024.
- (3) Calculated based on actual production for the 3-month period of FPE 2025 divided by quarterly production capacity and multiplied by 100%. The relatively low utilisation rate recorded in FPE 2025 was due to slower production volume after higher festive season sales in the last quarter of 2024, and the production line was closed briefly for cleaning and Chinese New Year holidays.

6. INFORMATION ON OUR GROUP (Cont'd)**6.11 EMPLOYEES**

As at 31 March 2025, we have a total workforce of 49 permanent employees, out of which local employees accounted for 93.88% of our total workforce while the remaining 6.12% were foreign employees. The breakdown of our employees by division was as follows:

Designation / Department	As at 31 March 2025		
	Local	Foreign	Total
Executive Directors	2	-	2
Key Senior Management	2	-	2
Administration, Human Resources, Finance and Procurement	3	-	3
Operations	39	3	(1)42
Total	46	3	49

Note:

- (1) Out of our total operations workforce of 42 employees as at 31 March 2025, 6 employees were located at Tanjung Karang Farm 1, 6 employees were located at Penor Farm, 3 employees were located at Tanjung Karang Farm 2, 6 employees were located at Tanjung Karang Farm 3, 5 employees were located at Marang Farm and 16 employees were located at Kapar Processing Facility.

As at the LPD, we employ a total of 48 permanent employees, out of which local employees accounted for 93.75% of our total workforce while the remaining 6.25% were foreign employees. The breakdown of our employees by division is as follows:

Designation / Department	As at LPD		
	Local	Foreign	Total
Executive Directors	2	-	2
Key Senior Management	2	-	2
Administration, Human Resources, Finance and Procurement	3	-	3
Operations	38	3	(1)41
Total	45	3	48

Note:

- (1) Out of our total operations workforce of 41 employees as at the LPD, 6 employees were located at our Tanjung Karang Farm 1, 6 employees were located at Penor Farm, 3 employees were located at Tanjung Karang Farm 2, 6 employees were located at Tanjung Karang Farm 3, 5 employees were located at Marang Farm and 15 employees were located at Kapar Processing Facility.

All of our foreign employees possess valid working permits and/or documentations. Our foreign employees are primarily involved in our Group's operations division. None of our employees belongs to any labour union.

During the Financial Periods Under Review and up to the LPD, there was no major industrial dispute involving our employees. During the same period, we did not face any labour shortage that led to any disruption to our business operations.

6. INFORMATION ON OUR GROUP (Cont'd)

In addition to our Group's employees, we also enter into contract for service arrangements with third party service providers to subcontract our prawn processing operations to third party service providers within their respective contracted period of 12 months. Under these contracts, the third party service providers will be responsible for procuring the necessary workers needed for the prawn processing operations at our Kapar Processing Facility. These workers are foreign workers which are under the employment of the third party service providers, and the third party service providers will be responsible for all government-related fees and payments, including but not limited to SOCSO, yearly medical (FOMEMA), insurance guarantee, transportation, hostel arrangements, and all necessary approvals, permits, clearances and documentation related to immigration formalities in relation to these foreign workers. As at the LPD, we have engaged 3 third party service providers who have employed a total of 29 foreign workers for our processing operations.

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6. INFORMATION ON OUR GROUP (Cont'd)**6.12 MAJOR CUSTOMERS**

Our top five major customers by revenue for the Financial Periods Under Review are as follows:

FYE 2021

							Percentage of our Group's revenue	
Major customers			Country	Type of products sold	⁽¹⁾ Length of relationship (years)	Revenue RM'000	%	
Global Max Seafood Sdn Bhd			Malaysia	Frozen black tiger prawns	2	10,874	28.48	
Shanghai International Co., Ltd ⁽²⁾		Longxia Trade	China	Frozen black tiger prawns	1	5,269	13.80	
Ningde Biotechnology Development Cp. Ltd		Qifeng	China	Frozen black tiger prawns	1	2,453	6.42	
Joo Chai Aquatic Sdn Bhd			Malaysia	Live black tiger prawns, live vannamei shrimp	4	2,250	5.89	
Five Reliance (M) Sdn Bhd		Fishery	Malaysia	Live black tiger prawns, live vannamei shrimp	1	1,904	4.99	
Sub-total						22,750	59.58	
Total revenue						38,179	100.00	

FYE 2022

					Percentage of our Group's revenue	
Major customers		Country	Type of products sold	⁽¹⁾ Length of relationship (years)	Revenue RM'000	%
Shanghai International Co., Ltd ⁽²⁾	Longxia Trade	China	Frozen black tiger prawns	2	8,685	24.12
Shanghai International Co., Ltd ⁽³⁾	Pinzhuan Trade	China	Frozen black tiger prawns	1	8,599	23.88
Global Max Seafood Sdn Bhd		Malaysia	Frozen black tiger prawns	3	3,253	9.03
Five Reliance (M) Sdn Bhd	Fishery	Malaysia	Live black tiger prawns, live vannamei shrimp	2	2,920	8.11
Galore Industrial Co. Ltd		Taiwan	Frozen black tiger prawns	1	2,373	6.59
Sub-total					25,830	71.73
Total revenue					36,010	100.00

6. INFORMATION ON OUR GROUP (Cont'd)**FYE 2023**

						Percentage of our Group's revenue
Major customers		Country	Type of products sold	⁽¹⁾ Length of relationship	Revenue	
				(years)	RM'000	%
Shanghai International Co., Ltd ⁽³⁾	Pinzhuan Trade	China	Frozen black tiger prawns	2	13,527	39.89
Customer A ⁽⁴⁾		South Korea	Frozen black tiger prawns	1	4,531	13.36
Qingdao Technology Co. Ltd	Bingobaas	China	Frozen black tiger prawns	1	3,474	10.25
Galore Industrial Co. Ltd		Taiwan	Frozen black tiger prawns	2	2,800	8.26
Pantai Seafood Supply		Malaysia	Live black tiger prawns	6	1,255	3.70
				Sub-total	25,587	75.46
				Total revenue	33,909	100.00

FYE 2024

					Percentage of our Group's revenue	
Major customers		Country	Type of products sold	⁽¹⁾ Length of relationship (years)	Revenue RM'000	%
Shanghai International Trade Co., Ltd ⁽³⁾	Pinzhuan	China	Frozen black tiger prawns	3	15,373	38.60
Customer A ⁽⁴⁾		Korea	Frozen black tiger prawns	2	6,748	16.94
Shanghai XiJuan Supply Chain Technology Co Ltd ⁽⁵⁾		China	Frozen black tiger prawns	1	2,605	6.54
Pantai Seafood Supply		Malaysia	Live black tiger prawns	7	2,527	6.35
Dragon Ocean Fishery		Malaysia	Live black tiger prawns	3	2,404	6.04
Sub-total					29,657	74.47
Total revenue					39,823	100.00

6. INFORMATION ON OUR GROUP (Cont'd)**FPE 2025**

Major customers	Country	Type of products sold	⁽¹⁾Length of relationship (years)	Revenue RM'000	Percentage of our Group's revenue %
Shanghai Pinzhuan International Trade Co., Ltd ⁽³⁾	China	Frozen black tiger prawns	4	4,047	49.21
Pantai Seafood Supply	Malaysia	Live black tiger prawns	8	1,187	14.43
Customer A ⁽⁴⁾	Korea	Frozen black tiger prawns	3	697	8.48
Shanghai XiJuan Supply Chain Technology Co Ltd ⁽⁵⁾	China	Frozen black tiger prawns	2	644	7.83
Dragon Ocean Fishery	Malaysia	Live black tiger prawns	4	569	6.92
Sub-total				7,144	86.87
Total revenue				8,224	100.00

Notes:

- (1) Calculated based on the date of the Company's earliest transaction with the respective customer.
- (2) Shanghai Longxia International Trade Co., Ltd is our Group's end customer in China. As Shanghai Longxia International Trade Co., Ltd does not have the relevant license for the import of goods from Malaysia to China, our sales to Shanghai Longxia International Trade Co., Ltd in the Financial Periods Under Review were conducted through 3 trading houses appointed by the company to import our black tiger prawns, namely Xiamen Guolida Trading Co., Ltd, Xiamen Chenkun Supply Chain Management Co., Ltd and Optimize Integration Group Inc. These 3 trading houses are our Group's direct customers. Please refer to Section 6.5.1 of this Prospectus for further details on our Group's direct customers and end customers in China.

6. INFORMATION ON OUR GROUP (Cont'd)

The breakdown of our sales to Shanghai Longxia International Trade Co., Ltd through its appointed trading houses in FYE 2021 and FYE 2022 are as follows:

Trading house	Revenue			
	FYE 2021		FYE 2022	
	RM'000	%	RM'000	%
Xiamen Guolida Trading Co., Ltd	3,042	57.73	-	-
Xiamen Chenkun Supply Chain Management Co., Ltd	2,227	42.27	2,764	31.82
Optimize Integration Group Inc.	-	-	5,921	68.18
Total revenue	5,269	100.00	8,685	100.00

- (3) Shanghai Pinzhuan International Trade Co., Ltd is our Group's end customer in China. As Shanghai Pinzhuan International Trade Co., Ltd does not have the relevant license for the import of goods from Malaysia to China, our sales to Shanghai Pinzhuan International Trade Co., Ltd in the Financial Periods Under Review were conducted through 3 trading houses appointed by the company to import our black tiger prawns, namely Guangzhou Imton Imp And Exp Agency Co., Ltd, Customer B and Customer C. These 3 trading houses are our Group's direct customers. Please refer to Section 6.5.1 of this Prospectus for further details on our Group's direct customers and end customers in China.

The breakdown of our sales to Shanghai Pinzhuan International Trade Co., Ltd through its appointed trading houses in FYE 2022, FYE 2023, FYE 2024 and FPE 2025 is as follows:

Trading house	Revenue							
	FYE 2022		FYE 2023		FYE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Guangzhou Imton Imp And Exp Agency Co., Ltd	-	-	-	-	7,030	45.73	4,047	100.00
Customer B	8,599	100.00	12,180	90.04	8,343	54.27	-	-
Customer C	-	-	1,347	9.96	-	-	-	-
Total revenue	8,599	100.00	13,527	100.00	15,373	100.00	4,047	100.00

- (4) Customer A is the Group's direct customer.

6. INFORMATION ON OUR GROUP (Cont'd)

- (5) Shanghai XiJuan Supply Chain Technology Co Ltd is our Group's end customer in China. As Shanghai XiJuan Supply Chain Technology Co Ltd does not have the relevant license for the import of goods from Malaysia to China, our sales to Shanghai XiJuan Supply Chain Technology Co Ltd in the Financial Periods Under Review were conducted through 3 trading houses appointed by the company to import our black tiger prawns, namely Xiamen Minzheng Supply Chain Management Co., Ltd, Xiamen Luhaidan Import and Export Co., Ltd and Yincui International Trading (Shanghai) Co., Ltd. These 3 trading houses are our Group's direct customers. Please refer to Section 6.5.1 of this Prospectus for further details on our Group's direct customers and end customers in China.

The breakdown of our sales to Shanghai XiJuan Supply Chain Technology Co Ltd through its appointed trading houses in FYE 2024 and FPE 2025 is as follows:

Trading house	Revenue			
	FYE 2024		FPE 2025	
	RM'000	%	RM'000	%
Xiamen Minzheng Supply Chain Management Co., Ltd	-	-	644	100.00
Xiamen Luhaidan Import and Export Co., Ltd	1,367	52.48	-	-
Yincui International Trading (Shanghai) Co., Ltd	1,238	47.52	-	-
Total revenue	2,605	100.00	644	100.00

During the Financial Periods Under Review, our top five major customers collectively contributed 59.58%, 71.73%, 75.46%, 74.47% and 86.87% to our Group's total revenue respectively. Our largest customer for the FYE 2021 was Global Max Seafood Sdn Bhd which contributed 27.33% to our Group's total revenue, our largest customer for the FYE 2022 was Shanghai Longxia International Trade Co., Ltd which contributed 24.12% to our Group's total revenue, and our largest customer for the FYE 2023, FYE 2024 and FPE 2025 was Shanghai Pinzhuan International Trade Co., Ltd which contributed 39.89%, 38.60% and 49.21%, respectively, to our Group's total revenue.

Notwithstanding that certain major customers of our Group had contributed substantially to our revenue during the Financial Periods Under Review, we are not dependent on any of our major customers. We serve a wide network of seafood importers and wholesalers comprising local companies and overseas customers. During the Financial Periods Under Review, our black tiger prawns were sold to a network of 83, 74, 42, 49 and 24 customers respectively. The reduction in our Group's total number of customers during the Financial Periods Under Review was due to a shift in our business strategy to focus on overseas customers which generate higher-margin export sales as well as wholesale local customers. During the Financial Periods Under Review, our overseas customers accounted for 15.66%, 17.57%, 26.19%, 24.49% and 20.83% of our network of customers respectively, and contributed significant growth to our export sales, which is our largest revenue contributor since FYE 2022. Please refer to Section 6.5.5(a) of this Prospectus for further details on the breakdown of our revenue by geographical location.

As at the LPD, there has been no dispute with our customers which has materially affected our operations or financial performance.

6. INFORMATION ON OUR GROUP (Cont'd)**6.13 MAJOR SUPPLIERS**

Our top five major suppliers by purchases for the Financial Periods Under Review are as follows:

FYE 2021

Major suppliers	Country	Type of purchases	⁽¹⁾Length of relationship (years)	Purchases RM'000	Percentage of our Group's purchases %
Tan & Tang Aquaculture M Sdn Bhd	Malaysia	Logistics services and black tiger prawns	4	3,907	21.19
Vio Star International (Malaysia) Sdn Bhd	Malaysia	Feed	4	3,346	18.14
Star Feedmills (M) Sdn Bhd	Malaysia	Feed	3	1,917	10.40
Asia Carton Packaging Sdn Bhd	Malaysia	Packaging materials	4	1,778	9.64
Natural Adept Sdn Bhd	Malaysia	Black tiger prawns	4	1,405	7.62
Sub-total				12,353	66.99
Total purchases				18,439	100.00

FYE 2022

Major suppliers	Country	Type of purchases	⁽¹⁾Length of relationship (years)	Purchases RM'000	Percentage of our Group's purchases %
Tan & Tang Aquaculture M Sdn Bhd	Malaysia	Logistics services and black tiger prawns	5	5,026	31.35
Joo Chai Aquatic Sdn Bhd	Malaysia	Black tiger prawns	1	3,114	19.43
Star Feedmills (M) Sdn Bhd	Malaysia	Feed	4	2,024	12.63
Vio Star International (Malaysia) Sdn Bhd	Malaysia	Feed	5	1,796	11.20
Natural Adept Sdn Bhd	Malaysia	Black tiger prawns	5	1,013	6.32
Sub-total				12,973	80.93
Total purchases				16,030	100.00

6. INFORMATION ON OUR GROUP (Cont'd)
FYE 2023

Major suppliers	Country	Type of purchases	⁽¹⁾Length of relationship (years)	Purchases RM'000	Percentage of our Group's purchases %
Sheng Long Bio Tech (M) Sdn Bhd	Malaysia	Feed	1	5,697	27.51
Star Feedmills (M) Sdn Bhd	Malaysia	Feed	5	3,069	14.82
Tan & Tang Aquaculture M Sdn Bhd	Malaysia	Logistics services and black tiger prawns	6	2,952	14.25
Akuakultur Usahasama Bt Sdn Bhd	Malaysia	Black tiger prawns	6	2,151	10.39
GB Aqua Sdn Bhd	Malaysia	Black tiger prawns	5	908	4.38
Sub-total				14,777	71.35
Total purchases				20,711	100.00

FYE 2024

Major suppliers	Country	Type of purchases	⁽¹⁾Length of relationship (years)	Purchases RM'000	Percentage of our Group's purchases %
Star Feedmills (M) Sdn Bhd	Malaysia	Feed	6	6,610	41.17
SWL Enterprise ⁽²⁾	Malaysia	Black tiger prawns	1	2,026	12.62
Sheng Long Bio Tech (M) Sdn Bhd	Malaysia	Feed	2	1,880	11.71
Akuakultur Usahasama Bt Sdn Bhd	Malaysia	Black tiger prawns	7	1,689	10.52
City Marine (TK) Sdn Bhd	Malaysia	Black tiger prawns	1	1,324	8.25
Sub-total				13,529	84.27
Total purchases				16,055	100.00

6. INFORMATION ON OUR GROUP (Cont'd)**FPE 2025**

Major suppliers	Country	Type of purchases	(1)Length of relationship (years)	Purchases RM'000	Percentage of our Group's purchases %
Star Feedmils (M) Sdn Bhd	Malaysia	Feed	7	1,088	41.53
Akuakultur Usahasama Bt Sdn Bhd	Malaysia	Black tiger prawns	8	499	19.05
Asia Aquaculture (M) Sdn Bhd	Malaysia	Post larvae	7	350	13.36
SWL Enterprise ⁽²⁾	Malaysia	Black tiger prawns	2	261	9.96
Sheng Long Bio Tech (M) Sdn Bhd	Malaysia	Feed	3	255	9.73
Sub-total				2,453	93.63
Total purchases				2,620	100.00

Notes:

- (1) Calculated based on the date of the Company's earliest transaction with the respective supplier.
- (2) Our Group began to purchase black tiger prawns from SWL Enterprise under our Contract Farming Agreement since 1 January 2024, whereby WTU Aqua has exclusive rights to purchase all prawns harvested from Penor Farm. Please refer to Section 6.5.13(a) of this Prospectus for the salient terms of the Contract Farming Agreement.

During the Financial Periods Under Review, our top five major suppliers collectively contributed 66.99%, 80.93%, 71.35%, 84.27% and 93.63% to our Group's total purchases respectively.

During the Financial Periods Under Review, there were 3 suppliers who were our major suppliers for at least 2 FYEs and/or FPE consecutively and had contributed more than 10% of our Group's total purchases:

- (a) Tan & Tang Aquaculture M Sdn Bhd was our largest supplier for the FYEs 2021 and 2022 which contributed 21.19% and 31.35% to our Group's total purchases respectively. Nevertheless, the purchases from Tan & Tang Aquaculture M Sdn Bhd reduced to 14.25% of our Group's total purchases in FYE 2023 as our Group reduced our purchase of black tiger prawns from third party suppliers in FYE 2023 while continued to engage the company for its logistics services to transport our black tiger prawns from our farms to our Kapar Processing Plants. Moving forward, our Group do not intend to increase the purchases of black tiger prawns from third parties, including Tan & Tang Aquaculture M Sdn Bhd. However, we may continue to engage Tan & Tang Aquaculture M Sdn Bhd for its logistics services. Nevertheless, we are able to source similar services of comparable quality and at similar competitive prices from other suppliers in the event of any disruption from Tan & Tang Aquaculture M Sdn Bhd.

6. INFORMATION ON OUR GROUP (Cont'd)

- (b) Vio Star International (Malaysia) Sdn Bhd was one of our largest suppliers for the FYEs 2021 and 2022 which contributed 18.14% and 11.20% to our Group's total purchases respectively. Nevertheless, Vio Star International (Malaysia) Sdn Bhd ceased to be our top five major supplier in FYE 2023 as our Group ceased our business relationship with the company in FYE 2023 as we have identified an alternate supply of feed, which is at a better quality and price, from Sheng Long Bio Tech (M) Sdn Bhd.
- (c) Star Feedmills (M) Sdn Bhd was one of our largest suppliers for the FYEs 2021 to 2024 and FPE 2025 which contributed 10.40%, 12.63% and 14.82%, 41.17% and 41.53% to our Group's total purchases respectively. Nevertheless, we are able to source similar products of comparable quality and at similar competitive prices from other suppliers in the event of any disruption or delay in supply from Star Feedmills (M) Sdn Bhd.
- (d) Akuakultur Usahasama Bt Sdn Bhd was one of our largest suppliers for the FYE 2023, FYE 2024 and FPE 2025 which contributed to 10.39%, 10.52% and 19.05% to our Group's total purchases respectively. Nevertheless, we are able to source similar products of comparable quality and at similar competitive prices from other suppliers in the event of any disruption or delay in supply from Akuakultur Usahasama Bt Sdn Bhd.

Therefore, we are not dependent on our major suppliers. Our suppliers are selected based on their geographical locations for origin sourcing, product quality, production capacity, lead time, pricing and timely delivery. During the Financial Periods Under Review, we sourced our supplies from a network of 42, 52, 54, 56 and 40 suppliers respectively.

As at LPD, there has been no dispute with our suppliers which has materially affected our operations or financial performance.

6.14 EXCHANGE CONTROL

Our Group has not established any other place of business outside of Malaysia and is not subject to governmental laws, decrees, regulations or other legislations that may affect the repatriation of capital or remittance of profits by or to our Group.

6.15 ENVIRONMENT, SOCIAL AND GOVERNANCE ("ESG")

We believe in the power of sustainable aquaculture to nourish communities while preserving our planet for future generations. As a leading prawn farming operator, we are deeply committed to integrating environmental stewardship, social responsibility, and strong governance principles into every aspect of our business.

Since our inception, we have strived to redefine the standards of responsible prawn farming, recognising the interconnectedness between our operations, the environment, and the communities we serve. Our dedication to sustainability is not just a corporate initiative; it is a fundamental part of who we are and how we operate.

Through innovative practices, strategic partnerships, and a relentless pursuit of excellence, we aim to set a new benchmark for ethical and environmentally conscious prawn farming. Our ESG statement reflects our unwavering commitment to transparency, accountability, and continuous improvement as we work towards a more sustainable future.

6. INFORMATION ON OUR GROUP (Cont'd)

6.15.1 Environmental practices

We recognise the importance of safeguarding natural resources and preserving ecosystems for future generations. Our environmental efforts are guided by the following principles:

(a) Sustainable Sourcing:

We source our prawn larvae and feed from reputable suppliers. By prioritising sustainable sourcing, we aim to reduce environmental footprint associated with our supply chain. We also source and procure some of our supplies directly from local suppliers in support of the local community and to reduce our carbon footprint.

(b) Our Commitment to renewable energy:

Our prawn farming business is dedicated to reducing our carbon footprint and enhancing environmental sustainability. One of our key initiatives is the installation of solar panels at our prawn farms, utilising the Green Investment Tax Allowance (GITA) on Green Assets granted by the Malaysian government to support this important investment. This transition to renewable energy is a significant step towards minimising our environmental impact.

Upon successful listing on Bursa Securities, we plan to utilise our IPO proceeds to install solar panels in our New Bukit Raja Processing Facility. This initiative will not only reduce our reliance on non-renewable energy sources but also promote the use of clean energy in our operations.

(c) Optimisation of water quality management

Optimal water quality parameter during rearing will support the survival and growth of our prawn. At the same time, water quality affects the population and composition of phytoplankton as well as potential carbon emissions. We adopt the following strategies to optimise the water quality of our ponds:

(i) Efficient water management

We minimise the need for water exchange by implementing recirculating aquaculture systems (RAS), which significantly reduces the need for frequent water changes. This approach conserves water and decreases the energy consumption associated with pumping and treating water. Additionally, optimising aeration by using energy-efficient aerators and placing them strategically ensures that dissolved oxygen levels are maintained efficiently, thus minimising energy use and improving overall pond health.

(ii) Feed Management

We use high-quality, nutritionally balanced feed that is easily digestible to enhance feed conversion ratios and reduce waste accumulation. This leads to a lower organic load in the water, improving water quality of our ponds. We also implement precise feeding practices such as automatic feeders to avoid overfeeding, which not only reduces feed waste but also limits the amount of excess organic matter that can deteriorate water quality.

6. INFORMATION ON OUR GROUP (Cont'd)

(iii) Waste management

We install sedimentation ponds to capture and remove solid waste before it accumulates in the main pond. This prevents the buildup of organic matter that can lead to anaerobic conditions and methane production. Additionally, filtration processes are in place to effectively treat and filter waste water generated from our prawn farming operations, ensuring that contaminants are removed before the water is released back into the environment. By adopting these measures, we aim to minimise our ecological footprint and contribute to the overall health of the surrounding ecosystems.

(iv) Pond management

We regularly monitor key water quality parameters such as dissolved oxygen, alkalinity, ammonia, nitrite, nitrate, and organic matter. This allows for timely interventions to maintain optimal conditions, preventing the buildup of harmful substances. We apply agricultural lime to regulate alkalinity levels, ensuring a stable environment, enhancing microbial activity for the efficient decomposition of organic matter.

(v) Use of probiotics

We use beneficial microbes, known as probiotics, into the pond to outcompete harmful bacteria and enhance the breakdown of organic waste. This biological approach to water quality management helps in maintaining a healthy microbial balance in the pond, which improves overall water quality and reduces the production of greenhouse gases by facilitating the efficient decomposition of organic matter.

(d) Waste management

We implement comprehensive waste management strategies to minimise the generation of waste and mitigate potential environmental impacts. This includes responsible handling and disposal of prawn waste, as well as recycling and reusing materials whenever possible. We collect and segregate prawn waste, including uneaten feed and excrement to facilitate proper disposal or treatment. We dispose waste using environmentally friendly methods, avoiding direct discharge into natural water bodies and following local environmental regulations. Waste treatment systems like biofilters and sedimentation ponds are utilised to reduce the organic load before disposal. We also compost organic waste, mixing it with soil to create a nutrient-rich material. This compost is then recycled and used to construct and maintain farm roads and bunds, promoting a circular approach to waste management and contributing to the overall health and sustainability of our farming operations.

Our prawn farming operations are committed to the safe and responsible management of all waste types. To minimise environmental impact, we adhere to stringent waste disposal practices and comply with local regulations and industry best practices.

We engage licensed contractors for the proper disposal of waste. This ensures that all waste materials are handled and disposed of safely, preventing any potential harm to the environment.

6. INFORMATION ON OUR GROUP (Cont'd)

(e) Carbon sequestration

We plant and restore trees such as coconut trees around our prawn farming areas as part of our environmental sustainability efforts, enhancing biodiversity and providing natural shade and protection for the prawn habitats.

(f) Certifications and compliance

We are proud to hold the MyGAP certification in Good Aquaculture Practices, as well as the Fish Quality Certification. These certifications underscore our commitment to maintaining high standards of quality, sustainability, and environmental responsibility in our prawn farming operations.

The MyGAP certification ensures that our farming practices meet stringent requirements for food safety, environmental protection, and worker health and safety. This certification reflects our adherence to best practices in aquaculture, promoting sustainable and responsible farming methods that minimise environmental impact and ensure the welfare of our employees.

Our Fish Quality Certification guarantees that our products meet high standards of quality and safety, providing assurance to our customers and stakeholders about the integrity of our supply chain. This certification demonstrates our dedication to producing safe, high-quality prawns while adhering to rigorous quality control measures.

We strive to ensure that our frozen prawns meet strict food safety and quality control standards. Our processing plant is operating in accordance with the food safety and quality practices under the HACCP, GMP and MeSTI certifications. In addition, our employees and workers have been trained in HACCP and GMP food safety practices.

We also maintain an effective food traceability to ensure that we are able to trace the origin of our frozen prawns processed at our processing plant to the source of supply, such as aquaculture prawn farms and other suppliers. Food traceability is critical to protect our reputation, maintain consumer confidence and reduce possible liability claims.

Our prawn products are subjected to half-yearly audit by DOF. During the Financial Periods Under Review, there has not been any product recall by us due to our products being found unsafe for human consumption.

6.15.2 Social Responsibilities

We are committed to upholding high standards of social responsibility and promoting the welfare of our employees, stakeholders, and supply chain partners. Our social initiatives are rooted in the following principles:

(a) Employee well-being

We prioritise the health, safety, and well-being of our employees by providing a supportive work environment and implementing comprehensive health and safety protocols. We believe that our employees are our most valuable asset, and we are dedicated to fostering a culture of respect, diversity, and inclusion within our workforce.

6. INFORMATION ON OUR GROUP (Cont'd)

(b) Fair labor practices

We uphold fair labour practices throughout our operations and supply chain, ensuring that all workers (including foreign workers) are treated with dignity and respect. We do not tolerate any form of discrimination, harassment, or exploitation, and we are committed to promoting equitable employment opportunities for all.

(c) Health and safety

We maintain strict health and safety standards to protect the well-being of our employees and stakeholders. This includes regular risk assessments, safety training programs, and the provision of personal protective equipment (PPE) to minimise occupational hazards and ensure a safe working environment.

(d) Supply chain ethics

We work closely with our suppliers to ensure that they adhere to ethical labour practices and uphold human rights standards. We believe in building transparent and sustainable relationships with our supply chain partners, promoting responsible sourcing practices and ethical business conduct throughout our supply chain.

(e) Stakeholder engagement

We value the input and feedback of our stakeholders, including employees, customers, investors, and regulators. We actively seek opportunities to engage with stakeholders through transparent communication channels, consultation processes, and feedback mechanisms, with the aim of building trust and fostering long-term relationships.

6.15.3 Governance

We are committed to upholding the highest standards of corporate governance and transparency in all aspects of our operations. We believe that strong governance practices are essential for building trust with our stakeholders and ensuring the long-term sustainability of our business. Our governance framework is guided by the following principles:

(a) Board oversight

The Terms of Reference ("TOR(s)") for the Board, Audit and Risk Management Committee, Remuneration Committee, Nomination Committee, and Sustainability Committee have been established to ensure clear guidelines and responsibilities for each committee.

In line with our commitment to enhancing governance and industry expertise, we appoint independent directors with diverse professional backgrounds, including agriculture, law, accounting, project management and market research. These directors will bring valuable insights and experience which will be critical as we continue to innovate and lead in the industry.

Our website will provide detailed information about our governance structures and TORs. This will include insights into our board members, committee roles, and the strategic frameworks guiding our operations, further emphasising our dedication to transparency and stakeholder engagement.

6. INFORMATION ON OUR GROUP (Cont'd)

(b) Ethical business conduct

We have established an Anti-Bribery and Anti-Corruption Policy to prevent and address instances of bribery, corruption, and unethical behaviour. This policy sets clear expectations for employees, suppliers, and stakeholders and outlines the procedures for reporting and addressing potential violations.

(c) Whistleblowing policy

In addition to our Anti-Bribery and Anti-Corruption Policy, we have implemented a Whistleblowing Policy to provide a mechanism for employees and stakeholders to report concerns or suspicions of misconduct. This policy ensures confidentiality and protection for whistleblowers and facilitates prompt investigation and resolution of reported issues.

(d) Risk management

We have established risk management processes in place to identify, assess, and mitigate risks that may impact our business operations or reputation. This includes regular risk assessments, internal controls, and contingency planning to address potential challenges and uncertainties.

(e) Compliance and legal standards

We adhere to all applicable laws, regulations, and industry standards in the jurisdictions where we operate. We maintain a proactive approach to compliance, regularly monitoring changes in regulatory requirements and ensuring that our practices align with legal and ethical standards.

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7. IMR REPORT

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T : +603 2732 7537 W : www.smith-zander.com

SMITH ZANDER

Date: 14 AUG 2025

The Board of Directors

Camaroe Berhad

28, 30 & 32
Jalan Meru Indah 20
Taman Perindustrian Meru Indah
42200 Kapar
Selangor

Dear Sirs/ Madams,

Independent Market Research Report on the Black Tiger Prawn Farming and Processing Industry in Malaysia ("IMR Report")

This IMR Report has been prepared by SMITH ZANDER INTERNATIONAL SDN BHD ("SMITH ZANDER") for inclusion in the Prospectus in conjunction with the listing of Camaroe Berhad on the ACE Market of Bursa Malaysia Securities Berhad.

The objective of this IMR Report is to provide an independent view of the industry in which Camaroe Berhad and its subsidiaries ("Camaroe Group") operate and to offer a clear understanding of the industry dynamics. As Camaroe Group is principally involved in prawn aquaculture comprising farming and processing of prawns, primarily black tiger prawns in Malaysia, the scope of work for this IMR Report will thus address the following areas:

- (i) The black tiger prawn farming and processing industry in Malaysia;
- (ii) Key demand drivers, risk and challenges;
- (iii) Competitive landscape; and
- (iv) Prospects of the black tiger prawn farming and processing industry in Malaysia.

The research process for this study has been undertaken through secondary or desktop research, as well as detailed primary research when required, which involves discussing the status of the industry with leading industry participants. Quantitative market information could be sourced from interviews by way of primary research and therefore, the information is subject to fluctuations due to possible changes in business, industry and economic conditions.

SMITH ZANDER has prepared this IMR Report in an independent and objective manner and has taken adequate care to ensure the accuracy and completeness of the report. We believe that this IMR Report presents a balanced view of the industry within the limitations of, amongst others, secondary statistics and primary research, and does not purport to be exhaustive. Our research has been conducted with an "overall industry" perspective and may not necessarily reflect the performance of individual companies in this IMR Report. SMITH ZANDER shall not be held responsible for the decisions and/or actions of the readers of this report. This report should also not be considered as a recommendation to buy or not to buy the shares of any company or companies mentioned in this report or otherwise.

For and on behalf of SMITH ZANDER:


DENNIS TAN
MANAGING PARTNER

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SMITH ZANDER

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Any part of this IMR Report used in third party publications, where the publication is based on the content, in whole or in part, of this IMR Report, or where the content of this IMR Report is combined with any other material, must be cited and sourced to SMITH ZANDER.

The research for this IMR Report was completed on 1 August 2025.

For further information, please contact:

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About SMITH ZANDER INTERNATIONAL SDN BHD

SMITH ZANDER is a professional independent market research company based in Kuala Lumpur, Malaysia, offering market research, industry intelligence and strategy consulting solutions. SMITH ZANDER is involved in the preparation of independent market research reports for capital market exercises, including initial public offerings, reverse takeovers, mergers and acquisitions, and other fund-raising and corporate exercises.

Profile of the signing partner, Dennis Tan Tze Wen

Dennis Tan is the Managing Partner of SMITH ZANDER. Dennis Tan has 27 years of experience in market research and strategy consulting, including over 22 years in independent market research and due diligence studies for capital markets throughout the Asia Pacific region. Dennis Tan has a Bachelor of Science (major in Computer Science and minor in Business Administration) from Memorial University of Newfoundland, Canada.

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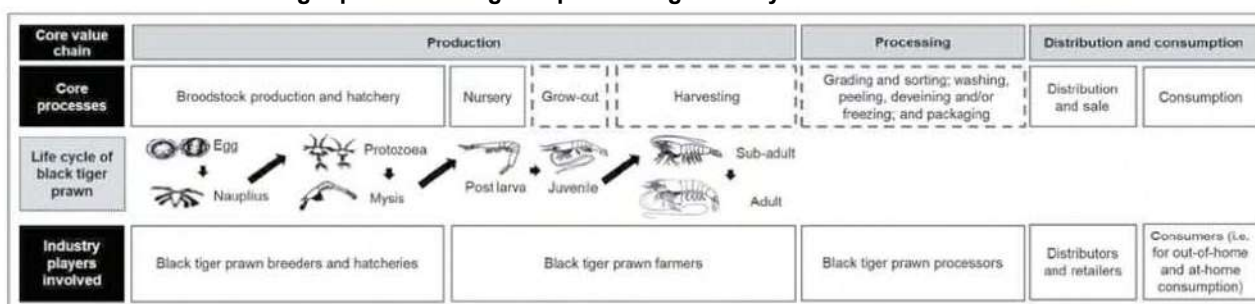
1 THE BLACK TIGER PRAWN FARMING AND PROCESSING INDUSTRY IN MALAYSIA**Overview**

Black tiger prawn (*Penaeus monodon*), also known as giant tiger prawn, Asian tiger shrimp, tiger prawn, jumbo tiger shrimp or prawn and leader prawn, amongst other names, is a commonly consumed prawn and can be deemed as premium seafood because of its large size, taste and texture. Black tiger prawns can be identified by their brown, red, grey and/or blue colours and transverse bands of black and white on their bodies. Black tiger prawns are also the largest species of prawns as it can grow up to 33 centimetres ("cm") in length.

Aside from black tiger prawns, an example of another commonly consumed prawn include the whiteleg shrimp or vannamei shrimp (*Penaeus vannamei*) which can be identified by its translucent white body and can grow up to 23 cm in length.

Black tiger prawns can be farmed via aquaculture or wild-caught via marine fishing. Aquaculture is the breeding, hatching, growing and harvesting of aquatic organisms under controlled conditions. In contrast, marine fishing is the capture of wild aquatic organisms from natural water sources.

Black tiger prawns thrive in brackish water environments which are aquatic environments with greater salinity than freshwater, but lesser salinity than natural saltwater. Natural sources of brackish water are estuaries, where freshwater from rivers and saltwater from the sea meet.

Value chain of the black tiger prawn farming and processing industry**Notes:**

- [---] denotes the segments of the black tiger prawn farming and processing industry value chain in which Camaroe Group is involved.
- This list is not exhaustive.

Sources: Various sources, SMITH ZANDER

The value chain of the black tiger prawn farming and processing industry in Malaysia comprises the following stages:

- Production – cultivation of the entire lifecycle of black tiger prawns by black tiger prawn breeders and hatcheries that are involved in broodstock production and hatchery (i.e. production and hatching) of black tiger prawns, as well as black tiger prawn farmers that are involved in the nursing, grow-out (i.e. growing of black tiger prawns post larvae) and harvesting of black tiger prawns.
- Processing – grading and sorting; washing, peeling, deveining and/or freezing as well as packaging of black tiger prawns by black tiger prawn processors.
- Distribution and consumption – distributors and retailers involved in the distribution and sale of black tiger prawns as well as consumption by the hotel/restaurant/café ("HORECA") industry for out-of-home consumption and by end-consumers for at-home consumption.

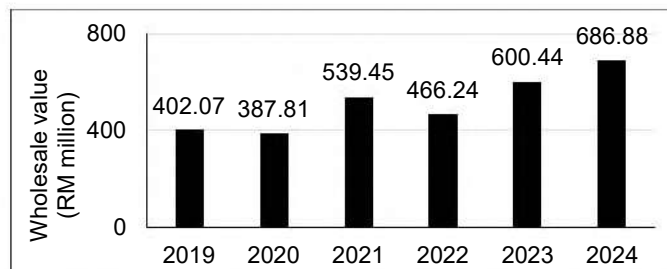
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Industry performance, size and growth

The industry size of the black tiger prawn farming and processing industry in Malaysia is represented by the wholesale value, total production volume and total export value of black tiger prawns.

Wholesale value of black tiger prawns*, Malaysia, 2019 – 2024

Note: * for aquaculture production.

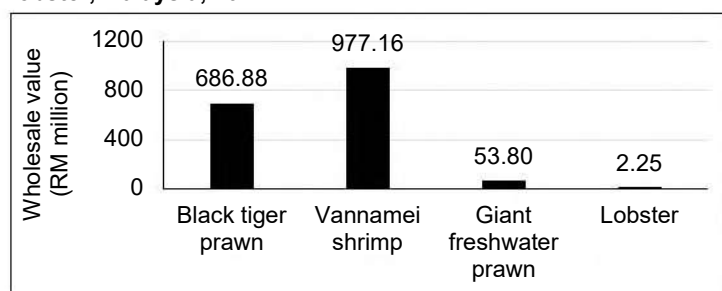
Sources: Department of Fisheries Malaysia ("DOF"), SMITH ZANDER

Generally, from 2019 to 2023, the wholesale value of black tiger prawns in Malaysia had increased at a compound annual growth rate ("CAGR") of 10.55% from RM402.07 million to RM600.44 million.

In 2020, the wholesale value of black tiger prawns saw a year-on-year ("YOY") decline by 3.55% to RM387.81 million from RM402.07 million in 2019. This decline was attributed to the outbreak of the Coronavirus 2019 ("COVID-19") pandemic which resulted in global movement restrictions to contain the spread of the virus, leading to lower demand for black tiger prawns by the HORECA industry.

Following the gradual subsidence of the COVID-19 pandemic, the demand for black tiger prawns recovered, as evidenced by the surge in the wholesale value of black tiger prawns in Malaysia by 39.10% to RM539.45 million in 2021. In 2022, the wholesale value of black tiger prawns recorded a downswing by 13.57% to RM466.24 million, which could be attributed to the outbreak of prawn diseases, which affected the supply of black tiger prawns. Despite this decline, the wholesale value of black tiger prawns in 2022 was higher than its pre-COVID-19 levels of RM402.07 million. In 2023, the wholesale value of black tiger prawns recovered and increased by 28.78% to RM600.44 million. In 2024, the wholesale value of black tiger prawns further grew YOY by 14.40% to RM686.88 million.

From 2024 to 2027, SMITH ZANDER forecasts the wholesale value of black tiger prawns to increase at a CAGR of 2.05% from RM686.88 million to RM729.98 million, demonstrating an expected growth in demand for black tiger prawns, supported by the rising consumption of seafood, demand for large sized black tiger prawns, the growing need for convenience for frozen foods which is favourable to frozen black tiger prawns, and economic growth which stimulates the wealth of the population and in turn, driving the demand for premium goods including black tiger prawns. Please refer to Section 2 of this IMR Report for further information regarding the demand drivers of the black tiger prawn farming and processing industry.

Comparison of wholesale value with other common prawns and lobster, Malaysia, 2024

Notes:

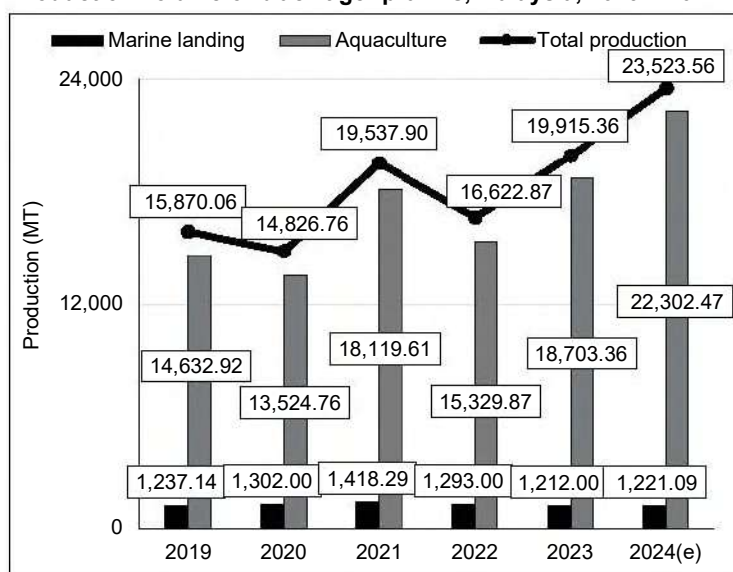
- Wholesale values of black tiger prawn and lobster comprise wholesale value for aquaculture production.
- Wholesale values of vannamei shrimp and giant freshwater prawn comprise wholesale value for aquaculture production and freshwater landing.
- Wholesale value for vannamei shrimp may include other prawns such as banana prawn.

Sources: DOF, SMITH ZANDER

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Production volume of black tiger prawns, Malaysia, 2019 – 2024

Sources: DOF, SMITH ZANDER

The total production volume of black tiger prawns in Malaysia demonstrates a similar trend as the wholesale value of black tiger prawns in Malaysia. Overall from 2019 to 2023, the total production volume of black tiger prawns expanded at a CAGR of 5.84%, from 15,870.06 metric tons ("MT") to 19,915.36 MT. From 2024 to 2027, SMITH ZANDER forecasts the total production volume of black tiger prawns in Malaysia to grow at a CAGR of 3.71% from 23,523.56 MT to 26,241.11 MT.

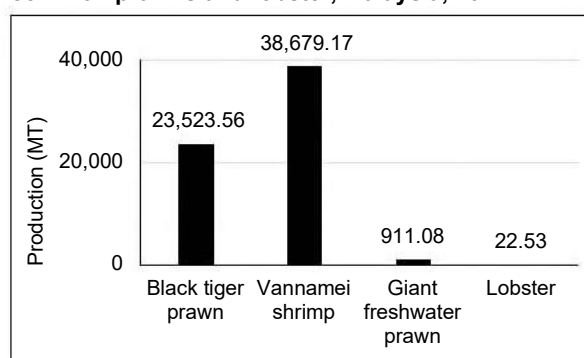
The total production volume of black tiger prawns in Malaysia comprises production by aquaculture and marine fishing, which is represented by marine landing (i.e. sea catch brought ashore). For commercial reasons, black tiger prawns are primarily produced by aquaculture to ensure predictable, continuous and sustainable supply of black tiger prawns at the required

quantity and quality all year round to meet global demand, as opposed to depending on marine fishing which can be accompanied by environmental and economic risks such as uncertain weather conditions, poor prawn quality, fluctuating labour costs and insufficient labour. In Malaysia, black tiger prawns are mainly produced through aquaculture production, with 94.81% of black tiger prawn production in 2024, while the remaining production was contributed by marine fishing.

The production volume of black tiger prawns by aquaculture displayed a similar trend as the total production volume of black tiger prawns, since production volume by aquaculture is the major contributor to the total production volume of black tiger prawns. From 2019 to 2023, production volume of black tiger prawns by aquaculture grew at a CAGR of 6.33% from 14,632.92 MT to 18,703.36 MT. From 2024 to 2027, SMITH ZANDER forecasts the production volume of black tiger prawns by aquaculture in Malaysia to grow at a CAGR of 3.87% from 22,302.47 MT to 24,990.60 MT.

Meanwhile, over the same period of 2019 to 2023, the production volume of black tiger prawns by marine fishing demonstrated a general decline at a CAGR of 0.51% from 1,237.14 MT to 1,212.00 MT. According to the DOF, black tiger prawns caught via marine fishing are mainly incidental rather than targeted fishing. As a result, production levels via marine fishing for black tiger prawns have been known to fluctuate annually. From 2024 to 2027, SMITH ZANDER forecasts the production volume of black tiger prawns by marine fishing in Malaysia to grow at a CAGR of 0.80% from 1,221.09 MT to 1,250.51 MT.

Please refer to Section 2 of this IMR Report for further information regarding the demand drivers of the black tiger prawn farming and processing industry, which are expected to support the growth in production volume of black tiger prawns in Malaysia.

Comparison of production volume with other common prawns and lobster, Malaysia, 2024

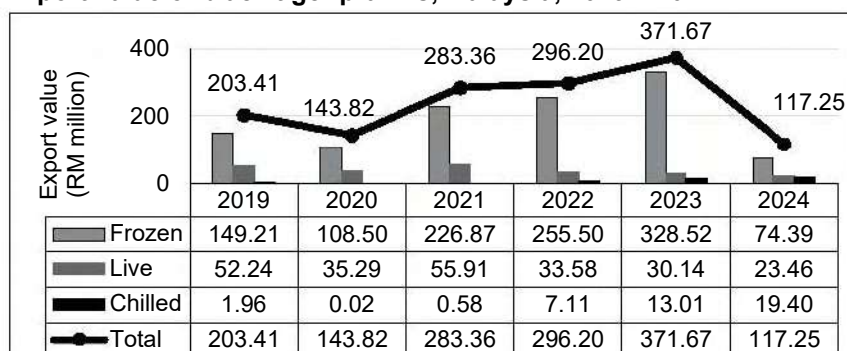
Notes:

- The production of black tiger prawns comprises production by aquaculture and marine landing.
- The production of lobster comprises production by aquaculture only, as the production by marine landing is not available based on latest publicly available information.
- The production of vannamei shrimp and giant freshwater prawn comprise production by aquaculture and freshwater landing only, as the production by marine landing is not available based on latest publicly available information.
- Production of vannamei shrimp may include other prawns such as banana prawn.

Sources: DOF, SMITH ZANDER

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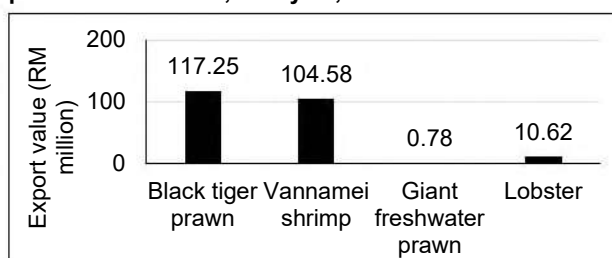
Export value of black tiger prawns, Malaysia, 2019 – 2024

Sources: Department of Statistics Malaysia ("DOSM"), SMITH ZANDER

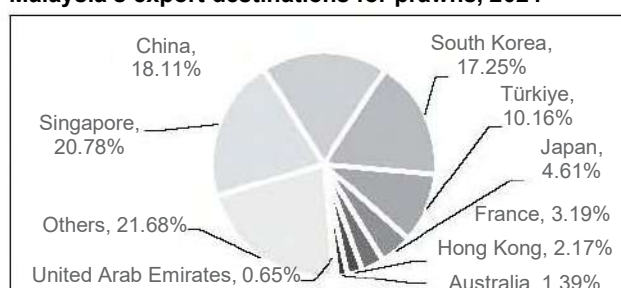
Total exports of black tiger prawns in Malaysia encompasses exports of frozen, live and chilled black tiger prawns. Overall, the total export value of black tiger prawns in Malaysia increased from RM203.41 million in 2019 to RM371.67 million in 2023 at a CAGR of 16.26%. The decline in black tiger prawns export in 2024 was attributed to the decline in demand for black tiger prawns as a result of the COVID-19 pandemic outbreak.

Exports of frozen black tiger prawns dominated the export market, contributing 63.45% to the total export value of black tiger prawns in Malaysia in 2024, followed by live black tiger prawns at 20.01%, and chilled black tiger prawns at 16.55%.¹ This indicates a high demand for frozen black tiger prawns in overseas markets.

In 2024, the total export value of black tiger prawns in Malaysia declined by 68.45% to RM117.25 million. This sharp decline followed a strong growth in export value in 2023, and reflected a normalisation in demand. Strong exports in 2023 led to inventory saturation for importers such as China. As such, the lower export value in 2024 reflected an adjustment of imports back to regular demand, despite being lower than pre-COVID-19 levels. The decline in export value in 2024 could also be due to an oversupply of prawns in the global market as well as lower average wholesale prices² of black tiger prawns. In the long term, the supply of prawns will gradually normalise and in turn, the export value of black tiger prawns in Malaysia is expected to recover as prawns are staple food. From 2024 to 2027, SMITH ZANDER forecasts the total exports of black tiger prawns in Malaysia to expand at a CAGR of 27.10% from RM117.25 million to RM240.76 million, supported by the demand drivers as set out in Section 2 of this IMR Report.

Comparison of export value with other common prawns and lobster, Malaysia, 2024

Sources: DOSM, SMITH ZANDER

Malaysia's export destinations for prawns, 2024

Sources: United Nations Comtrade, SMITH ZANDER

In 2024, Malaysia's export destinations for prawns, which includes other types of prawns besides black tiger prawns, are primarily Singapore (20.78%), China (18.11%), South Korea (17.25%), and Türkiye (10.16%). The remaining exports are to Japan, France, Hong Kong, Australia, United Arab Emirates and other countries. The data specifically for black tiger prawns is not publicly available.

[The rest of this page is intentionally left blank]¹ Figures may not add up to 100% due to rounding.² Source: Aussies urged to buy local as global export prices for tiger shrimp decline, Undercurrent News, 9 September 2024.

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2 KEY DEMAND DRIVERS, RISKS AND CHALLENGES**Key industry drivers**

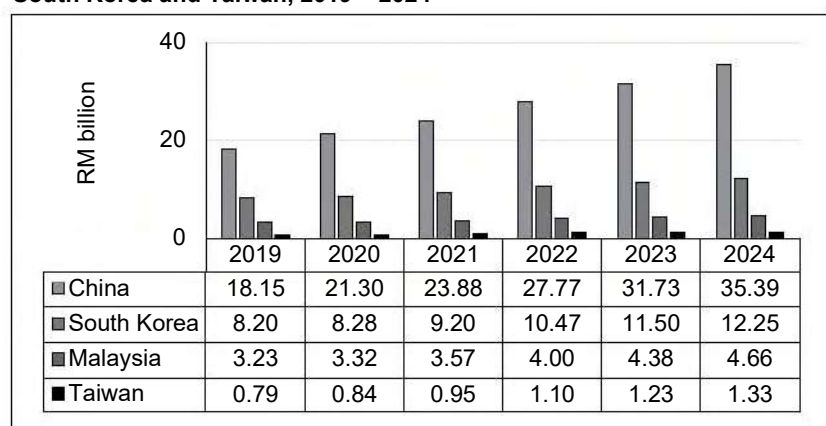
As Camaroe Group's products were mainly exported to China, South Korea and Taiwan, the following drivers take into consideration the respective performance metrics for these countries, in addition to that of Malaysia.

► **Rising consumption of seafood drives the demand for black tiger prawns**

A nutrient-rich food, seafood is packed with various health benefits and is an integral part of diets across the world. The growing demand for seafood in general can have a positive influence on the demand for black tiger prawns and in turn, lead to the growth of the black tiger prawn farming and processing industry.

Seafood consumption, which includes black tiger prawns, had consistently expanded in Malaysia, China, South Korea and Taiwan, as demonstrated by the value of fresh, frozen and chilled seafood consumption in these countries. From 2019 to 2023, the value of fresh, frozen and chilled seafood consumption grew at CAGRs of 7.91% in Malaysia, 14.99% in China, 8.82% in South Korea and 11.70% in Taiwan.

Value of fresh, frozen and chilled seafood consumption, Malaysia, China, South Korea and Taiwan, 2019 – 2024



Notes:

- (1) The value of fresh, frozen and chilled seafood consumption is represented by retail sales for at-home consumption and excludes out-of-home consumption. Data specifically for out-of-home consumption is not available.
- (2) The value of fresh, frozen and chilled seafood consumption comprises the consumption of products made from crustaceans (e.g. crabs, lobsters, shrimps and prawns), molluscs (e.g. mussels, clams, scallops and oysters) and other aquatic invertebrates (e.g. sea urchins and sea cucumbers) that have not been cooked, heated, dried, cured by brine or processed in any way other than boning, cutting, comminuting, or freezing. Fresh, chilled and frozen seafood that has been farmed or harvested from freshwater or the ocean are included. Data specifically for black tiger prawns is not publicly available.

This presents a positive outlook for the demand for black tiger prawns moving forward, which is expected to boost the growth of the black tiger prawns farming and processing industry in Malaysia and demand from its export destinations. From 2024 to 2027, Statista forecasts the value of fresh, frozen and chilled seafood consumption to expand at CAGRs of 5.87% in Malaysia, 8.84% in China, 4.87% in South Korea and 4.32% in Taiwan.

Amongst the key drivers of seafood consumption are the HORECA industry. Black tiger prawns are sourced by the HORECA industry as ingredients for meals prepared and offered at their dining establishments.

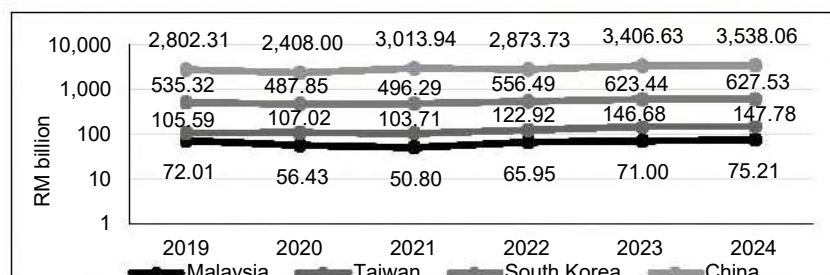
The growth of the HORECA industry is represented by the revenue of F&B services. Overall from 2019 to 2023, the revenue of F&B services in China, South Korea and Taiwan grew at CAGRs of 5.00%, 3.88% and 8.56%, despite the decline around 2020 and 2021 due to the COVID-19 pandemic.

Sources: Statista, SMITH ZANDER

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Revenue of F&B services, Malaysia, China, South Korea and Taiwan, 2019 – 2024

Sources: Statista, SMITH ZANDER

From 2024 to 2027, SMITH ZANDER forecasts the revenue of F&B services in China, South Korea and Taiwan to grow at CAGRs of 5.23%, 0.83% and 3.20%, respectively.

In Malaysia, there was a decrease in revenue of F&B services from 2019 to 2023 at a CAGR of 0.35%, which was due to the COVID-19 pandemic impact in 2020.

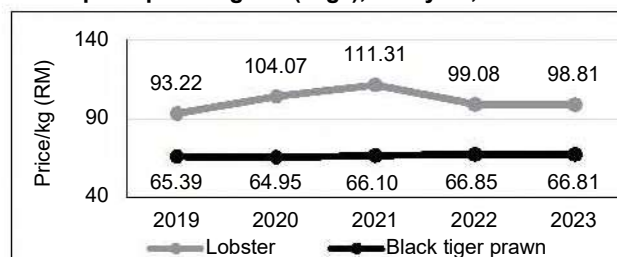
The revenue of F&B services in Malaysia experienced gradual recovery as the effects of COVID-19 gradually subsided, and approached pre-COVID-19 levels in 2023, indicating rising demand for F&B services. From 2024 to 2027, SMITH ZANDER forecasts the revenue of F&B services in Malaysia to grow at a CAGR of 5.29%.

Moving forward, the rising demand for F&B services is expected to drive the growth of the HORECA industry. As a result, the demand for seafood, including black tiger prawns, are expected to grow in tandem.

► **Demand for large sized black tiger prawns, including the allure of indulging in premium seafood, drives the demand for black tiger prawns**

The demand for black tiger prawns, especially larger sized ones as premium seafood, is driven by various factors, including its taste and texture, large size and status symbol.

Black tiger prawns are sweet and bold in taste, as well as possessing a firm texture. Coupled with its large size and cooked flesh having appearance similar to that of lobsters, black tiger prawns make a fitting substitute for lobsters, which is generally considered as premium seafood. Hence, black tiger prawn's substitutability for lobsters may give rise to black tiger prawn's reputation as premium seafood. Furthermore, black tiger prawns have a lower price point in comparison with lobsters, making it a more affordable option, while offering comparable levels of quality. In 2023, the retail price of lobster was approximately 47.90%, or RM32 per kg, higher than that of black tiger prawns.

Retail price per kilogram ("kg"), Malaysia, 2019 – 2023

Note: Latest available data as at 1 August 2025. The data for 2024 is not publicly available.

Sources: DOF, SMITH ZANDER

The allure of indulging in premium seafood, including black tiger prawns, can also be a status symbol for some consumers. Due to its higher price compared with other prawns, black tiger prawns can be associated with luxury, prestige and sophistication. Serving black tiger prawns on special occasions such as weddings and birthdays as well as corporate events at hotels and restaurants can attach these qualities to the status of the host or event and thus, drive demand amongst consumers that seek to communicate these values as part of their social status.

Notwithstanding the factors above, consumers may simply choose to appreciate the satisfaction and positive experience of consuming black tiger prawns due to personal preferences. In the long term, all these factors are expected to sustain the demand for black tiger prawns as premium seafood.

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► **The growing need for convenience increases consumer preference for frozen foods which is favourable to frozen black tiger prawns**

Rural to urban migration around the world continues to increase due to the availability of employment opportunities in urban areas, as well as people's desire to seek higher standards of living in cities and other urban areas. Rapid urbanisation has led to a change in the lifestyle of consumers. As such, convenience is increasingly becoming essential in the lifestyle of consumers, particularly in urban areas, leading to increasing demand for frozen foods, including frozen black tiger prawns, which promotes convenience in modern, fast-paced lifestyles. To further add to its convenience, frozen black tiger prawns can be sold beheaded, deshelled and/or deveined, reducing meal preparation time and effort. Urban populations as a percentage of total populations in Malaysia, China, South Korea and Taiwan are expected to grow from 2024 to 2050.

Urban population as a percentage of total population, Malaysia, China, South Korea and Taiwan, 2024 & 2050



Sources: The World Bank, United Nations Department of Economic and Social Affairs, Worldometers, SMITH ZANDER

Rising urbanisation rates in these countries can be an indication that consumers have busier and more demanding lifestyles, translating to a higher potential demand for frozen foods which includes frozen black tiger prawns. This is expected to further drive the exports of frozen black tiger prawns from Malaysia, which dominates Malaysia's black tiger prawn exports.

► **Economic growth stimulates the wealth of the population and their inclination to indulge on premium goods including black tiger prawns**

Economic growth generally leads to job creation as labour demand rises to support thriving and expanding business operations due to economic prosperity. The rise in employment rates will then contribute to higher population income and wealth, which enables a greater propensity for consumption of premium goods such as black tiger prawns. This translates to a higher demand for black tiger prawns which will drive the growth of the black tiger prawns farming and processing industry.

GDP, Malaysia, China, South Korea and Taiwan, 2019 – 2024

Country	GDP (RM trillion)					
	2019	2020	2021	2022	2023	2024
Malaysia	1.42	1.35	1.39	1.52	1.57	1.65
China	54.58	56.73	64.98	68.18	70.75	73.27
South Korea	7.46	7.41	7.75	7.52	7.85	7.78
Taiwan	2.65	2.91	3.23	3.30	3.31	3.36

Sources: DOSM, International Monetary Fund, SMITH ZANDER

GNI, Malaysia, China, South Korea and Taiwan, 2019 – 2024

Country	GNI (RM trillion)					
	2019	2020	2021	2022	2023	2024
Malaysia	1.40	1.33	1.37	1.49	1.54	1.61
China	60.17	62.55	74.93	80.03	82.75	85.11
South Korea	7.46	7.74	7.75	7.29	7.65	7.73
Taiwan	2.60	2.92	3.30	3.47	3.57	3.77

Sources: DOSM; National Bureau of Statistics of China; Statistics Korea; Statista; National Statistics, Republic of China (Taiwan); SMITH ZANDER

Economic growth and wealth of the population can be represented by gross domestic product ("GDP") and gross national income ("GNI"). Generally, the GDP and GNI for Malaysia, China, South Korea and Taiwan observed growth from 2019 to 2024, notwithstanding some declines in 2020 due to the COVID-19 pandemic outbreak.

In 2025, it is projected that GDP will expand within the range of 4.00% to 4.80% in Malaysia, 4.80% in China, 1.03% in South Korea and 2.85% in Taiwan. Moving forward, the wealth of these nations is also expected to correspondingly rise in line with anticipated economic growth, which will lead to higher GNI. This will further enable consumers to spend, including on black tiger prawns, which will drive the growth of the black tiger prawns farming and processing industry in the long term.

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Key industry risks and challenges**► Exposure to weather conditions, prawn diseases and other factors affecting farming productivity and yield**

The production and yield of black tiger prawns are affected by weather conditions, prawn diseases, feed quality and quantity as well as efficiency of farm management.

Causes of prawn stress include sudden weather changes which can affect temperatures and dissolved oxygen concentrations of water, as well as equipment failure (e.g. failure of aeration system). Moreover, poor farm management such as excessive feeding paired with lack of pond water exchange could lead to higher levels of toxic ammonia, nitrite or nitrate in the water, which increases the stress levels of black tiger prawns. When stressed, black tiger prawns become more susceptible to diseases caused by viruses such as white spot syndrome virus (WSSV), taura syndrome virus, yellow head virus and hepatopancreatic parvo-like virus (HPV), which can result in loss of prawn production and yield due to prawn death.

► Shift in consumer demand may affect the demand for black tiger prawns

The demand for black tiger prawns can be impacted by shifting consumer demand. For example, fluctuations in market prices could influence the demand for black tiger prawns. In the event of substantial increase in black tiger prawn prices, consumers may opt for substitutes such as lobsters or giant freshwater prawns due to their similarities in texture and taste profiles. Consequently, the demand for black tiger prawns may face decline which could affect the financial performance and profitability of black tiger prawn farmers and processors.

► Exposure to economic downturns, foreign trade policies, political crises, natural disasters and outbreak of health pandemics may cause disruption in business operations and/or the demand for black tiger prawns

Adverse economic conditions may lead to a rise in unemployment rates which can impact consumer purchasing power. This in turn leads to lower availability of disposable income which may dampen the demand for various goods and services, including the demand for premium seafood such as black tiger prawns, as individuals become more prudent in their spending. Lower demand for black tiger prawns may lead to adverse impacts on the profitability of black tiger prawn farmers and processors.

Any changes to foreign trade policies may also have impacts to the demand for black tiger prawns. For instance, in April 2025, the United States ("US") tariffs imposed by the Trump administration included a 10.00% base tariff on most imports, with higher tariffs for certain countries and products. Amidst ongoing negotiations with other countries and investigations by the Trump administration on the impacts of certain imports on the US national security, there have been frequent amendments to the implementation of these tariffs, with possibilities for more amendments in the future. For example, effective August 2025, the US reverted from a 10.00% base tariff to a reciprocal tariff of 19.00% on most imports from Malaysia. The implementation and volatility of changing tariff rates have created widespread economic uncertainty and challenges globally for businesses across various industries which may impact economic growth, availability of disposable income and in turn, the demand for black tiger prawns.

The US primarily imports prawns from countries such as India, Ecuador and Indonesia. As the implementation of the US tariffs is expected to affect the demand for prawns from these countries, these countries may look for other markets and/or expand into existing markets for the export of their prawns, including Malaysia's primary export destinations for prawns. The expected increased competition and changing trade patterns may have adverse impacts to the Malaysia's black tiger prawn export performance, and in turn, affect the performance of the black tiger prawn farming and processing industry in Malaysia.

In addition, sudden crises such as political crisis, natural disasters and outbreak of health pandemics, amongst others, may temporarily disrupt the operations and/or supply chain of industry players across the black tiger prawn farming and processing value chain. Examples of these disruptions are disruptions in production and processing activities, delays in receipt and delivery of supplies, as well as disruptions in transportation networks, which may affect the business and financial performance of the industry players.

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3 COMPETITIVE LANDSCAPE**Overview****Service / product offerings and operation strategies**

The black tiger prawn farming and processing industry is a subset of the seafood processing industry, which comprises seafood processing companies that are involved in the processing of seafood to produce seafood products. Seafood processing companies may process a wide range of seafood including prawns, crabs, lobsters and fish, and may also process other animal products such as meat and poultry.

Seafood processing companies' existing facilities and capabilities allows them the flexibility to process seafood of varying species, enabling their adaptation to the commercial viability and prevailing demand for seafood in the market. For example, prawn processors may choose to process a particular species of prawn or various species of prawns, and have the versatility to change the species of prawns they want to process, depending on their current business strategies and market demand and thus, enabling them to remain competitive in the market. Moreover, this flexibility and versatility enables prawn processors to capture a wide range of customers as they can cater to customised orders of processed prawns based on their customer's requirements. However, different types and species of seafood appeal to different customer base due to the difference in price points. As such, while prawn processors may have the flexibility to change the type of prawns they want to supply, they may be required to source for new distributors and trading partners in order to successfully supply their prawns to the target markets.

On the other hand, companies involved in prawn farming may not enjoy similar flexibility as compared to prawn processors. The production and handling of live prawns involve higher complexity and sensitivity as farmers have to take into consideration the different environments, water temperature and feed, amongst others, that different species of prawns may require to thrive. Furthermore, farmers also have to account for the financial and commercial viability of making the switch in the species of prawns to farm as the adjustments entailed may be costly and time-consuming.

Competitive edge and barriers to entry

The level of competition and fragmentation of the black tiger prawn farming and processing industry is moderate. Industry players may be involved in either farming or processing of black tiger prawns, or both. They may also farm and/or process other types of prawns in addition to black tiger prawns.

In order to be competitive and profitable, and maintain a sustainable business, industry players must have technical know-how in prawn farming, sufficient number of productive ponds, raw materials (e.g. post larvae and feed for the prawns during grow-out phase) and manpower, efficient water management system and adequate processing capacity, amongst others. This translates to high barriers to entry in the black tiger prawn farming and processing industry.

As such, new industry players require substantial initial capital for the rental and/or acquisition of land for the set-up of the farms and processing facilities, comprising the construction of ponds and the purchase of machinery and equipment for the farming and processing of black tiger prawns, as well as substantial working capital for on-going farming activities such as the purchase of raw materials and for utilities. In the long run, industry players may also be required to expand their farming and processing capacities, hence incurring more capital expenditure, to capture more sales and higher market share to maintain their competitive edge.

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Key industry players

As Camaroe Group is involved in the farming and processing of prawns, primarily black tiger prawns, the basis of selection of key industry players are as follows:

- Companies involved in the farming and processing of prawns. These companies may be involved in the farming and processing of black tiger prawns, vannamei shrimps and other prawns; and
- Companies which recorded more than RM10 million in revenue based on their respective latest available financial years.

Company name ⁽¹⁾	Examples of products sold	Latest available financial year	Total revenue (RM million) ⁽²⁾	Segmental revenue (RM million) ⁽³⁾	Gross profit / (loss) (RM million)	Gross profit / (loss) margin (%)	Profit / (loss) after tax (RM million)	Profit / (loss) after tax margin (%)
MAG Holdings Berhad (listed on the ACE Market of Bursa Malaysia Berhad)	Black tiger prawn and vannamei shrimp	30 Jun 2024	305.07	305.07	67.21	22.03	32.70	10.72
SBH Marine Holdings Berhad (listed on the ACE Market of Bursa Malaysia Berhad)	Black tiger prawn, vannamei shrimp, cuttlefish, squid and octopus	31 Dec 2024	192.73	N/A	21.58	11.20	3.38	1.75
Asia Aquaculture (M) Sdn Bhd (a subsidiary of Charoen Pokphand Foods Public Company Limited) ⁽⁴⁾	Vannamei shrimp, prawn fry and probiotic products (e.g. biotechnology products, mineral and water quality products, disinfectants and antiseptics, vitamin and premix as well as test kits)	31 Dec 2024	181.19	N/A	(20.70)	(11.42)	(39.00)	(21.52)
QL Marine Products Sdn Bhd (a subsidiary of QL Resources Berhad) ⁽⁵⁾	Vannamei shrimp, fish, squid, octopus, cuttlefish, surimi and fishmeal	31 Mar 2024	162.10	N/A	32.91	20.30	15.67	9.67
A & O Food Industries (M) Sdn Bhd	Black tiger prawn, vannamei shrimp, fish and other seafood products	31 Oct 2024	140.05	N/A	6.33	4.52	1.56	1.11
Sea Horse Corporation Sdn Bhd	Black tiger prawn, jellyfish, fish, block ice and purified tube ice	31 Dec 2023	118.38	N/A	2.71	2.29	(6.94)	(5.86)
QQ Group Sdn Bhd	Black tiger prawn, fish and marine products	31 Dec 2023	102.93	N/A	17.66	17.16	5.14	4.99
Blue Archipelago Berhad ⁽⁶⁾ (a subsidiary of Minister of Finance (Incorporated))	Black tiger prawn, vannamei shrimp and post larvae	31 Dec 2023	67.06	66.89	(8.39)	(12.51)	(15.55)	(23.19)

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Company name ⁽¹⁾	Examples of products sold	Latest available financial year	Total revenue (RM million) ⁽²⁾	Segmental revenue (RM million) ⁽³⁾	Gross profit / (loss) (RM million)	Gross profit / (loss) margin (%)	Profit / (loss) after tax (RM million)	Profit / (loss) after tax margin (%)
Emperor Marine Marketing Sdn Bhd	Black tiger prawn and vannamei shrimp	31 Dec 2024	63.79	N/A	5.09	7.98	0.63	0.99
Goh Siong Tee Marine Product Sdn Bhd	Black tiger prawn, fish, lobster, crab, mussel, scallop, squid, cuttlefish, octopus and beef	30 Jun 2024	43.59	N/A	5.51	12.64	1.47	3.37
Haiky Borneo Sdn Bhd	Black tiger prawn, vannamei shrimp, pink prawn, lobster, octopus, squid, abalone, clam, scallop, mussel and duck meat	31 Dec 2024	36.42	N/A	2.31	6.34	(0.70)	(1.92)
Camaroe Group	Black tiger prawn and vannamei shrimp	31 Dec 2024	39.82	39.80	13.02	32.70	8.07	20.27
Agrobest (M) Sdn Bhd	Black tiger prawn and vannamei shrimp	31 Dec 2023	12.75	10.12	(16.09)	(126.20)	(26.38)	(206.90)
Kin Eastern Frozen Food Sdn Bhd (a subsidiary of CCK Consolidated Holdings Berhad) ⁽⁷⁾	Prawns, fish balls, crab meat sticks and ice	31 Dec 2024	10.60	N/A	1.65	15.57	(1.20)	(11.32)

Notes:

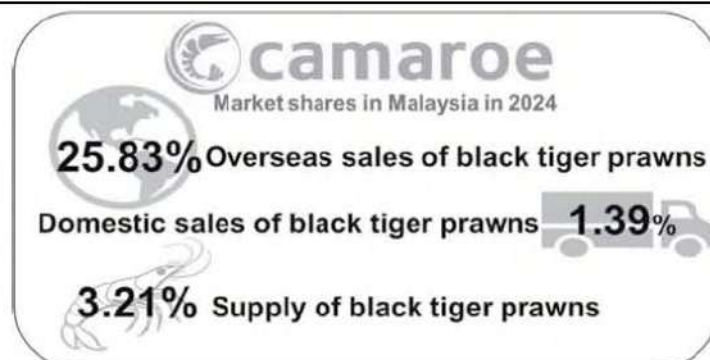
- Latest available information as at 1 August 2025.
 - The identified key industry players include all industry players that were identified by SMITH ZANDER based on sources available, such as the internet, published documents and industry directories. However, there may be companies that have no online and/or published media presence, or are operating with minimal public advertisement, and hence SMITH ZANDER is unable to state conclusively that the list of key industry players is exhaustive.
 - N/A – Not available.
- (1) These companies may also be involved in the provision of products and services other than farming and processing of prawns.
- (2) The total revenue may include revenue derived from other businesses that are not related to the farming and processing of prawns.
- (3) Segmental revenue which comprises revenue derived from the sale of prawns is disclosed where such information is publicly available.
- (4) Charoen Pokphand Foods Public Company Limited is a company incorporated in Thailand and listed on the Stock Exchange of Thailand. Charoen Pokphand Foods Public Company Limited and its group of companies are principally involved in the production and distribution of animal feed as well as pet snacks; animal breeding, commercial farming and primary meat processing as well as distribution of fresh meat; and production and distribution of processed meat products, including semi-cooked, cooked or ready-to eat products, as well as restaurant business.
- (5) QL Resources Berhad is a company incorporated in Malaysia and listed on the Main Market of Bursa Malaysia Berhad. QL Resources Berhad and its group of companies are principally involved in marine products manufacturing; consumer food production; integrated livestock farming; retail business as well as oil palm plantation and milling and provision of environmental technology solutions.

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- (6) *Blue Archipelago Berhad is a non-listed public limited company.*
- (7) *CCK Consolidated Holdings Berhad is a company incorporated in Malaysia and listed on the Main Market of Bursa Malaysia Berhad. CCK Consolidated Holdings Berhad and its group of companies are principally involved in the rearing and production of poultry and poultry products as well as prawns and seafood products; supply and trading of food products and related services; and trading of cold storage products, poultry products and fresh produce.*

Sources: Various company websites, Companies Commission of Malaysia, Camaroe Group, SMITH ZANDER

Camaroe Group's market shares in Malaysia in 2024

Sources: Camaroe Group, SMITH ZANDER

Camaroe Group's market share for overseas sales of black tiger prawns in Malaysia was 25.83%, computed based on its revenue generated from overseas market for the financial year end ("FYE") 2024 amounting to RM30.28 million and the total export value of black tiger prawns in Malaysia amounting to RM117.25 million in 2024.

In terms of domestic sales of black tiger prawns in Malaysia, Camaroe Group captured a market share of 1.39%, computed based on its revenue generated from sales in Malaysia in FYE 2024 amounting to RM9.55 million and the wholesale value of black tiger prawns in Malaysia recorded at RM686.88 million in 2024.

On the supply side, Camaroe Group secured a market share of 3.21%, calculated from its total annual actual production from prawn farming in FYE 2024 amounting to 756 MT and the production volume of black tiger prawns in Malaysia recorded at 23,523.56 MT in 2024.

4 PROSPECTS OF THE BLACK TIGER PRAWN FARMING AND PROCESSING INDUSTRY IN MALAYSIA

As a common food source, prawns, including black tiger prawns are expected to continue to have sustained demand, supported by the following key driving factors:

- **Rising consumption of seafood:** Local seafood consumption had expanded at a CAGR of 7.91% from 2019 to 2023. Over the same period, seafood consumption overseas in China, South Korea and Taiwan had also demonstrated growth at CAGRs of 14.99%, 8.82% and 11.70% respectively. From 2024 to 2027, Statista forecasts seafood consumption to expand at CAGRs of 5.87% in Malaysia, 8.84% in China, 4.87% in South Korea and 4.32% in Taiwan.

Seafood consumption is supported by the HORECA industry, which is driven by the rising demand for F&B services as black tiger prawns are sourced by the HORECA industry as ingredients for meals prepared and offered at dining establishments. The revenue of F&B services in China, South Korea and Taiwan had expanded at CAGRs of 5.00%, 3.88% and 8.56% respectively, from 2019 to 2023. From 2024 to 2027, SMITH ZANDER forecasts the revenue of F&B services in China, South Korea and Taiwan to grow at CAGRs of 5.23%, 0.83% and 3.20%, respectively. Although Malaysia experienced a decline in F&B services revenue due to the COVID-19 pandemic, the industry had displayed signs of recovery, approaching pre-pandemic levels in 2023. From 2024 to 2027, SMITH ZANDER forecasts the revenue of F&B services in Malaysia to grow at a CAGR of 5.29%.

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These growth trends represent a positive outlook for the demand for black tiger prawns locally and overseas moving forward, which is expected to boost the growth of the black tiger prawns farming and processing industry in Malaysia. Rising demand for black tiger prawns overseas is expected to drive demand for Malaysian black tiger prawns from its export destinations.

- **Demand for premium seafood:** The demand for black tiger prawns, especially larger sized ones, is driven by consumer desire for premium seafood products. Consumers are drawn to the allure of high-quality seafood products, such as black tiger prawns, due to their taste, texture, size and status symbol. This trend is expected to support the demand for black tiger prawns as a premium seafood in the long term and subsequently, drive the growth of the black tiger prawn farming and processing industry.
- **Growing need for convenience:** Urban populations as a percentage of total populations is expected to increase in Malaysia, China, South Korea and Taiwan from 2024 to 2050, leading to busier and more demanding lifestyles. This translates to a higher demand for convenient food options, including for frozen black tiger prawns, allowing consumers to easily incorporate black tiger prawns into their diets. Moving forward, this is expected to drive the demand for black tiger prawns locally as well as overseas, further supporting Malaysia's black tiger prawn export market.
- **Economic growth and increasing wealth:** Projected 2025 GDP growth in Malaysia, China, South Korea and Taiwan is expected to stimulate the wealth of the population, enabling consumers to spend more, including on premium goods. As consumers become more affluent, they are more likely to seek for high-quality seafood products such as black tiger prawns, which will drive the demand for black tiger prawns locally and overseas. In the long term, this is expected to support the growth of the black tiger prawns farming and processing industry in Malaysia.

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8. RISK FACTORS

NOTWITHSTANDING THE PROSPECTS OF OUR GROUP AS OUTLINED IN THIS PROSPECTUS, YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS THAT MAY HAVE A SIGNIFICANT IMPACT ON OUR FUTURE PERFORMANCE, IN ADDITION TO ALL OTHER RELEVANT INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS, BEFORE MAKING AN APPLICATION FOR OUR IPO SHARES.

8.1 RISKS RELATING TO OUR BUSINESS

8.1.1 We are subject to regulatory requirements for our business operations

Our business is subject to regulatory requirements and we are required to obtain and regularly renew various certifications, licences, approvals and permits issued by governmental authorities and regulatory agencies, which are essential for the conduct of our business and operations. Our certifications, licences, approvals and permits include, amongst others, our myGAP certification and Fish Quality Certificate for the prawn farms we operate and our GMP, MeSTI and HACCP certifications for our prawn processing activities, as well as our Certificate of Registration for Food Premises and licence for trading, importing, exporting and processing of fish. Please refer to Section 6.5.2, 6.5.11 and Appendix I of this Prospectus for further details on our certifications and major approvals, licences and permits.

Under the Water Resource (Terengganu) Enactment 2020 ("**WRTE 2020**"), our Group is required to obtain a licence to discharge pollutants for our operations at the Marang Farm. WTU Aqua has applied for the licence to discharge pollutants at Marang Farm on 16 August 2024. As at the LPD, the licence to discharge pollutants at Marang Farm is pending. However, WTU Aqua is allowed to discharge pollutants at Marang Farm subject to WTU Aqua complying with the provisions of the WRTE 2020 when discharging pollutants, to ensure that such discharge does not pollute water resources. Please refer to Section 6.5.15 (l) of this Prospectus for further details on status of this licence application.

In addition, under the Water Resource Enactment 2007 ("**WRE 2007**"), our Group is required to obtain a licence to discharge pollutants for our operations at the Penor Farm. WTU Aqua has applied for the licence to discharge pollutants at Penor Farm on 14 August 2024. As at the LPD, the licence to discharge pollutants is pending. However, WTU Aqua is allowed to discharge pollutants at Penor Farm subject to WTU Aqua complying with the provisions of the WRE 2007 when discharging pollutants, to ensure that such discharge does not pollute water resources. Please refer to Section 6.5.15 (m) of this Prospectus for further details on status of this licence application.

Save as disclosed above, our Group does not have any other pending certifications, licences, permits and approvals which are yet to be obtained, and has not experienced any failure to renew our certifications, licences, permits and approvals during the Financial Periods Under Review and up to the LPD. However, there is no assurance that we will continue to be able to successfully obtain and renew our certifications, approvals, licences and permits in the future, which may materially and adversely affect our business operations and financial performance. Further, there is no assurance that the introduction of any future regulatory developments will not have a material adverse impact on our maintenance or renewal of our certifications, licences, approvals and permits, as well as lead to higher compliance and operational costs which may negatively affect our financial performance.

8. RISK FACTORS (Cont'd)**8.1.2 Our business is exposed to interruptions or delays caused by major unscheduled maintenance works, reconditioning of ponds, unexpected equipment failures, electricity failures, water disruptions, fires and environmental factors (including monsoons and natural disasters such as floods)**

We may carry out unscheduled maintenance works at the prawn farms we operate, in addition to routine pond maintenance, as and when required due to suboptimal pond conditions caused by accumulation of excess waste residue and/or outbreak of disease or biological hazard infection. Further, we may recondition ponds at the farms we operate on a progressive basis to increase the efficiency of farming operations to suit our farming practices and ultimately to improve production yield. In such event, our prawn farming activities may be partially or completely disrupted for a period of time, which may consequently reduce the supply of prawns for our prawn processing activities and affect our ability to fulfil our customers' orders in a timely manner. This may in turn adversely affect our business operations and financial performance.

During the Financial Periods Under Review, we had undertaken maintenance work involving reconditioning of prawn ponds and repair of related infrastructures at all the farms we operate on a progressive basis, as follows:

- In FYE 2021, we had undertaken maintenance work at Tanjung Karang Farm 3 (i.e. from March 2021 to May 2021) and Tanjung Karang Farm 2 (i.e. during October 2021);
- In FYE 2022, we had undertaken maintenance at Marang Farm (i.e. from February 2022 to March 2022 and during September 2022) and Tanjung Karang Farm 2 (i.e. from July 2022 to January 2023); and
- In FYE 2023, we had undertaken maintenance work at Tanjung Karang Farm 1 (i.e. from December 2022 to April 2023), Tanjung Karang Farm 3 (i.e. during January 2023), Marang Farm (i.e. during February 2023), Penor Farm (i.e. from July 2023 to September 2023) and Tanjung Karang Farm 2 (i.e. during November 2023).
- In FYE 2024, we had undertaken maintenance work at Tanjung Karang Farm 2 (i.e. from January 2024 to March 2024 and during August 2024), Tanjung Karang Farm 3 (i.e. from February 2024 to March 2024 and during July 2024 and October 2024), Marang Farm (i.e. during June 2024), and Tanjung Karang Farm 1 (i.e. during October 2024).
- In FPE 2025, we had undertaken maintenance work at Tanjung Karang Farm 3 (i.e. in January 2025).

During the maintenance periods, the ponds involved are temporarily suspended from prawn cultivation activities. The maintenance works on each pond may take up to 2 to 4 weeks.

8. RISK FACTORS (Cont'd)

As a result of the maintenance works, the total annual actual production across all the prawn farms we operate reduced by 33.33% in FYE 2022. As such, we increased the purchase of black tiger prawns from third party prawn suppliers by 26.76% during FYE 2022. The prawn farms we operate incurred a total maintenance cost of approximately RM387,000 for the FYE 2022 as compared to approximately RM275,000 for the FYE 2021. Due to the maintenance works carried out during the FYE 2021 and FYE 2022, the total annual actual production across all the prawn farms we operate increased by 31.09% in FYE 2023. However, the total annual actual production of our Penor Farm reduced by 35.63% in FYE 2023 as this was the first instance of maintenance work undertaken at the farm during the Financial Periods Under Review. Our Penor Farm incurred a total maintenance cost of RM106,000 for the FYE 2023. The maintenance works carried out during FYE 2023 further increased the total annual actual production across all the prawn farms we operate by 25.37% in FYE 2024. There was no material adverse impact to our profitability as a result of the maintenance works undertaken at the farms we operate during the Financial Periods Under Review.

We rely on machinery and equipment to operate and maintain the coastal prawn farms we operate, as well as to process, pack and store our prawns at our Kapar Processing Facility. These machinery and equipment may, on occasion, be out of service due to unanticipated failures or damages sustained during operations. In addition, as our prawn farming and processing activities are dependent on continuous supply of electricity and water, any major disruptions to the supply of electricity or water may result in interruptions to our operations.

Further, damage caused by fires as well as environmental factors such as monsoons or the occurrence of natural disasters (e.g. floods) may also cause interruptions to the operations at the coastal prawn farms we operate and our Kapar Processing Facility, as well as damage to all or part of our prawn populations, feeds, inventory, machinery and equipment. In such event, our prawn farming and processing activities may experience interruptions or prolonged suspension, which may consequently affect our ability to fulfil our customers' orders in a timely manner. Further, any material damage to our prawn populations, feeds, inventory, machinery and equipment may result in our Group incurring significant costs for repair, refurbishment and/or replacement which may adversely impact our financial performance.

In December 2021, our Group experienced major floods due to continuous heavy rain which disrupted our operations and caused damages at our Kapar Processing Facility. The losses incurred from this incident collectively amounted to approximately RM5.64 million, of which approximately RM5.28 million was reimbursed to us under our insurance policies and the remaining was borne by our Group. As a majority of the losses incurred from this incident were reimbursed to us under our insurance policies there was no material impact to our Group's financial performance arising from this incident. Due to this incident, operations at our Kapar Processing Facility were suspended for 1 week for the refurbishment of the facility. However, there was no material disruption to our sales and delivery as we had sufficient inventory to facilitate our sales.

Save for the abovementioned incident, our Group has not experienced any occurrence of unexpected equipment failures or material damages to our prawn populations, inventory, prawn farms and Kapar Processing Facility which led to unanticipated downtime or prolonged disruption to our operations during the Financial Periods Under Review and up to the LPD. However, there can be no assurance that such incidences will not occur in the future.

8. RISK FACTORS (Cont'd)

8.1.3 We are exposed to risk relating to the availability of quality post larvae

Our prawn farming activities are contingent upon the availability of quality post larvae. Stocking quality post larvae which is healthy and free of pathogens in our ponds is critical to the success of our prawn farming activities. This allows us to maximise the survival, growth and production of our prawns, and subsequently our profitability.

We source post larvae from local hatcheries who source broodstock from overseas breeders. As we do not have our own hatchery, we are dependent on the ability of our suppliers to produce and supply quality post larvae.

Further, we are exposed to the risk relating to the availability of post larvae as breeding and hatching of post larvae may be temporarily halted due to adverse weather conditions during monsoon seasons. Any shortage of post larvae may affect our business operations and there is no assurance that we will be able to obtain post larvae from existing or new suppliers in a timely manner or at reasonably acceptable prices. If we are required to pay higher prices to existing or new suppliers and we are unable to pass on the increase in cost to our customers in a timely manner, our financial performance may be adversely affected.

During the Financial Periods Under Review, we did not encounter any shortages of post larvae which adversely affected our business operations and financial performance. However, there is no assurance that any shortage of post larvae will not occur in the future and will not have a material adverse impact on our business operations and financial performance.

8.1.4 The prawn farms operated by our Group are subject to risk of disease and biological hazard infections

The prawn farms operated by our Group are subject to risk of outbreaks of disease and biological hazard infections which may affect our yields of marketable prawns. During the growth period of our prawns, the post larvae and prawns are vulnerable to disease and biological hazard infections such as WSSV, IMNV and EMS, amongst others, which are highly contagious and may spread across the entire population in a pond or prawn farm. While we have put in place quality control measures which are in accordance with internationally recognised standards and practices, there is no assurance that we are able to eliminate the risk of disease and biological hazard infections in the farms operated by our Group. Please refer to Section 6.5.2 of this Prospectus for more information on our quality assurance and quality control related certifications.

Any outbreak of disease or biological hazard infection at the prawn farms operated by our Group may result in interruptions or prolonged suspension of our prawn farming activities for the cleaning and treatment of affected ponds, which may consequently affect our ability to fulfil our customers' orders in a timely manner. This may in turn have an adverse impact on our business operations and financial performance.

During the Financial Periods Under Review, we have not experienced any severe disruptions to our prawn farming activities due to an outbreak of disease or biological hazard infection. However, there can be no assurance that there will be no severe outbreak of disease and biological hazard infection which may have an adverse impact on our Group's business operations and financial performance in future.

8. RISK FACTORS (Cont'd)**8.1.5 We are subject to the risk of termination and/or non-renewal of the Contract Farming Agreement, TOL, Tanjung Karang Farm 3 Agreement and Joint Venture Agreement for the prawn farms operated by our Group**

As at the LPD, out of the total of 5 prawn farms operated by our Group, we own only 1 prawn farm, namely our Tanjung Karang Farm 1 (i.e. comprising Lot 26429, Lot 26430 and Lot 26431). For the remaining 4 prawn farms, we have entered into the Contract Farming Agreement, TOL, Tanjung Karang Farm 3 Agreement and Joint Venture Agreement. Further, we may enter into other contract farming agreements, TOLs, tenancy agreements and/or joint venture agreements in the future as we continue to grow our business. Collectively, Penor Farm, Tanjung Karang Farm 2, Tanjung Karang Farm 3 and Marang Farm contributed to 67.46% and 65.98% to our total actual production in FYE 2024 and FPE 2025. The percentage contribution of the yield from each of these prawn farms to our total actual production in FYE 2024 and FPE 2025 is set out in the table below:

Farm	Yield contribution (%)	
	FYE 2024⁽¹⁾	FPE 2025⁽²⁾
Penor Farm	14.15	7.64
Tanjung Karang Farm 2	25.40	29.17
Tanjung Karang Farm 3	16.40	29.17
Marang Farm	11.51	⁽³⁾ -
Total	67.46	65.98

Notes:

- (1) Calculated based on actual production for each respective farm for FYE 2024 divided by total actual production across all the farms operated by our Group for FYE 2024, and multiplied by 100%.
- (2) Calculated based on actual production for each respective farm for the 3-month period of FPE 2025 divided by total actual production across all the farms operated by our Group during the same period and multiplied by 100%.
- (3) There was no actual annual production recorded for Marang Farm in FPE 2025 as the ponds at the farm were fully harvested in December 2024 and stocking of post larvae for the ponds was subsequently delayed due to the occurrence of monsoons between December 2024 and March 2025.

Please refer to Section 6.5.13 of this Prospectus for further details on our Contract Farming Agreement, Tanjung Karang Farm 3 Agreement and Joint Venture Agreement which we have entered into in respect of the prawn farms operated by our Group.

Our prawn farming activities at our Penor Farm, Tanjung Karang Farm 2, Tanjung Karang Farm 3 and Marang Farm are subject to the risk of termination and/or non-renewal of the respective Contract Farming Agreement, TOL, Tanjung Karang Farm 3 Agreement and Joint Venture Agreement. Upon expiry of the Contract Farming Agreement, TOL, Tanjung Karang Farm 3 Agreement and Joint Venture Agreement, the terms and conditions of the agreements may be reviewed and changed. As such, we face the possibility of not being able to renew the agreements on terms and conditions which are commercially acceptable to us, or we may not be able to renew the agreements at all. We may also face interruptions to our business operations at our Penor Farm, Tanjung Karang Farm 2, Tanjung Karang Farm 3 and Marang Farm if we are unable to renew the respective agreements in a timely manner.

8. RISK FACTORS (Cont'd)

Further, if we are unable to continue our prawn farming activities at our Penor Farm, Tanjung Karang Farm 2, Tanjung Karang Farm 3 and Marang Farm, we may face a reduction in supply of prawns for our prawn processing activities and reduction in the amount of prawns for sale. There is no assurance that we will be able to procure prawns for our prawn processing activities from external suppliers in a timely manner or at the quantity required, with reasonable prices and desired quality levels. Any significant increase in cost in sourcing for prawns from external suppliers may have an adverse impact on profitability if we are unable to pass down the cost to our customers or result in loss of sales if our customers do not agree with our pricing.

During the Financial Periods Under Review, we did not encounter any termination and/or non-renewal of the Contract Farming Agreement, TOL, Tanjung Karang Farm 3 Agreement and Joint Venture Agreement for the prawn farms operated by our Group. However, there is no assurance that any termination and/or non-renewal of these agreements will not occur in the future and will not have a material adverse impact on our business operations and financial performance.

8.1.6 We are exposed to foreign exchange fluctuation risks which may impact the profitability of our Group

We are exposed to foreign exchange fluctuation risk arising from our exposure to USD and RMB. Revenue generated from our export sales are denominated in USD and RMB and collectively contributed 37.68%, 67.47%, 84.61%, 76.02% and 70.29% to our Group's total revenue during the Financial Periods Under Review respectively. Further, a portion of our Group's purchases of equipment are denominated in USD and RMB. For the Financial Periods Under Review, our purchases which were denominated in USD and RMB contributed 2.83%, 0.19%, 1.02%, 1.85% and 1.83% respectively to our Group's total purchases. Hence, the impact of foreign exchange fluctuation risk from our purchases on our Group's profitability is not significant.

The breakdown of our revenue and purchases by currency during the Financial Periods Under Review is as follows:

	Audited					
	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Revenue denominated in:						
RM	23,792	62.32	11,715	32.53	5,589	16.48
USD	14,387	37.68	24,295	67.47	16,543	48.79
RMB	-	-	-	-	11,777	34.73
Total	38,179	100.00	36,010	100.00	33,909	100.00
Purchases denominated in:						
RM	17,918	97.17	16,000	99.81	20,500	98.98
USD	521	2.83	30	0.19	211	1.02
RMB	-	-	-	-	-	-
Total	18,439	100.00	16,030	100.00	20,711	100.00

8. RISK FACTORS (Cont'd)

	Audited			
	FYE 2024		FPE 2025	
	RM'000	%	RM'000	%
Revenue denominated in:				
RM	9,548	23.98	2,443	29.71
USD	10,917	27.41	697	8.47
RMB	19,358	48.61	5,084	61.82
Total	39,823	100.00	8,224	100.0
Purchases denominated in:				
RM	15,758	98.15	2,572	98.17
USD	277	1.73	-	-
RMB	20	0.12	48	1.83
Total	16,055	100.00	2,620	100.00

We are exposed to fluctuations of the USD and RMB, and any unfavourable fluctuations in foreign exchange rates may have an adverse impact on our financial performance and profitability. Any significant appreciation or depreciation of the RM against the USD and RMB may either positively or negatively affect our Group's financial performance. If the USD and RMB significantly appreciate against the RM, we will record higher revenue and higher purchases in RM. Conversely, in the event that the USD and RMB significantly depreciate against the RM, we will record lower revenue and lower purchases in RM. The positive or negative effect on our Group's financial performance is subject to our position after netting off the amount of sales and purchases recorded in the respective financial years and period. In the event that we are unable to pass on the increase in cost to our customers in a timely manner, our financial performance may be adversely affected.

Our Group does not enter into any financial instruments to hedge against any foreign currency fluctuation. There can be no assurance that any future foreign exchange rate fluctuations will not have a material adverse effect on the financial performance of our Group.

8.1.7 We are dependent on our management team for the continued success and growth of our business

Our Group's continued success, future business growth and expansion are, to a significant extent, dependent on our management's experience, expertise and continuous efforts. Our Managing Director, Executive Director and key senior management have been actively involved in our Group's operations. Coupled with their long service and in-depth knowledge of the industry and/or in their respective fields of expertise, they play a pivotal role in our daily business operations as well as formulating and implementing strategies to drive the growth and expansion of our Group. Please refer to Section 5.2.1 and 5.3.1 of this Prospectus for further details on the profiles of our Managing Director, Executive Director and key senior management.

The loss of any of our Managing Director, Executive Director and/or key senior management simultaneously or within a short time span without a suitable and timely replacement, or our inability to attract and retain qualified and competent personnel or integrate new personnel, could adversely affect the business operations, financial performance and future growth of our Group.

8. RISK FACTORS (Cont'd)**8.1.8 We are dependent on the availability of foreign workers for our farming and processing operations**

Our Group is reliant on foreign workers to carry out our farming and processing operations. As at the LPD, our farming and processing operations are supported by 32 foreign workers, comprising of 3 foreign workers under our Group's employment and 29 foreign workers sourced through contract for services arrangements with third party service providers, accounting for 45.71% of the total of 70 personnel for our farming and processing operations. All of the foreign workers have valid working permits, which are renewed annually. The loss of the existing foreign workers without timely replacements may adversely disrupt our farming and processing operations. The hiring of new foreign or local workers to replace these workers may require time as they may not be immediately available. Further, new workers will require time to become familiarised with our farming and processing operations. In such event, our farming and processing activities may be affected and the delivery of our orders may be delayed, which may in turn adversely affect our financial performance.

Further, as a result of limited supply of local labour, we are dependent on foreign workers from Bangladesh, India, Myanmar and Indonesia. The costs of hiring foreign workers may continue to increase in the future as the Government continues to revise the relevant policies. Any increase in the levy rate and minimum wage for foreign workers will increase our labour costs, which may negatively affect our financial performance should we fail to pass on the increase in cost to our customers in a timely manner.

In addition, any changes in the policies relating to the hiring of foreign workers which are unfavourable to our business may affect our Group's operations and negatively impact our financial performance. For example, in 2020, a temporary hiring freeze on foreign workers was announced to create more job opportunities for the local workforce in view of the increased unemployment rate in the country pursuant to the outbreak of the COVID-19 pandemic. Our Group was not affected by this hiring freeze as we had sufficient workers to support our production activities during this hiring freeze period. Notwithstanding that, there is no assurance that our operations will not be adversely affected by any unfavourable changes in hiring policies in the future.

8.1.9 Our business is exposed to risk arising from any material issue with food safety and quality

Food product deterioration, contamination or damage is an inherent risk in all food and beverage related operations. Our prawns are food products intended for human consumption. As such, product safety and quality are important to our business and all aspects of our operations including prawn farming, processing, storage, handling and delivery.

Our prawns are vulnerable to contamination from bacteria and dirt if not properly cleaned, processed, stored and packed. Our prawn processing activities involve manual processes and are therefore subject to risk of human error in implementing good hygiene practices and adhering to food safety standards. Moreover, our prawns may also deteriorate, contaminate or damage during delivery due to poor handling during transportation, breakdown of refrigerated containers/trucks, exposure to adverse weather conditions and exposure to pests, which are beyond our control.

Any incidents of food safety issues may result in our products being unsafe for consumption and may lead to product recalls and penalties and/or claims against our Group. This may in turn tarnish the reputation of our Group and result in reduced demand for our products, which could have an adverse impact on our financial performance. Further, any incidences of food contamination may also result in authorities inspecting our premises, leading to monetary fines and/or temporary suspension of our premises for sanitation, which may adversely affect our business operations.

8. RISK FACTORS (Cont'd)

During the Financial Periods Under Review and up to the LPD, we have not experienced any material incidences relating to our product safety and quality which led to product recalls, penalties and/or claims against our Group, monetary fines and/or temporary suspension of our business operations for sanitation.

8.1.10 We may not be able to successfully implement our future plans and business strategies

Our future plans and business strategies are focused on leveraging our key strengths and capitalising on our integrated capability in prawn farming and processing. Part of our future plans and business strategies is to expand our production capacity and expand our in-house quality control and R&D capabilities, to enable us to capture more market share. Please refer to Section 6.7 of this Prospectus for further information on our business strategies.

As the prospects of our future plans and business strategies are uncertain, there can be no assurance that we will be able to successfully execute these plans and strategies or that these plans and strategies will not prove to be more difficult or costly than we had originally anticipated. In this respect, our future plans and business strategies may expose us to various risks and challenges, as follows:

- the implementation of our future plans and business strategies may require higher capital expenditure and operational costs than planned or anticipated, and we may not be able to secure sufficient funding and/or bank borrowings in addition to our IPO proceeds;
- the expanded business activities may result in lower growth or profit than anticipated or may not be profitable at all. For example, we may incur higher costs than initially planned for our expansion of production capacity. Such increase in costs will lead to a decrease in our profit margin if our business is unable to generate additional sales following the implementation of these plans and strategies. In such event, our financial performance and prospects may be adversely affected;
- to support our continued growth, we are required to manage relationships with our customers and suppliers. If we are unable to expand our supply and distribution capabilities when required, or our business processes are inadequate to support the future growth of these relationships, we may experience delays in customer service and shipping times, which may adversely impact our industry reputation; and
- the implementation of our future plans may require devotion of a substantial amount of time by our management team and may divert our attention and resources from our existing operations.

8. RISK FACTORS (Cont'd)**8.1.11 We are exposed to risk of reliance on third party suppliers for the supply of black tiger prawns and risk relating to the availability of quality black tiger prawns**

Our processing and sale of black tiger prawns is contingent on the supply of black tiger prawns for processing at our Kapar Processing Facility. The majority of the black tiger prawns harvested from the farms we operate are sent to our Kapar Processing Facility for processing. However, during periods where maintenance work is undertaken at the farms we operate, we will also procure black tiger prawns from third party suppliers to supplement the supply of black tiger prawns for processing at our Kapar Processing Facility. In addition, we may choose to procure black tiger prawns from third party suppliers as an alternative to sourcing black tiger prawns from the farms we operate in order to expand the range of sizes and quantities of black tiger prawns offered by our Group beyond the constraints of the harvesting schedule and yield of the farms we operate, thereby enhancing our Group's ability to cater to diverse customer order specifications. As such, we are exposed to risk of reliance on third party suppliers for the supply of black tiger prawns.

During the Financial Periods Under Review, the total costs of purchases of black tiger prawns from third party suppliers accounted for 32.89%, 47.96%, 35.18%, 19.28% and 19.05% (excluding purchases of black tiger prawns from SWL Enterprise during FYE 2024 and FPE 2025) of our Group's total purchases, respectively. Further, during the same period, black tiger prawns procured from third party suppliers comprised 35.71%, 48.79%, 25.62%, 13.35% and 12.84% (excluding purchases of black tiger prawns from SWL Enterprise during FYE 2024 and FPE 2025) of the prawns processed at our Kapar Processing Facility, respectively. The exclusion of purchases of black tiger prawns from SWL Enterprise is because WTU Aqua has discretion over all harvest schedules, delivery terms, inspection and criteria for Penor Farm, and therefore has control over the harvesting and supply of black tiger prawns from Penor Farm. Further, WTU Aqua has exclusive rights to purchase all prawns harvested from Penor Farm from SWL Enterprise. Please refer to Section 6.5.13(a) of this Prospectus for the salient terms of the Contract Farming Agreement.

Any shortages or decrease in the quality of black tiger prawns may affect our business operations and there is no assurance that we will be able to obtain black tiger prawns from existing or new suppliers in a timely manner or at reasonably acceptable prices. In the event that we are required to pay higher prices to existing or new suppliers and we are unable to pass on the increase in cost to our customers in a timely manner, our financial performance may be adversely affected.

8.1.12 We rely on third party logistics service providers and are exposed to the risk of delays in our shipments

We rely on third party logistics service providers to deliver our prawns from the coastal prawn farms we operate to our Kapar Processing Facility, as well as to deliver our products to our overseas customers. During the Financial Periods Under Review, the total costs for our third party logistics service providers accounted for 3.94%, 4.77%, 4.03%, 5.56% and 5.11% of our Group's total purchases, respectively. Given that we do not have any formal contractual relationships with our third party logistics service providers, any failure of these providers to fulfil their obligations may lead to disruptions in the supply of prawns for our prawn processing activities and may consequently result in claims against our Group if we are unable to fulfil our customers' orders on time. In addition, third party logistics service providers may become involved in unexpected accidents which may lead to damage to our products and/or disrupt our delivery schedule. During the Financial Periods Under Review, we have not encountered any incidences of material accidents reported to our Group by our third party logistics service providers. However, there is no assurance that any of the abovementioned incidences may not occur in the future and will not have a material adverse impact on our business operations and financial performance.

8. RISK FACTORS (Cont'd)

Third party logistics service providers are also subject to rules and regulations governed by regulatory bodies such as the Road Transport Department Malaysia and the DOSH. Non-compliance with these rules and regulations may affect their ability to continue providing logistics services. Consequently, this may adversely affect our Group's prawn processing activities and deliveries to our customers. There is no assurance that we will be able to appoint replacement third party logistics service providers in a timely manner or at a favourable cost to complete our deliveries, which may in turn affect our business operations and financial performance.

Further, during the Financial Periods Under Review, 37.69%, 67.47%, 83.52%, 76.02% and 70.29% of our sales were exported to customers outside Malaysia, respectively. As such, we rely on marine transportation for this purpose and we may experience disruption in shipments due to, amongst others, weather conditions, delays in customs clearance, strikes, political turmoil, pirate attacks or lost shipments, which may have an adverse impact on our business operations. During the Financial Periods Under Review, our Group has not encountered any significant disruption in shipments which materially affected our deliveries to customers. However, there is no assurance that any of the abovementioned disruptions may not occur in the future and will not have a material adverse impact on our business operations and financial performance.

8.1.13 Absence of long-term contracts with our customers may result in the fluctuation of our Group's financial performance

Our customers mainly comprise B2B customers such as seafood wholesalers, importers and distributors. All our sales are conducted on a purchase order basis. Our frozen black tiger prawns are exported to overseas customers, mainly comprising seafood importers and wholesalers who purchase our frozen black tiger prawns in bulk quantities for onward sale to end-consumers in their respective countries. We supply some of our smaller sized live black tiger prawns from batch harvests to local customers, mainly comprising seafood wholesalers. During FYEs 2021 and 2022, we also supplied some live vannamei shrimps to local customers.

During the Financial Periods Under Review and up to the LPD, we have not entered into any long-term contracts (i.e. with a duration of more than 1 year) with our customers. The absence of long-term contracts is mainly due to the nature of our business and prevailing customer practices where wholesalers replenish their stocks only when inventory levels are low.

The absence of long-term contracts may result in the fluctuation of our Group's sales and overall financial performance. It poses risks to our Group as any business decision made by our customers which results in the reduction of purchases of our products may affect our financial performance. Should our existing customers cease purchasing from our Group, and if we are unable to replace these customers with new customers in a timely manner, our financial performance may be adversely affected.

8. RISK FACTORS (Cont'd)**8.1.14 Our insurance coverage may not be adequate to cover all losses or liabilities that may arise in connection with our operations**

We maintain insurance to protect against various losses and liabilities. As at the LPD, the insurance policies maintained by our Group include:

- (a) Business insurance policy comprising fire, flood, theft, machinery breakdown, and employer liability, with a sum insured of RM14.19 million;
- (b) Marine cargo policy, with a sum insured of RM30.00 million;
- (c) Public liability policy, with a sum insured of RM1.00 million;
- (d) Personal accident policy for our Executive Directors, with a sum insured of RM2.90 million;
- (e) Group personal accident policy, with a sum insured of RM0.45 million; and
- (f) Employee medical policy, with a sum insured of RM1.08 million.

Nevertheless, there is no assurance that our insurance coverage is sufficient to cover all damages, losses and liabilities that may arise in connection with our Group's operations. If we were to incur a significant liability for which we were not fully insured, it could have a material adverse effect on our business operations and financial performance. Moreover, we are subject to the risk that, in future, we may not be able to maintain or obtain insurance of the type and amount we desire at reasonable rates. In the event that we incur a significant loss or liability for which we are not fully insured, the additional cost incurred by our Group may adversely affect our financial performance.

8.1.15 We are exposed to credit risks and default payments by customers

We generally grant our customers credit periods between 1 and 60 days from the date of our invoice. In the event that payments are not received within the credit period or there are defaults in payments by our customers, we may have to provide impairment losses on trade receivables or write off trade receivables as bad debts, which may adversely affect our financial performance.

Our net (impairment losses)/reversal of impairment losses on trade receivables and bad debts written off for the Financial Periods Under Review are as follows:

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Trade receivables:					
- impairment losses	(419)	(24)	(141)	(26)	(73)
- reversal of impairment losses	242	608	264	104	5
Bad debts written off	-	158	40	-	-

Please refer to Section 11.4.1 of this Prospectus for further details on our trade receivables and net impairment loss on trade receivables.

During the Financial Periods Under Review, our impairment loss and bad debts were not material as net impairment losses was only recorded for FYE 2021 and FPE 2025, whereas FYE 2022, FYE 2023 and FYE 2024 recorded net reversal of impairment losses. Further, bad debts were only recorded for FYE 2022 and FYE 2023. However, there can be no assurance that any delay or failure in receiving payments from our customers will not occur in the future, which may cause material adverse impact on our financial performance.

8. RISK FACTORS (Cont'd)**8.1.16 We may not be able to secure funding, especially on terms favourable to us, to meet our capital requirement**

Our Group's ability to expand our business operations (e.g. prawn farms and processing facility) is dependent upon continued capital expenditures. As such, we will need to raise funds via internally generated funds and/or external funding.

Our ability to obtain external financing is subject to various uncertainties, including our future results of operations, financial condition and cash flows, the performance of the economy where we operate and the markets for our products, the cost of financing and the condition of financial markets, and the continuing willingness of banks to provide new loans. Although we have not encountered any difficulties with the financial institutions nor default in any of our borrowings repayment, there can be no assurance that we will not be exposed to financing risks in which the loans are not made available to us, and if available, such financing terms are favourable to us.

The following table sets out the maturity profile of our borrowings, which comprise secured, interest-bearing term loans and hire purchases:

	Audited
	As at 31 March 2025
	RM'000
Interest-bearing short-term borrowings, payable within 1 year:	
Term loans	770
Hire purchases	55
Interest-bearing long-term borrowings payable after 1 year:	
Term loans	13,857
Total borrowings	14,682

If adequate funding is not available when needed, or is available only on unfavourable terms, meeting our capital needs or otherwise taking advantage of business opportunities or responding to competitive pressures may become challenging, which could have a material and adverse effect on our business expansion and future growth.

Any additional borrowings and/or unexpected increase in interest rates may result in an increase in interest expense, which may affect our profitability and debt repayment obligations. There can be no assurance that we are able to meet our borrowing commitments imposed by the financial institutions in the event of any unexpected increase in interest rates in the future.

8.1.17 Our business operations may be subject to interruptions or delays caused by health pandemic

Pandemics, such as the outbreak of the COVID-19 virus, may create economic uncertainties globally, which may adversely affect business operations. The outbreak of diseases and viruses may also result in the imposition of lockdown measures and accompanying SOPs to curb the spread of the disease, leading to disruptions and/or temporary suspension of business activities.

8. RISK FACTORS (Cont'd)

During the period of the COVID-19 pandemic, while we were required to reduce our workforce capacity in compliance with the SOP outlined by MITI, our business operations and financial performance were not materially affected as our Group is considered an essential service provider. Please refer to Section 6.6 of this Prospectus for further details on the impact of the COVID-19 pandemic on our business.

Should there be any future pandemics similar to the COVID-19 pandemic, there is no assurance that our business operations and financial performance will not be adversely and materially affected.

8.2 RISKS RELATING TO OUR INDUSTRY**8.2.1 We face competition within the prawn farming and processing industry**

The prawn farming and processing industry in Malaysia is highly competitive due to the large number of industry players available in the market, comprising small operators to large corporations. Our Group competes with industry players in terms of pricing, quality of products and farming and processing capacities.

There is no assurance that our Group will be able to consistently implement measures and strategies such as providing quality products at competitive prices, employing effective marketing strategies, and fulfil sudden influx of demand for our black tiger prawns, especially during festive seasons. Any failure to remain competitive could result in a loss of customers, which would consequently lead to a negative impact on our business and financial performance.

8.2.2 We are subject to risk relating to shifts in consumer demand for black tiger prawns

The demand for black tiger prawns can be impacted by shifting consumer demand, which is subject to market prices and negative events. Fluctuations in market prices and occurrence of negative events could influence the perception of consumers towards black tiger prawns, which may result in consumers opting for substitutes such as lobsters or giant freshwater prawns due to their similarities in texture and taste profiles. Consequently, the demand for black tiger prawns may face a decline which could affect the financial performance and profitability of our Group.

There is no assurance that our Group's financial performance and profitability will not be adversely affected by any unfavourable shifts in consumer demand for black tiger prawns in the future.

8.2.3 We are subject to risk relating to the political, regulatory and economic developments in Malaysia as well as the markets which we serve, and foreign trade policies

Our business, prospects, financial performance may be affected by political, economic, regulatory and social developments that are beyond our control in Malaysia, as well as the countries where our products are exported. The developments which may cause undesirable impacts to our business, prospects and financial performance include, among others, changes in political leadership leading to an unstable political environment, terrorism, changes in interest rates, fluctuation in currency exchange rates, changes in accounting and tax policies, as well as changes in government policies. The occurrence of one or more of such developments may reduce consumer confidence and spending, which may in turn reduce demand for our products and adversely affect our business, prospects and financial performance.

8. RISK FACTORS (Cont'd)

Further, any slowdown in the global economy or the local economy of the markets which we serve may have an adverse impact on the demand for our products, which will in turn affect our Group's business and financial performance. There is no assurance that any adverse changes in political, regulatory and economic conditions will not materially affect our business in the future.

With China being our dominant export market, we may be especially sensitive to changes in domestic Chinese import policy which affects our customers' ability to purchase products from us. Such changes may relate to capital controls, foreign currency exchange restrictions and the validity and import licensing restrictions. Our supply chain may also be disrupted as a result of factors beyond our or our customers' control, such as political instability, military conflicts, acts of terrorism, trade restrictions, tariffs, fluctuations in currency exchange rates, any disruptions in our end suppliers' logistics, supply chain networks or information technology systems, labour unrest, changes in the transportation and other logistics costs (such as fuel and labour costs), port labour disputes, port congestions, weather-related events, natural disasters, work stoppages and shipping capacity restraints, could in turn disrupt our business.

Any changes to foreign trade policies may also have impacts to the demand for black tiger prawns. For instance, in April 2025, the United States ("US") tariffs imposed by the Trump administration included a 10.00% base tariff on most imports, with higher tariffs for certain countries and products. Amidst ongoing negotiations with other countries and investigations by the Trump administration on the impacts of certain imports on the US national security, there have been frequent amendments to the implementation of these tariffs, with possibilities for more amendments in the future. For example, effective August 2025, the US reverted from a 10.00% base tariff to a reciprocal tariff of 19.00% on most imports from Malaysia. The implementation and volatility of changing tariff rates have created widespread economic uncertainty and challenges globally for businesses across various industries which may impact economic growth, availability of disposable income and in turn, the demand for black tiger prawns.

The US primarily imports prawns from countries such as India, Ecuador and Indonesia. As the implementation of the US tariffs is expected to affect the demand for prawns from these countries, these countries may look for other markets and/or expand into existing markets for the export of their prawns, including Malaysia's primary export destinations for prawns. The expected increased competition and changing trade patterns may have adverse impacts to the Malaysia's black tiger prawn export performance, and in turn, affect the performance of the black tiger prawn farming and processing industry in Malaysia.

8.3 RISKS RELATING TO THE INVESTMENT IN OUR SHARES**8.3.1 No prior trading market for our Shares**

There was no public trading market for our Shares prior to our Listing. Hence, there is no assurance that upon our Listing, an active market for our Shares will develop, or, if developed, that such a market can be sustained. The IPO Price was determined after taking into consideration various factors including but not limited to our financial and operating history.

There can be no assurance that our IPO price will correspond to the price at which our Shares will be traded on the ACE Market of Bursa Securities, upon or subsequent to our Listing, and the market price of our Shares will not decline below the IPO Price.

8. RISK FACTORS (Cont'd)

8.3.2 There may be a potential delay to or cancellation of our Listing

We may not be able to proceed with or experience a delay in our Listing due to amongst others, the following reasons:

- (a) The selected investors fail to subscribe for the portions of the Placement Shares allotted to them;
- (b) Our Underwriter exercises its rights under the Underwriting Agreement to discharge itself from its obligations therein;
- (c) The revocation of the approvals from the relevant authorities prior to our Listing and/or admission for whatever reason; and
- (d) We are unable to meet the public shareholding spread requirement set by Bursa Securities, whereby at least 25.00% of our total number of Shares for which listing is sought must be held by a minimum number of 200 public shareholders each holding not less than 100 Shares upon the completion of our IPO and at the point of our Listing.

If any of these events occur, investors will not receive any Shares and we will return in full without interest, all monies paid in respect of the Application within 14 days, failing which the provisions of Section 243(2) of the CMSA will apply.

If our Listing is aborted and/or terminated, and our Shares have been allotted to the investors, a return of monies to the investors could only be achieved by way of cancellation of share capital as provided under Sections 116 or 117 of the Act and its related rules. Such cancellation requires the approval of shareholders by special resolution in a general meeting, with sanction of the High Court of Malaya or with notice to be sent to the Director General of the Inland Revenue Board and ROC within 7 days of the date of the special resolution, and us meeting the solvency requirements under Section 117(3) of the Act.

There can be no assurance that such monies can be recovered within a short period of time in such circumstances.

8.3.3 The trading and performance of our Shares following our Listing is subject to fluctuations

Upon completion of our Listing, the trading price of our Shares could be subject to significant fluctuation due to factors specific to our Group or industry in which our Group is operating. Some factors may not be within our control and are unrelated or disproportionate to our financial results. These factors may include variations in the results of our operations, changes in analyst's recommendations or projections, changes in general market conditions and broad market fluctuations.

The performance of the stock market is also affected by external factors such as the performance of the regional and world bourses, inflow or outflow of foreign funds, 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 witnessed on the stock market, thus adding risks to the market price of our Shares.

8. RISK FACTORS (Cont'd)**8.3.4 We may not be able to pay dividends**

Our Company, being an investment holding company, derives income mainly from dividends received from our subsidiaries. Hence, our ability to pay dividends in the future is largely dependent on the performance of our subsidiaries. In determining the size of any dividend recommendation, we will also take into consideration a number of factors, including but not limited to our financial performance, cash flow requirements, debt servicing and financing commitments, future expansion plans, loan covenants and compliance with regulatory requirements.

8.4 OTHER RISKS**8.4.1 Our Promoters can exercise significant control over our Company**

Upon listing, our Promoters will collectively hold approximately 64.15% of our enlarged share capital. As a result, they will be able to, in the foreseeable future, effectively control the business direction and management of our Group as well as influence the outcome of certain matters requiring the voting of our shareholders, unless our Promoters are required to abstain from voting by law and/or as required by the relevant guidelines or regulations.

8.4.2 Our future fund-raising exercise may result in dilution of shareholdings

Our capital requirements are dependent on, amongst others, our business, the availability of our resources for attracting, maintaining and enlarging our customer base and the need to maintain and expand our product 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 investment by shareholders.

8.4.3 Forward-looking/prospective statements in this Prospectus may not be achievable

Certain statements in this Prospectus are based on historical data which may not be reflective of future results and others are forward-looking in nature that are based on assumptions and subject to uncertainties and contingencies which may or may not be achievable. Whether such statements would ultimately prove to be accurate depends upon a variety of factors that may affect our businesses and operations, and such forward-looking statements also involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance and achievements, or industry results, to be materially different from any future results, plans, performances and achievements, expressed or implied, by such prospective statements. Although we believe that the expectations reflected in such future statements are reasonable at this time, there can be no assurance that such prospective statements or expectations will prove to be correct in the future. Any deviation from the expectations may have a material adverse effect on our business and financial performance.

The above forward-looking statements are based on numerous assumptions regarding our current and future business strategies as well as the environment in which we will operate in the future. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may in the future have effects on our actual results, performance, achievements, or industry results, which are materially different from any future results, performance, achievements, or industry results expressed or implied by such forward-looking statements.

9. RELATED PARTY TRANSACTIONS

9.1 RELATED PARTY TRANSACTIONS

Save for the Acquisitions, the transactions as disclosed in Section 6.1.4 of this Prospectus and as disclosed below, there were no transactions, existing and/or potential, entered or to be entered into by our Group which involve the interests, direct or indirect, of our Directors, substantial shareholders and/or persons connected with them which are material to our Group during the Financial Periods Under Review and up to LPD:

Related party	Interested person	Transacting company in our Group	Nature of transaction	Transaction value										1 April 2025 up to the LPD	
				FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025			
				RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Akuakultur Usahasama BT Sdn Bhd	Teoh Han Boon ⁽¹⁾	Wynntech Star	Sales of farm equipment by Wynntech Star to Akuakultur Usahasama BT Sdn Bhd	-	-	29	⁽⁴⁾ 0.08	25	⁽⁴⁾ 0.07	24	⁽⁴⁾ 0.06	-	-	-	-
			Sales of frozen black tiger prawns by Wynntech Star to Akuakultur Usahasama BT Sdn Bhd ⁽⁹⁾	-	-	-	-	-	-	711	⁽⁴⁾ 1.79	-	-	-	-
			Purchase of live black tiger prawns from Akuakultur Usahasama BT Sdn Bhd ⁽¹⁰⁾	(1,053)	⁽⁵⁾ 3.87	(870)	⁽⁵⁾ 3.56	(2,152)	⁽⁵⁾ 9.51	(423)	⁽⁵⁾ 1.58	-	-	-	-
City Marine (TK) Sdn Bhd	Teoh Kheng Huat ⁽³⁾	Wynntech Star	Purchase of live black tiger prawns from City Marine (TK) Sdn Bhd	-	-	-	-	-	-	(1,324)	⁽⁵⁾ 4.94	-	-	-	-

9. RELATED PARTY TRANSACTIONS (Cont'd)

Related party	Interested person	Transacting company in our Group	Nature of transaction	Transaction value												1 April 2025 up to the LPD	
				FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025					
				RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
GB Aqua Sdn Bhd	Teoh Han Boon ⁽¹⁾	Wynntech Star	Transportation cost charged by Wynntech Star to GB Aqua Sdn Bhd	30	⁽⁴⁾ 0.08	10	⁽⁴⁾ 0.03	-	-	-	-	-	-	-	-		
			Transportation cost charged by GB Aqua Sdn Bhd	(5)	⁽⁵⁾ 0.02	(8)	⁽⁵⁾ 0.03	-	-	-	-	-	-	-	-		
			Purchase of live black tiger prawns from GB Aqua Sdn Bhd	(385)	⁽⁵⁾ 1.41	(316)	⁽⁵⁾ 1.29	-	-	-	-	-	-	-	-		
Natural Adept Sdn Bhd	Teoh Han Boon ⁽¹⁾	Wynntech Star	Sales of farm equipment (i.e. paddle wheels and wave makers) to Natural Adept Sdn Bhd	-	-	29	⁽⁴⁾ 0.08	-	-	-	-	-	-	-	-		
			Teoh Kheng Huat ⁽³⁾	Purchase of live black tiger prawns from Natural Adept Sdn Bhd	(1,406)	⁽⁵⁾ 5.16	(1,014)	⁽⁵⁾ 4.15	-	-	-	-	-	-	-	-	
	Camaroe Aquaculture	Rental expenses paid by Camaroe Aquaculture to Natural Adept Sdn Bhd for Lot 26430 and Lot 26431		-	-	-	-	-	-	(17)	⁽⁶⁾ 0.73	(9)	⁽⁶⁾ 1.34	(12)	⁽⁷⁾ N/A		

9. RELATED PARTY TRANSACTIONS (Cont'd)

Related party	Interested person	Transacting company in our Group	Nature of transaction	Transaction value										1 April 2025 up to the LPD	
				FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025			
				RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
			Acquisition of Lot 26430 by Camaroe Aquaculture from Natural Adept Sdn Bhd	-	-	-	-	-	-	-	-	-	-	1,500	⁽⁷⁾ N/A
			Acquisition of Lot 26431 by Camaroe Aquaculture from Natural Adept Sdn Bhd	-	-	-	-	-	-	-	-	-	-	1,500	⁽⁷⁾ N/A
Natural Marine Sdn Bhd	Teoh Han Boon ⁽¹⁾	Wynntech Star	Discount given to Natural Marine Sdn Bhd for sales of frozen black tiger prawns	-	-	(3)	⁽⁴⁾ 0.01	-	-	-	-	-	-	-	-
QQ Seafood Sdn Bhd	Teoh Han Boon ⁽¹⁾ Low Saw Cheng ⁽²⁾	Camaroe Aquaculture	Sale of live black tiger prawns by Camaroe Aquaculture to QQ Seafood Sdn Bhd ⁽⁹⁾	41	⁽⁴⁾ 0.10	-	-	-	-	-	-	-	-	-	-
			Disposal of Petaling Land by Camaroe Aquaculture to QQ Seafood Sdn Bhd	-	-	-	-	-	-	-	-	-	-	1,380	⁽⁷⁾ N/A

9. RELATED PARTY TRANSACTIONS (Cont'd)

Related party	Interested person	Transacting company in our Group	Nature of transaction	Transaction value										1 April 2025 up to the LPD	
				FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025		1 April 2025 up to the LPD	
				RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
		Farmerex	Sales of live black tiger prawns by Farmerex to QQ Seafood Sdn Bhd ⁽⁹⁾	17	⁽⁴⁾ 0.04	-	-	-	-	-	-	-	-	-	-
			Subcontract fees paid to QQ Seafood Sdn Bhd for provision of administrative services to Farmerex	-	-	(120)	⁽⁶⁾ 5.19	-	-	-	-	-	-	-	-
			Transportation cost charged by QQ Seafood Sdn Bhd	-	-	(20)	⁽⁵⁾ 0.08	-	-	-	-	-	-	-	-
		WTU Aqua	Sales of live black tiger prawns by WTU Aqua to QQ Seafood Sdn Bhd ⁽⁹⁾	11	⁽⁴⁾ 0.03	-	-	-	-	-	-	-	-	-	-
		Wynntech Star	Sales of frozen black tiger prawns by Wynntech Star to QQ Seafood Sdn Bhd ⁽⁹⁾	1	⁽⁴⁾ ~	-	-	-	-	-	-	-	-	-	-

9. RELATED PARTY TRANSACTIONS (Cont'd)

Related party			Interested person	Transacting company in our Group	Nature of transaction	Transaction value										1 April 2025 up to the LPD	
						FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025			
						RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Ruitech Aqua Sdn Bhd	Teoh Han Boon ⁽¹⁾	Camaroe Aquaculture	Purchase of live black tiger prawns from QQ Seafood Sdn Bhd ⁽¹⁰⁾	(4)	⁽⁵⁾ 0.01	-	-	-	-	-	-	-	-	-	-	-	
			Transportation cost charged by QQ Seafood Sdn Bhd	(96)	⁽⁵⁾ 0.35	(48)	⁽⁵⁾ 0.20	-	-	-	-	-	-	-	-		
			Purchase of pond treatments and feeds from Ruitech Aqua Sdn Bhd	(52)	⁽⁵⁾ 0.19	(84)	⁽⁵⁾ 0.34	(36)	⁽⁵⁾ 0.16	-	-	-	-	-	-		
			Farmerex	Purchase of pond treatments from Ruitech Aqua Sdn Bhd	(6)	⁽⁵⁾ 0.02	(1)	⁽⁵⁾ ~	-	-	-	-	-	-	-		
		WTU Aqua	Purchase of pond treatments and feeds from Ruitech Aqua Sdn Bhd	(376)	⁽⁵⁾ 1.38	(300)	⁽⁵⁾ 1.23	(23)	⁽⁵⁾ 0.10	-	-	-	-	-	-		
Teoh Kheng Huat	Teoh Kheng Huat	Camaroe Aquaculture	Rental expenses paid by Camaroe Aquaculture to Teoh Kheng Huat for foreign workers' accommodation ⁽⁸⁾	-	-	-	-	-	-	(36)	⁽⁶⁾ 1.55	(9)	⁽⁶⁾ 1.34	(12)	⁽⁷⁾ N/A		

9. RELATED PARTY TRANSACTIONS (Cont'd)

Related party	Interested person	Transacting company in our Group	Nature of transaction	Transaction value										1 April 2025 up to the LPD	
				FYE 2021		FYE 2022		FYE 2023		FYE 2024		FPE 2025			
				RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
WKT Marine Sdn Bhd	Teoh Han Boon ⁽¹⁾	Wynntech Star	Discount given to WKT Marine for sales of frozen black tiger prawns	-	-	(1)	⁽⁴⁾ ~	-	-	-	-	-	-	-	-
			Transportation cost charged by WKT Marine Sdn Bhd	(17)	⁽⁵⁾ 0.06	-	-	-	-	-	-	-	-	-	-
Terra Venture Development Sdn Bhd	Teoh Han Boon ⁽¹⁾	Camaroe Aquaculture	Disposal of the Ijok Land from Camaroe Aquaculture to Terra Venture Development Sdn Bhd	-	-	-	-	-	-	-	-	1,440	N/A	-	-

Notes:

N/A Not applicable

~ Less than 0.01%.

(1) Teoh Han Boon is our Promoter, substantial shareholder and Managing Director:

- He is a director and shareholder of QQ Seafood Sdn Bhd. QQ Seafood was previously involved in the trading and consultancy of seafood products. As at the LPD, QQ Seafood Sdn Bhd has ceased its business in trading and consultancy of seafood products (since May 2024) and is currently principally involved in investment holding of properties, trading of farm equipment and management consultancy.
- He had disposed his entire equity interest in Ruitech Aqua Sdn Bhd to a third party, Ang Chin Guan on 22 June 2023 and resigned as a director of Ruitech Aqua Sdn Bhd on 2 June 2023 to focus on managing the operations of our Group. As such, any transactions between the Group and Ruitech Aqua Sdn Bhd subsequent to 22 June 2023 are no longer deemed as related party transactions.

9. RELATED PARTY TRANSACTIONS (*Cont'd*)

- (c) He had disposed his entire equity interest in WKT Marine Sdn Bhd to a third party, Kee Wee Hock on 15 July 2024 and resigned as a director of WKT Marine Sdn Bhd on 25 June 2024 to focus on managing the operations of our Group. As such, any transactions between the Group and WKT Marine Sdn Bhd subsequent to 25 June 2024 are no longer deemed as related party transactions.
 - (d) He had disposed his entire equity interest in Akuakultur Usahasama BT Sdn Bhd to a third party, Cha Chin Khing on 26 July 2024 and resigned as a director of Akuakultur Usahasama BT Sdn Bhd on 5 July 2024. As such, any transactions between the Group and Akuakultur Usahasama BT Sdn Bhd subsequent to 26 July 2024 are no longer deemed as related party transactions.
 - (e) He had disposed his entire equity interest in GB Aqua Sdn Bhd to a third party, Gan Chuen Moi on 9 September 2022 and resigned as a director of GB Aqua Sdn Bhd on 17 August 2022. As such, any transactions between the Group and GB Aqua Sdn Bhd subsequent to 9 September 2022 are no longer deemed as related party transactions.
 - (f) He was a director and shareholder of Natural Marine Sdn Bhd, before it was dissolved on 23 September 2024.
 - (g) He is a director and shareholder of Natural Adept Sdn Bhd. Natural Adept Sdn Bhd was previously involved in prawn farming and oil palm plantation. As at the LPD, Natural Adept Sdn Bhd has ceased its business in prawn farming (since May 2024) and is currently principally involved in investment holding of properties, trading of farm equipment, management consultancy and oil palm plantation.
 - (h) He is a director and shareholder of Terra Venture Development Sdn Bhd, which is principally involved in management consultancy activities, real estate activities with own or leased property.
- (2) Low Saw Cheng is our Promoter, substantial shareholder and Executive Director:
- (a) She is a director and shareholder of QQ Seafood Sdn Bhd. QQ Seafood was previously involved in the trading and consultancy of seafood products. As at the LPD, QQ Seafood Sdn Bhd had already ceased its business in trading and consultancy of seafood products (since May 2024) and is currently principally involved in investment holding of properties, trading of farm equipment and management consultancy.
 - (b) She is a director and shareholder of Natural Adept Sdn Bhd. Natural Adept Sdn Bhd was previously involved in prawn farming and oil palm plantation. As at the LPD, Natural Adept Sdn Bhd has ceased its business in prawn farming (since May 2024) and is currently principally involved in investment holding of properties, trading of farm equipment, management consultancy and oil palm plantation.
- (3) Teoh Kheng Huat is our substantial shareholder:

9. RELATED PARTY TRANSACTIONS (*Cont'd*)

- (a) He is a shareholder of Natural Adept Sdn Bhd. Natural Adept Sdn Bhd was previously involved in prawn farming and oil palm plantation. As at the LPD, Natural Adept Sdn Bhd has ceased its business in prawn farming (since May 2024) and is currently principally involved in investment holding of properties, trading of farm equipment, management consultancy and oil palm plantation.
- (b) He is a director and shareholder of City Marine (TK) Sdn Bhd. City Marine (TK) Sdn Bhd is principally involved in marine aquaculture.
- (4) Calculated based on our Group's total revenue for each of the respective financial years/period.
- (5) Calculated based on our Group's total cost of sales for each of the respective financial years/period.
- (6) Calculated based on our Group's total administrative expenses for each of the respective financial years/period.
- (7) Not applicable as our Group did not prepare any financial statements from 1 April 2025 up to the LPD.
- (8) On 29 April 2024, Camaroe Aquaculture had entered into a tenancy agreement with Teoh Kheng Huat for the rental of a 3-storey semi-detached house for a period of 12 months commencing 1 January 2024 to 31 December 2024 at a monthly rental of RM3,000.00. The tenancy was subsequently renewed on 1 January 2025 for a period of 12 months commencing 1 January 2025 to 31 December 2025 at a monthly rental of RM3,000.00.
- (9) Akuakultur Usahasama BT Sdn Bhd and QQ Seafood Sdn Bhd has purchased frozen and live black tiger prawns from our Group to fulfill orders from their local customers.
- (10) Our Group has purchased live black tiger prawns from Akuakultur Usahasama BT Sdn Bhd and QQ Seafood Sdn Bhd primarily for processing at the Kapar Processing Facility to fulfill customer orders for frozen black tiger prawns.

9. RELATED PARTY TRANSACTIONS *(Cont'd)*

As at the LPD, save as disclosed in Section 6.1.4, there are no related party transactions entered into but not yet effected.

Save for the rental expenses paid by Camaroe Aquaculture to Teoh Kheng Huat for foreign workers accommodation, none of the above related party transaction will recur in the future.

Save for the related party transactions which were not conducted on an arm's length basis as disclosed below, our Directors, having considered all aspects of the related party transaction, are of the view that the related party transactions above were conducted on an arm's length basis based on terms and conditions which were not more favourable to the related parties than those generally available to the public and not detrimental to the interest of our Group based on the following benchmarks:

- (a) the sales/purchases of products and provision of services to the related parties were performed within the cost structure and market rates, whereby the price paid by/to the related parties are in line and/or on terms equivalent to those that prevail in an arm's length transaction with third parties;
- (b) the terms and rental rates of the rented residential house, Lot 26430 and Lot 26431 are comparable to the rental rates of residential houses and agricultural lands located in the vicinity of the relevant property, respectively; and
- (c) the consideration for the acquisition of Lot 26430 and Lot 26431 as well as the disposal of Ijok Land and Petaling Land as detailed above were transacted at market prices, as appraised by our Independent Valuer.

The discounts given to Natural Marine Sdn Bhd and WKT Marine Sdn Bhd for the sales of frozen black tiger prawns were not conducted on an arm's length basis as the discounts given were agreed between Wynntech Star and the respective related companies. The discounts given pertains to sales made during FYE 2017 for WKT Marine Sdn Bhd as well as sales made during FYE 2018 and FYE 2019 for Natural Marine Sdn Bhd.

Moving forward, if there are potential related party transactions, the related parties must first inform our Audit and Risk Management Committee on their interests in the transaction and the nature of the transaction before the transaction is entered into.

Our Audit and Risk Management Committee is responsible for the review of all related party transactions to ensure that there is no conflict of interest. Our Audit and Risk Management Committee shall deliberate and determine if the related party transactions (if any) are undertaken on arm's length basis and on normal commercial terms, we have established the following procedures:

(a) Recurrent related party transactions

- (i) At least 2 other contemporaneous transactions with third parties for similar products and/or quantities will be used as comparison, wherever possible, to determine if the price and terms offered by related parties are fair and reasonable and comparable to those offered by other third parties for the same or substantially similar type of products/services and/or quantities; or
- (ii) If quotation or comparative pricing from third parties cannot be obtained, the transaction price will be determined by our Group based on those offered by other third parties for substantially similar type of transaction to ensure that the recurrent related party transactions are not detrimental to us.

9. RELATED PARTY TRANSACTIONS *(Cont'd)*

Our Board shall seek mandate from shareholders to enter into any recurrent related party transactions at a general meeting. Due to its time-sensitive nature, the shareholders' mandate will enable us to enter into such recurrent transactions which are transacted in our ordinary course of business without having to convene numerous general meetings to approve such recurrent transactions as and when they are entered into.

(b) Other related party transactions

- (i) Whether the terms of the related party transaction are fair and on arm's length basis to our Group and would apply on the same basis if the transaction did not involve a related party;
- (ii) The rationale for our Group to enter into the related party transaction and the nature of alternative transactions, if any; and
- (iii) Whether the related party transaction would present a conflict of interest between our Group and the related parties, taking into account the size of the transaction and the nature of the related parties' interest in the transaction.

Where required under the Listing Requirements, a related party transaction may require prior approval of shareholders at a general meeting to be convened. An independent adviser may be appointed to comment as to whether the related party transaction is fair and reasonable so far as the shareholders are concerned; and whether the transaction is to the detriment of minority shareholders. In such instances, the independent adviser shall also advise minority shareholders on whether they should vote in favour of the transaction.

For related party transactions that require shareholders' approval, the Directors, major shareholders and/or persons connected with such Director or major shareholder, which have any interest, direct or indirect, in the proposed related party transaction will abstain from voting in respect of their direct and/or indirect shareholdings. Where a person connected with a Director or major shareholder has interest, direct or indirect, in any proposed related party transactions, the Director or major shareholder concerned will also abstain from voting in respect of his direct and/or indirect shareholdings. Such interested Directors and/or major shareholders will also undertake that he shall ensure that the persons connected with him will abstain from voting on the resolution approving the proposed related party transaction at the general meeting. The relevant directors who are deemed interested or conflicted in such transactions shall also abstain from our Board deliberations and voting on the Board resolutions relating to these transactions.

In addition, to safeguard the interest of our Group and our minority shareholders, and to mitigate any potential conflict of interest situation, our Audit and Risk Management Committee will, amongst others, supervise and monitor any related party transaction and the terms thereof and report to our Board for further action. If a member of our Audit and Risk Management Committee has an interest in any related party transaction, he is to abstain from participating in the review and approval process in relation to that transaction. Where necessary, our Board would make appropriate disclosures in our annual report with regard to any related party transaction entered into by us.

9. RELATED PARTY TRANSACTIONS (Cont'd)**9.2 TRANSACTIONS ENTERED INTO THAT ARE UNUSUAL IN THEIR NATURE OR CONDITIONS**

There were no transactions that were unusual in their nature or conditions, involving goods, services, tangible or intangible assets, to which our Group was a party for the Financial Periods Under Review and up to LPD.

9.3 LOANS MADE TO OR FOR THE BENEFIT OF THE RELATED PARTY

Save as disclosed below, Section 9.4 and Section 9.5 of this Prospectus, there were no loans made to or for the benefit of any related party for the Financial Periods Under Review and up to the LPD:

	As at 31 December 2021	As at 31 December 2022	As at 31 December 2023	As at 31 December 2024	As at 31 March 2025	As at the LPD
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<u>Amount due to Directors</u>						
Teoh Han Boon ⁽¹⁾	1,824	1,241	2,578	-	-	-
Low Saw Cheng ⁽¹⁾	-	1	-	-	-	-
Kor Sin Loong ⁽²⁾	-	1	-	-	-	-
<u>Amount due from Directors</u>						
Kor Sin Loong ⁽²⁾	24	-	-	-	-	-
<u>Amount owing by related party</u>						
Terra Venture Development Sdn Bhd ⁽³⁾	-	-	-	-	1,040	-
QQ Seafood Sdn Bhd ⁽⁴⁾	-	-	-	-	-	1,242
<u>Amount owing to related party</u>						
Natural Adept Sdn Bhd ⁽⁵⁾	-	-	-	-	-	2,703

Notes:

- (1) Advances provided by our Managing Director, Teoh Han Boon and our Executive Director, Low Saw Cheng to our Group were for working capital purposes.
- (2) Kor Sin Loong was a director of WTU Aqua. On 26 October 2022, he had resigned as a director in WTU Aqua and the amount due to/from him was subsequently fully settled. The amount due to Kor Sin Loong was for working capital purposes and the amount due from Kor Sin Loong pertains to advances provided by the Group to Kor Sin Loong during FYE 2021.

9. RELATED PARTY TRANSACTIONS (*Cont'd*)

- (3) Pursuant to outstanding disposal consideration owing by Terra Venture Development Sdn Bhd to Camaroe Aquaculture for the disposal of the Ijok Land.
- (4) Pursuant to outstanding disposal consideration owing by QQ Seafood Sdn Bhd to Camaroe Aquaculture for the disposal of Petaling Land, which was subsequently received on 5 August 2025.
- (5) Pursuant to outstanding acquisition consideration owing to Natural Adept Sdn Bhd by Camaroe Aquaculture for the acquisition of Lot 26430 and Lot 26431, which was subsequently settled on 8 August 2025.

As at the LPD, all outstanding balances owing to Directors have been fully settled.

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9. RELATED PARTY TRANSACTIONS (Cont'd)

9.4 FINANCIAL ASSISTANCE PROVIDED FOR THE BENEFIT OF THE RELATED PARTY

Save as disclosed below, there was no financial assistance provided by us for the benefit of any related party for the Financial Periods Under Review and up to LPD.

Related party	Interested person	Transacting company in the Group	Types of security as set out in the letter of offer	Guaranteed Amount					1 April 2025 up to the LPD
				FYE 2021 RM'000	FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
QQ Seafood Sdn Bhd	Teoh Han Boon ⁽¹⁾ Low Saw Cheng ⁽²⁾	Camaroe Aquaculture	Corporate guarantee provided by Camaroe Aquaculture for banking facilities extended by Public Islamic Bank Berhad to QQ Seafood Sdn Bhd	-	3,610	3,610	3,610	-	-

Notes:

- (1) Teoh Han Boon is our Promoter, substantial shareholder and Managing Director.
- (2) Low Saw Cheng is our Promoter, substantial shareholder and Executive Director.

On 23 July 2024, QQ Seafood Sdn Bhd has entered into a sale and purchase agreement with Reztec Industries Sdn Bhd for the disposal of the parcel of leasehold industrial land held under individual title PM 1770, Lot 48630, Mukim Ijuk, Daerah Kuala Selangor, Selangor for a total disposal consideration of RM3.42 million, which was completed on 24 June 2025. Nevertheless, on 27 November 2024, QQ Seafood Sdn Bhd has fully settled the outstanding balance to Public Islamic Bank Berhad and the corporate guarantee has been fully discharged on 13 March 2025.

9. RELATED PARTY TRANSACTIONS (Cont'd)**9.5 OTHER TRANSACTIONS****9.5.1 Guarantee**

Our Promoters, Directors and/or key senior management, namely Teoh Han Boon and Low Saw Cheng have jointly and severally provided personal guarantees and Teoh Han Boon has provided his personal properties as security for the banking and financing facilities extended by Bank Pertanian Malaysia Berhad, Public Bank Berhad, Public Islamic Bank Berhad and RHB Bank Berhad ("**Financiers**") to Camaroe Aquaculture, WTU Aqua and Farmerex. The aggregate amount of facilities secured as at LPD is approximately RM28.11 million.

Financiers	Guarantors	Type of Facilities	Purpose	Facility limit RM'000	Amount guaranteed RM'000	Outstanding balance as at LPD RM'000
Bank Pertanian Malaysia Berhad	(a) Teoh Han Boon (b) Low Saw Cheng	3 trade facilities	For working capital purposes	2,700	2,700	1,592
Public Bank Berhad	(a) Teoh Han Boon (b) Low Saw Cheng	3 terms loans and 3 hire purchase facilities	Term loans: To finance purchase of properties Hire purchase facilities: To finance purchase of motor vehicles	3,661	3,661	2,020
Public Islamic Bank Berhad	(a) Teoh Han Boon (b) Low Saw Cheng	4 terms loans and 1 trade facility	Term loans: To finance purchase of properties Trade facility: For working capital purposes	2,978	2,978	1,787
RHB Bank Berhad	(a) Teoh Han Boon (b) Low Saw Cheng	3 term loans	To finance purchase and construction of properties	18,772	18,772	10,683

9. RELATED PARTY TRANSACTIONS (*Cont'd*)

In conjunction with the Listing, we have written to the Financiers to obtain a release and/or discharge of the properties and guarantees by substituting the same with a corporate guarantee from our Company and/or other securities from our Group acceptable to the Financiers. Until such release and/or discharge are obtained from the respective Financiers, our Promoters and/or Directors will continue to guarantee the banking and financing facilities extended to our Group.

As at the date of this Prospectus, we have received the conditional approval from RHB Bank Berhad, Public Bank Berhad, Public Islamic Bank Berhad and Bank Pertanian Malaysia Berhad to discharge the above personal guarantees by substituting the same with a corporate guarantee from our Company. The Financiers have imposed the following conditions for the discharge of the above personal guarantees:

- (a) completion of our Listing;
- (b) execution and perfection of a corporate guarantee by our Company; and
- (c) receipt of conditional approvals from all Financiers for the discharge.

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9. RELATED PARTY TRANSACTIONS *(Cont'd)*

9.5.2 Promotions of any material assets acquired/to be acquired within 3 financial years preceding the date of this Prospectus

Save as disclosed below, none of our Directors or substantial shareholders had any interest, direct or indirect, in the promotion of or in any material assets which had been, within the Financial Periods Under Review, acquired, disposed or leased or proposed to be acquired, disposed or leased to/by us:

- (a) Rental of a 3-storey semi-detached house from Teoh Kheng Huat, who is a substantial shareholder of our Group, as foreign workers' accommodation;
- (b) Rental of Lot 26430 and Lot 26431 from Natural Adept Sdn Bhd;
- (c) Acquisition of Lot 26430 and Lot 26431 from Natural Adept Sdn Bhd, as set out in Section 6.1.4 of this Prospectus; and
- (d) Disposal of Petaling Land and Ijok Land to QQ Seafood Sdn Bhd and Terra Venture Development Sdn Bhd respectively, as set out in Section 6.1.4 of this Prospectus.

9.5.3 Transactions entered into with M&A Securities

Save as disclosed below, we have not entered into any transactions with M&A Securities who is the Adviser, Sponsor, Underwriter and Placement Agent for our Listing:

- (a) Agreement between Wynntech Star and M&A Securities for the appointment of M&A Securities as Principal Adviser, Sponsor and Placement Agent; and
- (b) Underwriting Agreement dated 29 July 2025 entered into between our Company and M&A Securities for the underwriting of 37,125,000 Issue Shares.

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10. CONFLICT OF INTEREST

10.1 INTEREST IN SIMILAR BUSINESS AND IN BUSINESSES OF OUR CUSTOMERS AND SUPPLIERS

Save as disclosed below, none of our Directors and/or substantial shareholders has any interest, direct or indirect, in other businesses and corporations which carry on a similar or related trade as the Group or which are customers and/or suppliers of our Group during the Financial Periods Under Review and up to the LPD. All the existing and potential conflict of interest situations have been resolved, eliminated and/or mitigated.

(a) Customers of our Group

- (i) Akuakultur Usahasama BT Sdn Bhd for the following:
 - (aa) sales of farm equipment by Wynntech Star to Akuakultur Usahasama BT Sdn Bhd. The transaction value amounted to RM0.03 million in both FYE 2022 and FYE 2023 as well as RM0.02 million in FYE 2024.
 - (bb) sales of frozen black tiger prawns by Wynntech Star to Akuakultur Usahasama BT Sdn Bhd. The transaction value amounted to RM0.71 million in FYE 2024.

Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He was a 50.00% shareholder and director of Akuakultur Usahasama BT Sdn Bhd. He had on 26 July 2024 disposed his entire equity interest to a third party, Cha Chin King and had resigned as director on 5 July 2024.
- (ii) Natural Adept Sdn Bhd for the sale of farm equipment by Wynntech Star to Natural Adept Sdn Bhd. The transaction value amounted to RM0.03 million in FYE 2022. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director, Low Saw Cheng is our Promoter and Executive Director, and Teoh Kheng Huat is our substantial shareholder. Teoh Han Boon, Low Saw Cheng and Teoh Kheng Huat are shareholders, while Teoh Han Boon and Low Saw Cheng are directors of Natural Adept Sdn Bhd. Natural Adept Sdn Bhd was previously involved in prawn farming and oil palm plantation. As at the LPD, Natural Adept Sdn Bhd had already ceased its business in prawn farming (since May 2024) and is currently principally involved in investment holding of properties, trading of farm equipment, management consultancy and oil palm plantation.
- (iii) QQ Seafood Sdn Bhd for the following:
 - (aa) sales of live black tiger prawns by Camaroe Aquaculture to QQ Seafood Sdn Bhd. The transaction value amounted to RM0.04 million in FYE 2021.
 - (bb) sales of live black tiger prawns by Farmerex to QQ Seafood Sdn Bhd. The transaction value amounted to RM0.02 million in FYE 2021.
 - (cc) sales of live black tiger prawns by WTU Aqua to QQ Seafood Sdn Bhd. The transaction value amounted to RM0.01 million in FYE 2021.
 - (dd) sales of frozen black tiger prawns by Wynntech Star to QQ Seafood Sdn Bhd. The transaction value amounted to less than RM0.01 million in FYE 2021.

10. CONFLICT OF INTEREST (Cont'd)

Teoh Han Boon is our Promoter, substantial shareholder and Managing Director and Low Saw Cheng is our Promoter and Executive Director. Both Teoh Han Boon and Low Saw Cheng are shareholders and directors of QQ Seafood Sdn Bhd. QQ Seafood Sdn Bhd was previously involved in the trading and consultancy of seafood products. As at the LPD, QQ Seafood Sdn Bhd had already ceased its business in trading and consultancy of seafood products (since May 2024) and is currently principally involved in investment holding of properties, trading of farm equipment and management consultancy.

- (iv) WKT Marine Sdn Bhd is principally involved in the trading of live, chilled and frozen seafood, trading of aquaculture farming equipment and feed as well as seafood logistics services. Nevertheless, there were no transactions between Wynntech Star and WKT Marine Sdn Bhd during the Financial Periods Under Review and up to the LPD, other than a discount given to WKT Marine Sdn Bhd in relation to the sales of frozen black tiger prawns prior to FYE 2021. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He was a shareholder and director of WKT Marine Sdn Bhd. He had on 15 July 2024 disposed his entire equity interest to a third party, Kee Wee Hock and resigned as director of WKT Marine Sdn Bhd on 25 June 2024.

(b) Suppliers of our Group

- (i) Akuakultur Usahasama BT Sdn Bhd for the purchase of live tiger prawns by Wynntech Star from Akuakultur Usahasama BT Sdn Bhd. The transaction value amounted to RM1.05 million, RM0.87 million, RM2.15 and RM0.42 million in FYE 2021, FYE 2022, FYE 2023 and FYE 2024, respectively. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He was a 50.00% shareholder and director of Akuakultur Usahasama BT Sdn Bhd. He had on 26 July 2024 disposed his entire equity interest to a third party, Cha Chin King and had resigned as director on 5 July 2024.
- (ii) City Marine (TK) Sdn Bhd for the purchase of live black tiger prawns by Wynntech Star from City Marine (TK) Sdn Bhd. The transaction value amounted to RM1.32 million in FYE 2024. Teoh Kheng Huat is our substantial shareholder. He is also a director and 25.00% shareholder of City Marine (TK) Sdn Bhd. City Marine (TK) Sdn Bhd is principally involved in marine aquaculture. Nevertheless, our Board is of the view that any potential conflict of interest situation which may arise through Teoh Kheng Huat's interest in City Marine (TK) Sdn Bhd is mitigated as Teoh Kheng Huat does not hold any executive roles in City Marine (TK) Sdn Bhd. In addition, he is not involved in the day-to-day operations of City Marine (TK) Sdn Bhd as they have their own independent and standalone management team to undertake its day-to-day management and operations.
- (iii) GB Aqua Sdn Bhd for the purchase of live tiger prawns by Wynntech Star from GB Aqua Sdn Bhd. The transaction value amounted to RM0.39 million and RM0.32 million in FYE 2021 and FYE 2022, respectively. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He was a 50.00% shareholder and director of GB Aqua Sdn Bhd. He had on 9 September 2022 disposed his entire equity interest to a third party, Gan Chuen Moi and had resigned as director on 17 August 2022.

10. CONFLICT OF INTEREST (Cont'd)

- (iv) Natural Adept Sdn Bhd for the purchase of live tiger prawns by Wynntech Star from Natural Adept Sdn Bhd. The transaction value amounted to RM1.41 million and RM1.01 million in FYE 2021 and FYE 2022, respectively. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director, Low Saw Cheng is our Promoter and Executive Director, and Teoh Kheng Huat is our substantial shareholder. Teoh Han Boon, Low Saw Cheng and Teoh Kheng Huat are shareholders, while Teoh Han Boon and Low Saw Cheng are directors of Natural Adept Sdn Bhd. Natural Adept Sdn Bhd was previously involved in prawn farming and oil palm plantation. As at the LPD, Natural Adept Sdn Bhd had already ceased its business in prawn farming (since May 2024) and is currently principally involved in investment holding of properties, trading of farm equipment, management consultancy and oil palm plantation.
- (v) QQ Seafood Sdn Bhd for the purchase of live black tiger prawns by Wynntech Star from QQ Seafood Sdn Bhd. The transaction value amounted to less than RM0.01 million in FYE 2021. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director and Low Saw Cheng is our Promoter and Executive Director. Both Teoh Han Boon and Low Saw Cheng are shareholders and directors of QQ Seafood Sdn Bhd. QQ Seafood Sdn Bhd was previously involved in the trading and consultancy of seafood products. As at the LPD, QQ Seafood Sdn Bhd had already ceased its business in trading and consultancy of seafood products (since May 2024) and is currently principally involved in investment holding of properties, trading of farm equipment and management consultancy.
- (vi) Ruitech Aqua Sdn Bhd for the following:
 - (aa) Purchase of pond treatments and feeds by Camaroe Aquaculture from Ruitech Aqua Sdn Bhd. The transaction value amounted to RM0.05 million, RM0.08 million and RM0.04 in FYE 2021, FYE 2022 and FYE 2023, respectively.
 - (bb) Purchase of pond treatments by Farmerex from Ruitech Aqua Sdn Bhd. The transaction values amounted to less than RM0.01 million in both FYE 2021 and FYE 2022.
 - (cc) Purchase of pond treatments and feeds by WTU Aqua from Ruitech Aqua Sdn Bhd. The transaction value amounted to RM0.38 million, RM0.30 million and RM0.02 million in FYE 2021, FYE 2022 and FYE 2023, respectively.

Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He was a 50.00% shareholder and director of Ruitech Aqua Sdn Bhd. He had on 22 June 2023 disposed his entire equity interest to a third party, Ang Chin Guan and had resigned as director on 2 June 2023 to focus on managing the operations of our Group.

(c) Other businesses which carry on a similar trade as our Group

- (i) Natural Marine Sdn Bhd was previously involved in trading of seafood and marine products, before it was dissolved on 23 September 2024. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He was also a director and 50.00% shareholder for Natural Marine Sdn Bhd. He has on 23 September 2024 resigned as director of Natural Marine Sdn Bhd. There were no transactions between our Group and Natural Marine Sdn Bhd during the Financial Periods Under Review and up to the LPD.

10. CONFLICT OF INTEREST (Cont'd)

- (ii) QQ Aqua Synergy Sdn Bhd is principally involved in breeding of fishes, prawn, aquatic hatchery and marine products. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He is also a shareholder of QQ Aqua Synergy Sdn Bhd with a shareholding of less than 0.01%. There were no transactions between our Group and QQ Products Sdn Bhd during the Financial Periods Under Review and up to the LPD. In November 2022, QQ Aqua Synergy Sdn Bhd has ceased its operations and is currently dormant with no business activities. Since the cessation of operations of QQ Aqua Synergy Sdn Bhd in November 2022, Teoh Han Boon has no involvement in QQ Aqua Synergy Sdn Bhd other than a minority shareholder.
- (iii) QQ Management Holdings Sdn Bhd is principally involved in trading and manufacturing of fishes, prawn, aquatic hatchery and marine products. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He was also a 3.02% shareholder in QQ Management Holdings Sdn Bhd. On 20 January 2025, Teoh Han Boon has disposed his entire equity interests in QQ Management Holdings Sdn Bhd to a third party. There were no transactions between our Group and QQ Management Holdings Sdn Bhd during the Financial Periods Under Review and up to the LPD.
- (iv) QQ Marine Sdn Bhd was previously involved in dealings in prawns and marine products, before it was dissolved on 3 March 2022. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He was also a 25.00% shareholder for QQ Marine Sdn Bhd, until it was dissolved on 3 March 2022. There were no transactions between our Group and QQ Marine Sdn Bhd during the Financial Periods Under Review and up to the LPD.
- (v) QQ Premium Sdn Bhd was previously involved in trading of prawns and fish, before it was dissolved on 24 January 2022. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He was also a 22.50% shareholder for QQ Premium Sdn Bhd, until it was dissolved on 24 January 2022. There were no transactions between our Group and QQ Premium Sdn Bhd during the Financial Periods Under Review and up to the LPD.
- (vi) QQ Products Sdn Bhd is principally involved in dealings in fishes, prawns and marine products. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He was also a director and 25.00% shareholder for QQ Products Sdn Bhd. He had on 6 November 2024 disposed his entire equity interests in QQ Products Sdn Bhd to a third party and resigned as a director of QQ Products Sdn Bhd on 11 November 2024. There were no transactions between our Group and QQ Products Sdn Bhd during the Financial Periods Under Review and up to the LPD.
- (vii) QQ Webs Sdn Bhd was previously involved in dealings in fish, prawn and marine products and general trading, before it was dissolved on 23 February 2022. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He was also a 22.50% shareholder for QQ Webs Sdn Bhd, until it was dissolved on 23 February 2022. There were no transactions between our Group and QQ Webs Sdn Bhd during the Financial Periods Under Review and up to the LPD.

10. CONFLICT OF INTEREST (Cont'd)

- (viii) WKT Marine Sdn Bhd is principally involved in the trading of live, chilled and frozen seafood, property investment, trading of aquaculture farming equipment and feed and seafood transportation/logistics services. Teoh Han Boon is our Promoter, substantial shareholder and Managing Director. He was a shareholder and director of WKT Marine Sdn Bhd. He had on 15 July 2024 disposed his entire equity interest to a third party and resigned as director of WKT Marine Sdn Bhd on 25 June 2024 to focus on managing the operations of our Group. WKT Marine Sdn Bhd has provided transportation services to WynnTech Star amounting to RM0.02 million in FYE 2021.

Please refer to Section 9.1 of this Prospectus for further details on the related party transactions.

It is our Directors' fiduciary duty to avoid conflict, and they are required to attend courses which provide them guidelines on their fiduciary duties. In order to mitigate any possible conflict of interest situation in the future, our Directors will declare to our Nomination Committee and our Board their interests in other companies at the onset and as and when there are changes in their respective interests in companies outside our Group. Our Nomination Committee will first then evaluate if such Director's involvement gives rise to an actual or potential conflict of interest with our Group's business after the disclosure provided by such Director. After a determination has been made on whether there is an actual or potential conflict of interest of a Director, our Nomination Committee will then:

- (i) immediately inform our Board of the conflict of interest situation;
- (ii) make recommendations to our Board to direct the conflicted Director to:
 - (a) withdraw from all his executive involvement in our Group in relation to the matter that has given rise to the conflict of interest (in the case where the conflicted Director is an Executive Director); and
 - (b) abstain from all Board deliberation and voting in the matter that has given rise to the conflict of interest.

In relation to (ii) above, the conflicted Director and persons connected to him (if applicable) shall be absent from any Board discussion relating to the recommendation of our Nomination Committee and the conflicted Director and persons connected to him (if applicable) shall not vote or in any way attempt to influence the discussion of, or voting on, the matter at issue. The conflicted Director, may however at the request of the Chairman of our Board, be present at our Board meeting to answer any questions.

In circumstances where a Director is determined to have a significant, ongoing and irreconcilable conflict of interest with our Group, and where such conflict of interest significantly impedes the Director's ability to carry out his fiduciary responsibility to our Group, our Nomination Committee may determine that a resignation of the conflicted Director from our Board is appropriate and necessary.

Where there are related party transactions between our Group with our Directors (or person connected to them) or companies in which our Directors (or person connected to them) have an interest, our Audit and Risk Management Committee will, amongst others, supervise and monitor such related party transaction and the terms thereof and report to our Board for further action. Please refer to Section 9.1 of this Prospectus for the procedures to be taken to ensure that related party transactions (if any) are undertaken on arm's length basis.

10. CONFLICT OF INTEREST (Cont'd)

10.2 DECLARATIONS OF CONFLICT OF INTEREST BY OUR ADVISERS**(i) Declaration by M&A Securities**

M&A Securities has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as Principal Adviser, Sponsor, Underwriter and Placement Agent for our Listing.

(ii) Declaration by Ben & Partners

Ben & Partners has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as Solicitors for our Listing.

(iii) Declaration by Crowe Malaysia PLT

Crowe Malaysia PLT has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as Auditors and Reporting Accountants for our Listing.

(iv) Declaration by SMITH ZANDER

SMITH ZANDER has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as IMR for our Listing.

(v) Declaration by Laurelcap

Laurelcap has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as the Independent Valuer for our Listing.

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11. FINANCIAL INFORMATION**11.1 HISTORICAL FINANCIAL INFORMATION**

Our historical financial information throughout the Financial Periods Under Review have been prepared in accordance with MFRS and IFRS. The selected financial information included in this Prospectus is not intended to predict our Group's financial position, results and cash flows.

We completed the Acquisitions on 15 July 2025. Camaroe Aquaculture, Farmerex, WTU Aqua and Wynntech Star are assumed under the common control of our Company during the Financial Periods Under Review. As such, the historical financial information of our Group for the Financial Periods Under Review is presented based on the combined audited financial statements of our Group.

The following selected historical combined financial information should be read in conjunction with the "Management's Discussion and Analysis of Results of Operations and Financial Condition" in Sections 11.2 of this Prospectus together with the Accountants' Report in Section 12 of this Prospectus.

11.1.1 Historical combined statements of comprehensive income

	Audited				Unaudited	Audited
	FYE	FYE	FYE	FYE	FPE	FPE
	2021	2022	2023	2024	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	38,179	36,010	33,909	39,823	11,588	8,224
Cost of sales	(27,242)	(24,421)	(22,622)	(26,802)	(7,385)	(5,444)
GP	10,937	11,589	11,287	13,021	4,203	2,780
Other income	1,644	5,865	4,228	455	80	414
	12,581	17,454	15,515	13,476	4,283	3,194
Selling and distribution expenses	(59)	(35)	(44)	(71)	(15)	(19)
Administrative expenses	(2,393)	(2,313)	(1,920)	(2,326)	(568)	(671)
Other expenses	(1,142)	(6,381)	(724)	(299)	(2,556)	(1,313)
Finance costs	(325)	(303)	(260)	(295)	(66)	(78)
Net impairment (losses)/gains on financial assets	(177)	584	123	78	93	(68)
PBT	8,485	9,006	12,690	10,563	1,171	1,045
Income tax expense	(655)	(548)	(991)	(2,490)	(744)	(408)
PAT/ Total comprehensive income	7,830	8,458	11,699	8,073	427	637
PAT/Total comprehensive income attributable to:						
Owners of our Group	7,830	8,458	11,699	8,073	427	637
EBIT ⁽¹⁾	8,783	9,269	12,924	10,844	1,237	1,117
EBITDA ⁽¹⁾	9,997	10,629	14,481	12,441	1,629	1,511
GP margin (%) ⁽²⁾	28.65	32.18	33.29	32.70	36.27	33.80
PBT margin (%) ⁽³⁾	22.22	25.01	37.42	26.52	10.11	12.71
PAT margin (%) ⁽⁴⁾	20.51	23.49	34.50	20.27	3.68	7.75
Adjusted PAT ⁽⁵⁾	6,270	8,392	7,829	7,746	2,904	1,673
Adjusted PAT margin (%) ⁽⁶⁾	16.42	23.30	23.09	19.45	25.06	20.34
Effective tax rate (%) ⁽⁷⁾	7.72	6.08	7.81	23.57	63.54	39.04
Basic and diluted EPS (sen) ⁽⁸⁾	1.58	1.71	2.36	1.63	0.09	0.13

11. FINANCIAL INFORMATION (Cont'd)**Notes:**

(1) EBIT and EBITDA are calculated as follows:

	Audited				Unaudited	Audited
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
PAT	7,830	8,458	11,699	8,073	427	637
Less:						
Interest income	(27)	(40)	(26)	(14)	~	(6)
Add:						
Finance costs	325	303	260	295	66	78
Income tax expense	655	548	991	2,490	744	408
EBIT	8,783	9,269	12,924	10,844	1,237	1,117
Add:						
Depreciation	1,214	1,360	1,557	1,597	392	394
EBITDA	9,997	10,629	14,481	12,441	1,629	1,511

Note:

~ Less than RM1,000.

(2) GP margin is calculated based on GP divided by revenue.

(3) PBT margin is calculated based on PBT divided by revenue.

(4) PAT margin is calculated based on PAT divided by revenue.

(5) The adjusted PAT after excluding the non-recurring income and expense is calculated as follows:

	Audited				Unaudited	Audited
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
PAT	7,830	8,458	11,699	8,073	427	637
Add/(Less):						
Insurance compensation	-	(5,279)	(365)	(15)	(15)	-
Inventories written off	-	4,451	-	28	-	12
(Gain)/Loss on fair values of the biological assets	(1,560)	959	(3,464)	(221)	2,508	1,235
Gain on fair values of other investment	-	-	-	(103)	-	(51)
Gain on disposal of PPE	-	(188)	(41)	-	-	~
Gain on disposal of assets classified as held for sale						(156)

11. FINANCIAL INFORMATION (Cont'd)

	Audited				Unaudited	Audited
	FYE	FYE	FYE	FYE	FPE	FPE
	2021	2022	2023	2024	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Gain on derecognition of lease	-	-	-	(16)	(16)	-
Deposit forfeited	-	(9)	-	-	-	(4)
Adjusted PAT	6,270	8,392	7,829	7,746	2,904	1,673

Note:

~ Less than RM1,000.

- (6) Adjusted PAT margin is computed based on the adjusted PAT divided by revenue.
- (7) Effective tax rate is calculated based on income tax expenses divided by PBT.
- (8) Basic and diluted EPS is calculated based on PAT for the financial year divided by enlarged share capital of 495,000,000 Shares upon Listing. There are no potential dilutive securities in issue during Financial Periods Under Review.

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11. FINANCIAL INFORMATION (Cont'd)**11.1.2 Combined statements of financial position**

	Audited				
	31 December				31 March
	2021	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Non-current assets					
PPE	11,300	10,773	11,842	19,463	19,304
Investment properties	3,795	3,721	3,648	2,358	2,345
Right-of-use assets	2,200	2,377	1,801	1,117	1,000
Prepayment ⁽¹⁾	232	86	120	340	330
Other investment	-	-	-	103	154
Total non-current assets	17,527	16,957	17,411	23,381	23,133
Current assets					
Biological assets ⁽²⁾	1,560	601	4,065	4,286	3,051
Inventories	3,393	3,188	10,240	8,248	7,343
Trade receivables	1,869	314	2,642	1,637	2,264
Other receivables, deposits and prepayments ⁽¹⁾	1,362	2,294	1,595	6,257	6,992
Amount owing by related parties	92	-	-	-	⁽³⁾ 1,040
Amount owing by a director	24	-	-	-	-
Current tax assets	43	316	-	-	-
Fixed deposit with licensed banks	55	1,850	61	20	20
Cash and bank balances	1,659	2,947	3,768	3,261	3,602
	10,057	11,510	22,371	23,709	24,312
Assets classified as held for sale	-	-	-	2,505	1,221
Total current assets	10,057	11,510	22,371	26,214	25,533
Total assets	27,584	28,467	39,782	49,595	48,666
Equity and liabilities					
Equity					
Share capital	850	1,275	1,275	1,275	1,275
Retained profits	9,870	15,329	21,027	26,100	26,738
Total equity	10,720	16,604	22,302	27,375	28,013
Non-current liabilities					
Lease liabilities	1,860	2,012	1,403	763	705
Hire purchase payables	285	340	104	-	-
Term loans	2,721	2,722	3,776	13,998	13,857
Deferred tax liabilities	210	271	232	348	335
Total non-current liabilities	5,076	5,345	5,515	15,109	14,897
Current liabilities					
Trade payables	4,641	1,271	845	2,269	1,922
Other payables and accruals	2,194	1,047	5,124	2,367	1,508
Amount owing to related parties	1,512	1,266	1,329	17	-
Amount owing to directors	1,824	1,243	2,578	-	-
Lease liabilities	486	533	609	523	451
Hire purchase payables	148	256	289	98	55
Term loans	770	759	758	813	770
Current tax liabilities	213	143	433	1,024	1,050
Total current liabilities	11,788	6,518	11,965	7,111	5,756
Total liabilities	16,864	11,863	17,480	22,220	20,653
Total equity and liabilities	27,584	28,467	39,782	49,595	48,666

11. FINANCIAL INFORMATION (*Cont'd*)

Notes:

- (1) Included in the prepayments of the Group at the end of the reporting period were prepaid lease payments. The Group recorded an increase in other receivables, deposits and prepayments of RM4.66 million or 291.25%, from RM1.60 million as at 31 December 2023 to RM6.26 million as at 31 December 2024, which further increased by RM0.73 million or 11.66%, from RM6.26 million as at 31 December 2024 to RM6.99 million as at 31 March 2025, mainly due to the amount receivables from SWL Enterprise for the Contract Farming Agreement and increase in prepayment of listing expenses.

- (2) In accordance with MFRS 141, the prawns in our prawn farms which are yet to be harvested are recognised as biological assets which are measured at fair value (i.e. quoted market prices) less costs to sell. Generally, our prawns will only reach a marketable size at the 100-day mark from the date the post larvae are first added into the ponds. The biological assets for our prawns are measured in the following manner:

For prawns below the 100-day mark : The prawns have not reached a marketable size and there are no quoted market prices available for the prawns. As such, the fair values of the prawns are measured based on the costs incurred to-date. These costs include the cost of fry and feeds. The remaining costs, such as pond maintenance, labour costs, and utilities, are recognised in the statement of profit or loss as incurred.

For prawns between 100 to 250 days : The prawns have reached a marketable size and there are quoted market prices available for the prawns. As such, the fair values of the prawns are measured based on the estimated quantity of prawns and quoted market prices.

At the end of each financial period, the fair value of the prawns will be remeasured in the manner as mentioned above. Any gain or losses from changes in fair value are recognised in the statement of profit or loss.

Upon harvesting of the prawns, the prawns will no longer be recognised as biological assets and will be recognised as our inventories.

- (3) Comprised outstanding consideration for the disposal of the Ijok Land owing by Terra Venture Development Sdn Bhd to Camaroe Aquaculture. The said outstanding amount had been settled in April 2025.

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11. FINANCIAL INFORMATION (Cont'd)**11.1.3 Combined statements of cash flows**

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Cash flows from operating activities					
PBT	8,485	9,006	12,690	10,563	1,045
Adjustments for:					
Bad debts written off	-	158	40	-	-
Depreciation of PPE	639	710	907	1,059	263
Depreciation of investment property	74	74	74	69	14
Depreciation of right-of-use asset	501	576	576	469	117
Finance costs:					
- lease liability	97	107	87	58	12
- hire purchases	10	49	25	14	1
- term loans	193	147	148	223	65
- others	25	-	-	-	-
Inventories written down	50	-	110	-	-
Inventories written off	-	4,451	-	28	12
Slow moving inventories	985	-	-	-	-
Gain on disposal of PPE	-	(188)	(41)	-	~
Gain on disposal of assets classified as held for sale	-	-	-	-	(156)
Gain on fair values of other investment	-	-	-	(103)	(51)
Gain on derecognition of lease	-	-	-	(16)	-
PPE written off	-	295	38	-	-
Unrealised (gain)/loss on foreign exchange	(10)	(256)	(177)	20	25
Interest income	(27)	(40)	(26)	(14)	(6)
Net impairment losses/(gains) on trade receivables	177	(584)	(123)	(78)	68
Operating profit before working capital changes	11,199	14,505	14,328	12,292	1,409
Decrease/(Increase) in inventories	58	(4,246)	(7,162)	1,963	894
(Increase)/Decrease in biological assets	(1,560)	959	(3,464)	(221)	1,235
(Increase)/Decrease in trade and other receivables	(612)	1,453	(1,404)	(3,819)	(1,446)
(Decrease)/Increase in trade and other payables	(133)	(4,517)	652	1,667	(1,207)
(Decrease)/Increase in amount owing to related parties	(614)	(154)	62	(1,312)	(16)
Cash from operations	8,338	8,000	3,012	10,570	869
Interest received	27	40	26	14	6
Income tax paid	(231)	(830)	(424)	(1,783)	(395)
Net cash from operating activities	8,134	7,210	2,614	8,801	480

11. FINANCIAL INFORMATION (Cont'd)

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Cash flows (for)/from investing activities					
Purchase of PPE	(700)	(1,698)	(1,937)	(1,399)	(124)
Proceeds from disposal of PPE	-	1,843	41	-	19
Disposal of assets classified as held for sale	-	-	-	-	400
Net cash (for)/from investing activities	(700)	145	(1,896)	(1,399)	295
Cash flows for financing activities					
Interests paid	(325)	(303)	(260)	(295)	(78)
Proceeds from issuance of ordinary shares	-	425	-	~	-
Dividends paid	(1,500)	(3,000)	(3,000)	(6,000)	-
Drawdown of term loans	-	4,400	1,930	4,493	-
Repayment of lease liabilities	(461)	(555)	(533)	(495)	(129)
Repayment of hire purchase	(134)	(273)	(281)	(294)	(44)
Repayment of term loans	(2,638)	(4,409)	(876)	(2,782)	(183)
(Repayment to)/Advances from a director	(1,841)	(557)	1,334	(2,577)	-
(Additions to)/Withdrawal of fixed deposits with tenure of more than 3 months	(1)	-	35	-	-
Net cash for financing activities	(6,900)	(4,272)	(1,651)	(7,950)	(434)
Net increase/(decrease) in cash and cash equivalent	534	3,083	(933)	(548)	341
Cash and cash equivalent at the beginning of financial year/period	1,125	1,659	4,742	3,809	3,261
Cash and cash equivalent at the end of financial year/period	1,659	4,742	3,809	3,261	3,602

Note:

~ Less than RM1,000.

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11. FINANCIAL INFORMATION (Cont'd)**11.2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

The following discussion and segmental analysis of our consolidated financial statements for Financial Periods Under Review should be read with the Accountants' Report included in Section 12 of this Prospectus.

11.2.1 Overview of our operations**(a) Principal activities**

Our Group is principally involved in prawn aquaculture whereby our principal activities comprise farming and processing of prawns, primarily black tiger prawns. Our black tiger prawns are mainly exported in customised packaging under our customers' brand names.

(i) Farming of prawns

We are involved in the farming of prawns, primarily black tiger prawns at our coastal prawn farms across Selangor, along the coastline of the Straits of Malacca, as well as across Pahang and Terengganu, along the coastline of the South China Sea. The water intake for our coastal prawn farms is sourced directly from the sea. During the Financial Periods Under Review, we have supplied black tiger prawns and vannamei shrimps to our customers. We may also supply some of the smaller sized black tiger prawns (i.e. prawns weighing approximately 30 pieces per kg) from batch harvests to local customers. Nevertheless, as at the LPD, only black tiger prawns are grown in our farms.

(ii) Processing and sale of black tiger prawns

We are involved in the processing of black tiger prawns harvested from our farms at our Kapar Processing Facility. Our Kapar Processing Facility is operated by Wynntech Star. Our Kapar Processing Facility is located at 28, 30 & 32, Jalan Meru Indah 20, Taman Perindustrian Meru Indah, 42200 Kapar, Selangor (i.e. with a land area of approximately 27,000 sq ft). For avoidance of doubt, No. 28 is rented from a third party and No. 30 and No. 32 are owned by our Group. Our Kapar Processing Facility comprises an office, processing facility, cold room and loading bay, with a total built-up area of 26,095 sq ft). The cold room at our Kapar Processing Facility has a built-up area of approximately 5,004 sq ft. We supply our processed black tiger prawns in 2 forms, i.e. frozen black tiger prawns, head-on and shell on and frozen black tiger prawns, headless and peeled.

Please refer to Section 6.5 of this Prospectus for our Group's detailed business overview.

11. FINANCIAL INFORMATION (Cont'd)**(b) Revenue**

Our revenue comprises the frozen black tiger prawns, live black tiger prawns, vannamei shrimp and others.

Revenue is recognised when our Group satisfied a performance obligation ("PO") by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A PO may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied PO.

Revenue from frozen black tiger prawns, live black tiger prawns, vannamei shrimp and others are recognised at a point in time upon delivery of products and when the control of assets is transferred to customer.

(c) Significant events subsequent to FPE 2025

Save for the Acquisitions (as set out in Section 6.1.3 of this Prospectus) as well as the completion of the acquisition of Lot 26430, acquisition of Lot 26431, disposal of Ijok Land and disposal of the Petaling Land (as set out in Section 6.1.4 of this Prospectus), there were no other significant events subsequent to our audited combined financial statements for FPE 2025.

(d) Accounting policies, estimates and judgements

The material accounting policy information is set out in the Accountants' Report disclosed in Note 3 of Section 12 of this Prospectus. The accounting policy that are peculiar to our Group because of the nature of our business is biological assets as detailed in Paragraph 3.8 of the Accountants' Report.

(e) Exceptional and extraordinary items and audit qualifications

There were no exceptional or extraordinary items during Financial Periods Under Review. In addition, our audited financial statements for the Financial Periods Under Review were not subject to any audit qualifications.

(f) Significant factors affecting our business

Section 8 of this Prospectus details the risk factors relating to our business and the industry in which we operate in. Some of these risk factors have an impact on our revenue and financial performance. The main factors which affect revenues and profits include but are not limited to the following:

- (i) our business is exposed to interruptions or delays caused by major unscheduled maintenance works, reconditioning of ponds, unexpected equipment failures, electricity failures, water disruptions, fires, and environmental factors (including monsoons and natural disasters such as floods);
- (ii) we are exposed to foreign exchange fluctuation risks which may impact the profitability of our Group;
- (iii) we are subject to risk of termination and/or non-renewal of the Contract Farming Agreement, TOL, Tanjung Karang Farm 3 Agreement and Joint Venture Agreements for our prawn farms;

11. FINANCIAL INFORMATION (Cont'd)

- (iv) we are exposed to risk of reliance on third party suppliers for the supply of black tiger prawns and risk relating to the availability of quality black tiger prawns;
- (v) we rely on third party logistics service providers and are exposed to the risk of delays in our shipments;
- (vi) absence of long-term contracts with our customers may result in the fluctuation of our Group's financial performance;
- (vii) our insurance coverage may not be adequate to cover all losses or liabilities that may arise in connection with our operations;
- (viii) we are exposed to credit risks and default payment by customers; and
- (ix) we may not be able to secure funding, especially on terms favourable to us, to meet our capital requirement.

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11. FINANCIAL INFORMATION (Cont'd)**11.2.2 Review of our results of operations****(a) Revenue****Analysis of revenue by business segment⁽³⁾**

	Audited					
	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Frozen black tiger prawns						
- Head-on and shell-on black tiger prawns	25,070	65.67	28,284	78.54	28,792	84.91
- Headless and peeled black tiger prawns	1,597	4.18	7	0.02	981	2.89
	26,667	69.85	28,291	78.56	29,773	87.80
Live prawns						
- Black tiger prawns	6,980	18.28	5,151	14.31	4,086	12.05
- Vannamei shrimps ⁽¹⁾	3,451	9.04	1,530	4.25	-	-
	10,431	27.32	6,681	18.56	4,086	12.05
Others ⁽²⁾	1,081	2.83	1,038	2.88	50	0.15
	38,179	100.00	36,010	100.00	33,909	100.00
	Audited		Unaudited		Audited	
	FYE 2024		FPE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%
Frozen black tiger prawns						
- Head-on and shell-on black tiger prawns	31,587	79.32	10,247	88.43	6,241	75.89
- Headless and peeled black tiger prawns	514	1.29	105	0.90	-	-
	32,101	80.61	10,352	89.33	6,241	75.89
Live prawns						
- Black tiger prawns	7,698	19.33	1,236	10.67	1,983	24.11
- Vannamei shrimps	-	-	-	-	-	-
	7,698	19.33	1,236	10.67	1,983	24.11
Others ⁽²⁾	24	0.06	-	-	-	-
	39,823	100.00	11,588	100.00	8,224	100.00

Notes:

- (1) Pertains to sales of live vannamei shrimps harvested from our Group's prawn farms.
- (2) Comprise mainly trading of vannamei shrimps, other types of seafood and prawn feed procured from third party suppliers.

11. FINANCIAL INFORMATION (Cont'd)

- (3) Total revenue of our Group has been on a downward trend from FYE 2021 to FYE 2023 mainly due to the decrease in revenue from the sales of our live black tiger prawns. However, total revenue of our Group has increased for the FYE 2024 by RM5.91 million to RM39.82 million (FYE 2023: RM33.91 million).

Analysis of revenue by geographical location⁽¹⁾

	Audited					
	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Malaysia	23,789	62.31	11,715	32.53	5,589	16.48
Overseas						
- China	13,100	34.31	21,463	59.60	19,881	58.63
- South Korea	-	-	-	-	4,531	13.36
- Taiwan	972	2.55	2,832	7.87	3,908	11.53
- Australia ⁽²⁾	318	0.83	-	-	-	-
	14,390	37.69	24,295	67.47	28,320	83.52
	38,179	100.00	36,010	100.00	33,909	100.00

	Audited		Unaudited		Audited	
	FYE 2024		FPE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%
Malaysia	9,548	23.98	2,340	20.19	2,443	29.71
Overseas						
- China	19,358	48.61	4,327	37.34	5,084	61.82
- South Korea	8,068	20.26	3,435	29.64	697	8.47
- Taiwan	2,849	7.15	1,486	12.83	-	-
- Australia	-	-	-	-	-	-
	30,275	76.02	9,248	79.81	5,781	70.29
	39,823	100.00	11,588	100.00	8,224	100.00

Notes:

- (1) The breakdown of our revenue by geographical location is derived based on the billing address of our direct customers.
- (2) The revenue from Australia is a one-off occurrence in FYE 2021.

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11. FINANCIAL INFORMATION (Cont'd)**Analysis of revenue by geographical location for each business segment⁽¹⁾**

	Audited					
	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Frozen black tiger prawns						
- Malaysia	12,595	32.99	3,996	11.10	1,453	4.29
- China	13,100	34.31	21,463	59.60	19,881	58.63
- South Korea	-	-	-	-	4,531	13.36
- Taiwan	972	2.55	2,832	7.86	3,908	11.52
	26,667	69.85	28,291	78.56	29,773	87.80
Live prawns						
- Malaysia	10,431	27.32	6,681	18.56	4,086	12.05
	10,431	27.32	6,681	18.56	4,086	12.05
Others						
- Malaysia	763	2.00	1,038	2.88	50	0.15
- Australia ⁽²⁾	318	0.83	-	-	-	-
	1,081	2.83	1,038	2.88	50	0.15
	38,179	100.00	36,010	100.00	33,909	100.00
	Audited		Unaudited		Audited	
	FYE 2024		FPE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%
Frozen black tiger prawns						
- Malaysia	1,826	4.59	1,104	9.52	460	5.60
- China	19,358	48.61	4,327	37.34	5,084	61.82
- South Korea	8,068	20.26	3,435	29.64	697	8.47
- Taiwan	2,849	7.15	1,486	12.83	-	-
	32,101	80.61	10,352	89.33	6,241	75.89
Live prawns						
- Malaysia	7,698	19.33	1,236	10.67	1,983	24.11
	7,698	19.33	1,236	10.67	1,983	24.11
Others						
- Malaysia	24	0.06	-	-	-	-
- Australia ⁽²⁾	-	-	-	-	-	-
	24	0.06	-	-	-	-
	39,823	100.00	11,588	100.00	8,224	100.00

Notes:

- (1) The breakdown of our revenue by geographical location is derived based on the billing address of our direct customers.
- (2) The revenue from Australia is a one-off occurrence in FYE 2021.

11. FINANCIAL INFORMATION (Cont'd)

	FYE 2021	FYE 2022	FYE 2023
Frozen black tiger prawns			
Volume sold (kg)	621,088	588,842	559,529
Average price (RM/kg)	43	48	53
Live black tiger prawns			
Volume sold (kg)	213,846	156,372	118,429
Average price (RM/kg)	33	33	35
Vannamei shrimp			
Volume sold (kg)	156,864	54,313	-
Average price (RM/kg)	22	28	-
	FYE 2024	FPE 2024	FPE 2025
Frozen black tiger prawns			
Volume sold (kg)	630,253	197,508	127,711
Average price (RM/kg)	51	52	49
Live black tiger prawns			
Volume sold (kg)	235,913	35,411	54,030
Average price (RM/kg)	33	35	37

Comparison between FYE 2021 and FYE 2022

Our overall revenue decreased by RM2.17 million or 5.68% to RM36.01 million for FYE 2022 (FYE 2021: RM38.18 million), mainly due to the decrease in revenue from the sales of our live prawns by RM3.75 million or 35.95% to RM6.68 million for FYE 2022 (FYE 2021: RM10.43 million), which were solely sold in the local market, primarily due to strong competition within the local market. Therefore, our Group has adopted the business strategy by focusing our sales of frozen black tiger prawns to overseas market during FYE 2022, which is less competitive for our Group and yielded better GP margin as compared to the sales of live prawns. Thus, the sales of our frozen black tiger prawns increased by RM1.62 million or 6.07% to RM28.29 million for FYE 2022 (FYE 2021: RM26.67 million).

Our sales of frozen black tiger prawns were our primary revenue contributor in FYE 2022, which recorded revenue of RM28.29 million or 78.56% of our total revenue for FYE 2022 (FYE 2021: RM26.67 million or 69.85%).

Our overseas market sales were our main revenue contributor in FYE 2022, which recorded revenue of RM24.30 million or 67.47% of our total revenue for FYE 2022, which overtook our local market sales, which was our main revenue contributor in FYE 2021, being RM23.79 million or 62.31% of our total revenue for FYE 2021. The higher revenue from our overseas markets sales was mainly attributable to our business strategy adopted in FYE 2022 as explained above, which resulted in the increased demand for our black tiger prawns from the China market, contributing RM21.46 million or 59.60% of our total revenue for FYE 2022 (FYE 2021: RM13.10 million or 34.31% of our total revenue).

11. FINANCIAL INFORMATION (Cont'd)***Frozen black tiger prawns***

Revenue from our sales of frozen black tiger prawns increased by RM1.62 million or 6.07% to RM28.29 million for FYE 2022 (FYE 2021: RM26.67 million). The increase was mainly attributable to higher demand for our frozen black tiger prawns from the overseas markets as well as the increased average selling prices for black tiger prawns to RM48 per kg for FYE 2022 (FYE 2021: RM43 per kg) and the strengthening of USD against RM during FYE 2022 as compared to FYE 2021. However, overall sales volume has decreased to 588,842 kg for FYE 2022 (FYE 2021: 621,088 kg), mainly contributed by the lower sales volume for the local market as the Group has adopted the business strategy by focusing its sales of frozen black tiger prawns to overseas markets. In addition, such an increase was also contributed by the net effect of the following:

- (i) increase in revenue from sales of head-on and shell-on black tiger prawns by RM3.21 million or 12.80% to RM28.28 million for FYE 2022 (FYE 2021: RM25.07 million), primarily due to sales orders from Customer C, which was partially offset by lesser sales orders from Global Max Seafood Sdn Bhd, a local wholesaler as a result of lower demand from its end customers in South Korea; and
- (ii) decrease in revenue from sales of headless and peeled black tiger prawns by RM1.59 million or 99.38% to RM0.01 million for FYE 2022 (FYE 2021: RM1.60 million), primarily due to the absence of sales orders from two customers, a trading house and a wholesaler from China, whose sales orders are dependent on their customers' demand and preferences.

Live prawns

Revenue from the sales of our live prawns decreased by RM3.75 million or 35.95% to RM6.68 million for FYE 2022 (FYE 2021: RM10.43 million), mainly attributable to the following:

- (i) decrease in revenue from sales of vannamei shrimps by RM1.92 million or 55.65% to RM1.53 million for FYE 2022 (FYE 2021: RM3.45 million), which was solely from the decrease of our local sales, primarily due to lower demand from Joo Chai Aquatic Sdn Bhd and Five Reliance Fishery (M) Sdn Bhd, two existing local wholesalers. In addition, our Group has adopted the business strategy by focusing our sales of frozen black tiger prawns to overseas market during FYE 2022, which is less competitive for our Group and yielded better GP margin as compared to the sales of vannamei shrimps to the local market. Correspondingly, the sales volume of vannamei shrimp decreased to 54,313 kg for FYE 2022 (FYE 2021: 156,864 kg). Its average selling price increased to RM28 per kg for FYE 2022 (FYE 2021: RM22 per kg); and
- (ii) decrease in revenue from sales of live black tiger prawn by RM1.83 million or 26.22% to RM5.15 million for FYE 2022 (FYE 2021: RM6.98 million), which was solely from the decrease of our local sales, primarily due to lesser sales orders from a local wholesaler, who has commenced operations of its own prawn farms and was able to meet its customers' demand based on its own prawn farm's production during FYE 2022. The sales volume of live black tiger prawns decreased to 156,372 kg for FYE 2022 (FYE 2021: 213,846 kg) despite the average selling price which were fairly consistent at RM33 per kg for FYE 2021 and FYE 2022.

11. FINANCIAL INFORMATION (Cont'd)***Others***

Revenue from our others segment decreased by RM0.04 million or 3.70% to RM1.04 million for FYE 2022 (FYE 2021: RM1.08 million), mainly attributable to the net effect of the following:

- (i) there was no trading of vannamei shrimps during FYE 2022 (FYE 2021: RM0.32 million), as our Group has switched our focus to the sales of frozen black tiger prawns, as the market for black tiger prawns is less competitive as compared to the sale of vannamei shrimps; and
- (ii) there were one-off sales of prawn feed of RM0.24 million to local wholesalers upon requests during FYE 2022 (FYE 2021: Nil).

Comparison between FYE 2022 and FYE 2023

Our revenue decreased by RM2.10 million or 5.83% to RM33.91 million for FYE 2023 (FYE 2022: RM36.01 million), mainly due to the decrease in revenue from the sales of our live prawns by RM2.59 million or 38.77% to RM4.09 million for FYE 2023 (FYE 2022: RM6.68 million). Such a decrease was primarily due to the continuing efforts from our business strategy since FYE 2022 by focusing our sales of frozen black tiger prawns to overseas markets.

Our sales of frozen black tiger prawns remained our primary revenue contributor in FYE 2023, which recorded revenue of RM29.77 million or 87.80% of our total revenue for FYE 2023 (FYE 2022: RM28.29 million or 78.56%).

Our overseas market sales remained our primary revenue contributor for FYE 2023, which recorded revenue of RM28.32 million or 83.52% of our total revenue (FYE 2022: RM24.30 million or 67.47%). The increase in revenue from the overseas market was mainly attributed to the expansion of our sales of frozen black tiger prawns to the South Korean market during FYE 2023, which recorded revenue of RM4.53 million in FYE 2023.

Frozen black tiger prawns

Revenue from our sales of frozen black tiger prawns further increased by RM1.48 million or 5.23% to RM29.77 million for FYE 2023 (FYE 2022: RM28.29 million). The increase was mainly attributable to higher demand for bigger size black tiger prawns from the overseas markets. As disclosed in the IMR Report, the demands for black tiger prawns, especially bigger sized ones as a premium seafood can be driven by various factors, including its taste and texture, large size, status symbol and perceived exclusivity. As such, its average selling prices increased to RM53 per kg for FYE 2023 (FYE 2022: RM48 per kg). However, overall sales volume has decreased to 559,529 kg for FYE 2023 (FYE 2022: 588,842 kg), mainly contributed by lower sales volume for the local market as our Group has adopted the business strategy by focusing sales of frozen black tiger prawns to overseas market. In addition, such an increase was also attributed to the following:

- (i) increase in revenue from sales of head-on and shell-on black tiger prawns by RM0.51 million or 1.80% to RM28.79 million for FYE 2023 (FYE 2022: RM28.28 million), mainly due to the revenue of RM4.53 million, solely contributed by Customer A, a new wholesaler from South Korea, and higher revenue from the Taiwan market of RM1.08 million, primarily due to sales orders from a new customer, a wholesaler from Taiwan.

11. FINANCIAL INFORMATION (Cont'd)

Such increases were partially offset by our local sales, which recorded revenue decreased by RM2.68 million, primarily attributable to the absence of sales orders from Global Max Seafood Sdn Bhd, a local wholesaler, as there was no demand from its end customers in Korea (other than a new customer from South Korea as explained above who deal directly with our Group), and lower revenue from the China market for our head-on and shell-on black tiger prawns by RM2.42 million, as our Group has expanded to sell our products to South Korea; and

- (ii) increase in revenue from sales of headless and peeled black tiger prawns by RM0.97 million or 9,700.00% to RM0.98 million for FYE 2023 (FYE 2022: RM0.01 million), primarily due to higher demand from an existing customer, a trading house from China.

Live prawns

Revenue from the sales of our live prawns decreased by RM2.59 million or 38.77% to RM4.09 million for FYE 2023 (FYE 2022: RM6.68 million), mainly attributable to the following:

- (i) there were no revenue from sales of vannamei shrimps during FYE 2023 (FYE 2022: RM1.53 million), as our Group has adopted the business strategy by focusing our sales of frozen black tiger prawns to the overseas market since FYE 2022, which are less competitive for our Group as compared to the sales of vannamei shrimps, as explained above. Since the end of FYE 2022, we have ceased farming of vannamei shrimp and gradually shifted our focus exclusively to farming of black tiger prawns as black tiger prawns offer relatively higher profitability to our Group than vannamei shrimps; and
- (ii) decrease in revenue from sales of live black tiger prawn by RM1.06 million or 20.58% to RM4.09 million for FYE 2023 (FYE 2022: RM5.15 million), which was solely from our local sales, primarily due to lesser sales orders from Five Reliance Fishery (M) Sdn Bhd, a local wholesaler as lower demand for bigger size prawns in the local market. The sales volume of live black tiger prawns decreased to 118,429 kg for FYE 2023 (FYE 2022: 156,372 kg), while the average selling price increased to RM35 per kg for FYE 2023 (FYE 2022: RM33 per kg).

Others

Revenue from our others segment decreased by RM0.99 million or 95.19% to RM0.05 million for FYE 2023 (FYE 2022: RM1.04 million), mainly attributable to the following:

- (i) there were no trading of other types of seafood during FYE 2023 (FYE 2022: RM0.73 million); and
- (ii) there were no sales of prawn feed during FYE 2023 (FYE 2022: RM0.24 million).

Such decreases were mainly due to our Group's focus on selling frozen black tiger prawns. The sales from this segment are upon request from our customers.

11. FINANCIAL INFORMATION (Cont'd)**Comparison between FYE 2023 and FYE 2024**

Our revenue increased by RM5.91 million or 17.43% to RM39.82 million for FYE 2024 (FYE 2023: RM33.91 million), mainly due to the increase in the sales of our live prawns and frozen black tiger prawns, the reasons of which are explained below.

Our sales of frozen black tiger prawns remained our primary revenue contributor in FYE 2024, which recorded revenue of RM32.10 million or 80.61% of our total revenue for FYE 2024 (FYE 2023: RM29.77 million or 87.80%).

Our overseas market sales have remained as our primary revenue contributor for FYE 2024, which recorded revenue of RM30.28 million or 76.02% of our total revenue (FYE 2023: RM28.32 million or 83.52%). The increase in revenue from the overseas market was mainly attributed to the growth in our sales of frozen black tiger prawns to the South Korean market in the second half of FYE 2023, which recorded revenue of RM8.07 million in FYE 2024 (FYE 2023: RM4.53 million), mainly due to higher sales orders from Customer A.

Frozen black tiger prawns

Revenue from our sales of frozen black tiger prawns increased by RM2.33 million or 7.83% to RM32.10 million for FYE 2024 (FYE 2023: RM29.77 million). Despite our average selling price decreasing to RM51 per kg for FYE 2024 (FYE 2023: RM53 per kg), our sales volume increased from 559,529 kg for FYE 2023 to 630,253 kg for FYE 2024, mainly due to higher demand for frozen black tiger prawns from the overseas markets. In addition, such an increase was also contributed by the net effects of the following:

- (i) increase in revenue from sales of head-on and shell-on black tiger prawns by RM2.80 million or 9.73% to RM31.59 million for FYE 2024 (FYE 2023: RM28.79 million), primarily due to higher sales orders from a new direct customer, Guangzhou Imton Imp And Exp Agency Co., Ltd. The increase was partially offset by the lower sales orders from Customer B due to lower demand from its end customers; and
- (ii) decrease in revenue from sales of headless and peeled black tiger prawns by RM0.47 million or 47.96% to RM0.51 million for FYE 2024 (FYE 2023: RM0.98 million), primarily due to lesser sales orders from a trading house in China, whose sales orders are dependent on its end customers' demand and preferences. The decrease was partially offset by the sales orders from a new trading house from China.

11. FINANCIAL INFORMATION (Cont'd)***Live prawns***

Revenue from the sales of our live prawns increased by RM3.61 million or 88.26% to RM7.70 million for FYE 2024 (FYE 2023: RM4.09 million), mainly attributable to the increase in sales of live black tiger prawns from our local market, primarily due to higher sales orders from our major customers, i.e. Dragon Ocean Fishery, a local wholesaler and Pantai Seafood Supply. Correspondingly, the sales volume of live black tiger prawns increased to 235,913 kg for FYE 2024 (FYE 2023: 118,429 kg) despite the decrease in average selling price to RM33 per kg for FYE 2024 (FYE 2023: RM35 per kg). The lower sales volume for FYE 2023 was mainly due to lesser prawns harvested during the FYE 2023 as we had undertaken maintenance work during the first quarter of FYE 2023 and our prawns were at the growing stage in the third quarter of FYE 2023.

Others

Revenue from our others segment of RM0.05 million for FYE 2023 and RM0.02 million for FYE 2024 were fairly consistent.

Comparison between FPE 2024 and FPE 2025

Our revenue decreased by RM3.37 million or 29.08% to RM8.22 million for FPE 2025 (FPE 2024: RM11.59 million), mainly due to the decrease in the sales of our frozen black tiger prawns. The decrease in sales of our frozen black tiger prawns was primarily due to lower demand from the overseas market for the reasons explained below.

Our sales of frozen black tiger prawns remained our primary revenue contributor in FPE 2025, which recorded revenue of RM6.24 million or 75.89% of our total revenue for FPE 2025 (FPE 2024: RM10.35 million or 89.33%).

Our overseas market sales remained our primary revenue contributor for FPE 2025, which recorded revenue of RM5.78 million or 70.29% of our total revenue (FPE 2024: RM9.25 million or 79.81%). The decrease in revenue from the overseas market was mainly attributed to lower sales of frozen black tiger prawns to Customer A, which recorded revenue of RM0.70 million in FPE 2025 (FPE 2024: RM3.44 million), due to the delays in shipments at Customer A's request as a result of the changes in food labelling standards in South Korea during FPE 2025. In addition, the lower revenue from the sales of frozen black tiger prawns to South Korea and the absence of sales to Taiwan for FPE 2025 were primarily due to lower demand in FPE 2025 resulting from higher deliveries in December 2024 to cater for the festival season in January 2025.

Frozen black tiger prawns

Revenue from our sales of frozen black tiger prawns decreased by RM4.11 million or 39.71% to RM6.24 million for FPE 2025 (FPE 2024: RM10.35 million). The decrease in our revenue was mainly attributable to (i) the decrease in our sales volume from 197,508 kg for FPE 2024 to 127,711 kg for FPE 2025 primarily as a result of lower demand for frozen black tiger prawns from the overseas markets, as explained above; and (ii) decrease in average selling price to RM49 per kg for FPE 2025 (FPE 2024: RM52 per kg) primarily as a result of the absence of sales of bigger sized black tiger prawns to Taiwan market in FPE 2025 which generally recorded higher selling prices. This was also attributable to higher selling prices for the local market in FPE 2024 due to higher demand for bigger sized black tiger prawns in the local market for FPE 2024.

11. FINANCIAL INFORMATION (Cont'd)

In addition, such a decrease was also attributed to the net effects of the following:

- (i) decrease in revenue from sales of head-on and shell-on black tiger prawns by RM4.01 million or 39.12% to RM6.24 million for FPE 2025 (FPE 2024: RM10.25 million), primarily due to lower sales orders from Customer A and no sales to a Taiwanese wholesaler as aforementioned. Such decreases were partially offset by sales order for head-on and shell-on black tiger prawns from a new direct customer in the second half of FYE 2024, i.e. Guangzhou Imton Imp And Exp Agency Co., Ltd; and
- (ii) absence of revenue from sales of headless and peeled black tiger prawns for FPE 2025 (FPE 2024: RM0.11 million), primarily due to the absence of sales orders from customers, whose sales orders are dependent on their customers' demand and preferences.

Live prawns

Revenue from the sales of our live prawns increased by RM0.74 million or 59.68% to RM1.98 million for FPE 2025 (FPE 2024: RM1.24 million), mainly attributable to the increase in sales of live black tiger prawns solely to the local market, primarily contributed by higher sales orders from Pantai Seafood Supply. Correspondingly, the sales volume of live black tiger prawns increased to 54,030 kg for FPE 2025 (FPE 2024: 35,411 kg), and our average selling price increased to RM37 per kg for FPE 2025 (FPE 2024: RM35 per kg) primarily due to higher demand for bigger sized live black tiger prawns in FPE 2025.

Others

There was no revenue from our others segment for both FPE 2024 and FPE 2025.

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11. FINANCIAL INFORMATION (Cont'd)**(b) Cost of sales, GP and GP margin****Analysis of cost of sales by cost component**

	Audited					
	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Costs of materials ⁽¹⁾	17,701	64.98	14,891	60.98	12,416	54.88
Staff-related costs ⁽²⁾	2,992	10.98	3,032	12.42	3,872	17.12
Upkeep and consumables ⁽³⁾	1,254	4.60	2,003	8.20	1,689	7.47
Utilities	1,970	7.23	1,531	6.27	2,115	9.35
Transportation and travelling costs	745	2.74	851	3.48	1,021	4.51
Commission ⁽⁴⁾	321	1.18	349	1.43	87	0.38
Costs of trading ⁽⁵⁾	988	3.63	508	2.08	41	0.18
Depreciation of PPE ⁽⁶⁾	532	1.95	555	2.27	727	3.21
Depreciation of right-of-use assets	501	1.84	576	2.36	576	2.55
Others ⁽⁷⁾	238	0.87	125	0.51	78	0.35
	27,242	100.00	24,421	100.00	22,622	100.00

	Audited		Unaudited		Audited	
	FYE 2024		FPE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%
Costs of materials ⁽¹⁾	17,084	63.74	4,819	65.25	3,314	60.87
Staff-related costs ⁽²⁾	3,669	13.69	1,036	14.03	849	15.60
Upkeep and consumables ⁽³⁾	1,276	4.76	292	3.95	294	5.40
Utilities	2,018	7.53	474	6.42	377	6.93
Transportation and travelling costs	939	3.50	267	3.62	143	2.63
Commission ⁽⁴⁾	-	-	-	-	-	-
Costs of trading ⁽⁵⁾	19	0.07	-	-	-	-
Depreciation of PPE ⁽⁶⁾	872	3.25	209	2.83	222	4.08
Depreciation of right-of-use assets	469	1.75	117	1.58	117	2.15
Others ⁽⁷⁾	456	1.71	171	2.32	128	2.34
	26,802	100.00	7,385	100.00	5,444	100.00

Notes:

- (1) Comprise mainly costs of frozen black tiger prawn sold, packing materials consumed, feed costs, and costs for post-larvae and pond treatments.
- (2) Comprise mainly staff salaries, bonuses, allowances and incentives, commissions for farm staff based on monthly prawn harvested, statutory contributions, staff welfare and costs incurred for foreign workers sourced through contract for services arrangements with third party service providers for our farming and processing operations.

11. FINANCIAL INFORMATION (Cont'd)

- (3) Comprise mainly costs for upkeep of factory (such as spare parts for machineries and cold room), upkeep of farms (such as pond repairs and spare parts for farm machineries) and consumables (such as net, fence, plywood and iron nails).
- (4) Commissions paid to third parties who introduced overseas customers to our Group.
- (5) Comprised mainly costs of purchasing the vannamei shrimps and other types of seafood from third party suppliers.
- (6) Depreciation of PPE mainly pertains to depreciation of plant and machinery, farm and breeding pond, farm equipment, farm renovation, motor vehicles as well as freehold land and buildings (factory).
- (7) Comprises mainly short-term leases for warehouses and machinery as well as costs for laboratory tests.

Comparison between FYE 2021 and FYE 2022

Our overall cost of sales decreased by RM2.82 million or 10.35% to RM24.42 million for FYE 2022 (FYE 2021: RM27.24 million), mainly attributable to the decrease in costs of materials by RM2.81 million or 15.88% to RM14.89 million for FYE 2022 (FYE 2021: RM17.70 million), primarily due to lesser purchase of feeds as a result of lower prawn cultivation activities as well as the processing of black tiger prawns during FYE 2022 as a result of our Group's major upkeep of our farms during FYE 2022 which involved reconditioning of ponds, thus rendering them temporarily suspended from prawn cultivation activities.

Comparison between FYE 2022 and FYE 2023

Our overall cost of sales decreased by RM1.80 million or 7.37% to RM22.62 million for FYE 2023 (FYE 2022: RM24.42 million), mainly attributable to the net effects of the following:

- (i) decrease in costs of materials by RM2.47 million or 16.59% to RM12.42 million for FYE 2023 (FYE 2022: RM14.89 million), mainly due to lower costs of black tiger prawns sold, which declined in line with the decrease in the sales volume by 15.20%. Such a decrease was partially offset by the higher purchase of feeds as a result of the increase in prawn cultivation activities for black tiger prawns in FYE 2023; and
- (ii) increase in staff-related costs by RM0.84 million or 27.72% to RM3.87 million for FYE 2023 (FYE 2022: RM3.03 million), mainly due to higher overtime costs incurred for workers hired from a third party for our Kapar Processing Facility as a result of increase in prawn processing activities for black tiger prawns as compared to FYE 2022. There was also an increase in sundry wages due to higher reliance on part-time farm workers as a result of increase in our prawn farming activities.

11. FINANCIAL INFORMATION (Cont'd)**Comparison between FYE 2023 and FYE 2024**

Our overall cost of sales increased by RM4.18 million or 18.48% to RM26.80 million for FYE 2024 (FYE 2023: RM22.62 million), mainly attributable to the net effects of the following:

- (i) increase in costs of materials by RM4.66 million or 37.52% to RM17.08 million for FYE 2024 (FYE 2023: RM12.42 million), mainly due to higher costs of black tiger prawns sold, which increased in tandem with the increase in sales volume during FYE 2024; and
- (ii) decrease in upkeep and consumables by RM0.41 million or 24.26% to RM1.28 million for FYE 2024 (FYE 2023: RM1.69 million), mainly due to major upkeep of our factory being done in FYE 2023, which involved the piping system for nitrogen liquid, cold room panel and compressor. Such a decrease was also due to the lower upkeep of our farms, as major maintenance works were undertaken in FYE 2023.

Comparison between FPE 2024 and FPE 2025

Our overall cost of sales decreased by RM1.95 million or 26.39% to RM5.44 million for FPE 2025 (FPE 2024: RM7.39 million), mainly attributable to the following:

- (i) decrease in costs of materials by RM1.51 million or 31.33% to RM3.31 million for FPE 2025 (FPE 2024: RM4.82 million), mainly due to lower costs of black tiger prawns sold, which decreased in tandem with the decrease in sales volume during FPE 2025; and
- (ii) decrease in staff-related costs by RM0.19 million or 18.27% to RM0.85 million for FPE 2025 (FPE 2024: RM1.04 million), mainly due to the decrease in workers hired from a third party for our Kapar Processing Facility as a result of the decrease in prawn processing activities for black tiger prawns as compared to FPE 2024.

Analysis of cost of sales by business segment

	Audited					
	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Frozen black tiger prawns	17,315	63.56	17,679	72.39	19,302	85.32
Live prawns	9,109	33.44	5,970	24.45	3,279	14.50
Others	818	3.00	772	3.16	41	0.18
	27,242	100.00	24,421	100.00	22,622	100.00

	Audited		Unaudited		Audited	
	FYE 2024		FPE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%
Frozen black tiger prawns	21,564	80.46	6,556	88.77	4,298	78.95
Live prawns	5,219	19.47	829	11.23	1,146	21.05
Others	19	0.07	-	-	-	-
	26,802	100.00	7,385	100.00	5,444	100.00

11. FINANCIAL INFORMATION (Cont'd)**Analysis of GP and GP margin by business segment**

			Audited					
			FYE 2021		FYE 2022		FYE 2023	
			GP	GP margin	GP	GP margin	GP	GP margin
			RM'000	%	RM'000	%	RM'000	%
Frozen black tiger prawns			9,352	35.07	10,612	37.51	10,471	35.17
Live prawns			1,322	12.67	711	10.64	807	19.75
Others			263	24.33	266	25.63	9	18.00
			10,937	28.65	11,589	32.18	11,287	33.29

			Audited		Unaudited		Audited	
			FYE 2024		FPE 2024		FPE 2025	
			GP	GP margin	GP	GP margin	GP	GP margin
			RM'000	%	RM'000	%	RM'000	%
Frozen black tiger prawns			10,537	32.82	3,796	36.67	1,943	31.13
Live prawns			2,479	32.20	407	32.93	837	42.21
Others			5	20.83	-	-	-	-
			13,021	32.70	4,203	36.27	2,780	33.80

Comparison between FYE 2021 and FYE 2022

Our overall cost of sales decreased by RM2.82 million or 10.35% to RM24.42 million for FYE 2022 (FYE 2021: RM27.24 million), mainly attributable to lower costs of sales for our live prawns segment for FYE 2022 due to the reasons as explained below.

Despite recording a lower revenue for FYE 2022, as explained above, our GP increased by RM0.65 million or 5.94% to RM11.59 million for FYE 2022 (FYE 2021: RM10.94 million) and our GP margin increased from 28.65% for FYE 2021 to 32.18% for FYE 2022. Such an increase was mainly attributable to the increase in GP and GP margin from our frozen black tiger prawns segment for FYE 2022, mainly due to the reasons as explained below.

Frozen black tiger prawns

Our cost of sales for our frozen black tiger prawns segment increased by RM0.36 million or 2.08% to RM17.68 million for FYE 2022 (FYE 2021: RM17.32 million), which increased at a rate lower than our revenue growth for this segment of 6.07%. Hence, our GP for this segment increased by RM1.26 million or 13.48% to RM10.61 million for FYE 2022 (FYE 2021: RM9.35 million), and our GP margin increased from 35.07% for FYE 2021 to 37.51% for FYE 2022. This increase was primarily due to higher revenue from the overseas market, which generally recorded higher average selling prices compared to the local market, as well as the strengthening of USD against RM during FYE 2022 as compared to FYE 2021.

11. FINANCIAL INFORMATION (Cont'd)***Live prawns***

Our cost of sales for our live prawns segment decreased by RM3.14 million or 34.47% to RM5.97 million for FYE 2022 (FYE 2021: RM9.11 million), in line with the lower revenue recorded for FYE 2022, as explained above. Our GP for this segment decreased by RM0.61 million or 46.21% to RM0.71 million for FYE 2022 (FYE 2021: RM1.32 million) and our GP margin for this segment decreased from 12.67% for FYE 2021 to 10.64% for FYE 2022, despite the higher average selling prices for FYE 2022, as explained above, mainly attributable to the increase in upkeep and consumables costs as higher costs incurred for the upkeep of farms which involved reconditioning of ponds. In addition, the decrease in GP margin was also due to the increase in transportation and travelling costs as a result of transportation costs incurred for the delivery of equipment and materials for setting up our new Marang Farm during FYE 2022.

Others

Our cost of sales for our others segment decreased by RM0.05 million or 6.10% to RM0.77 million for FYE 2022 (FYE 2021: RM0.82 million), which decreased at a rate higher than the decrease in revenue for this segment of 3.70%. Thus, our GP for our others segment increased by RM0.01 million or 3.85% to RM0.27 million for FYE 2022 (FYE 2021: RM0.26 million) and GP margin increased from 24.33% for FYE 2021 to 25.63% for FYE 2022. This was mainly attributable to the increase in selling prices for our sales of prawn feed during FYE 2022.

Comparison between FYE 2022 and FYE 2023

Our cost of sales decreased by RM1.80 million or 7.37% to RM22.62 million for FYE 2023 (FYE 2022: RM24.42 million), mainly attributable to lower cost of sales for our live prawns segment for FYE 2023 due to reasons as explained below.

Our GP decreased by RM0.30 million or 2.59% to RM11.29 million for FYE 2023 (FYE 2022: RM11.59 million), mainly due to lower revenue recorded for FYE 2023, as explained above. Despite recording a lower GP for FYE 2023, our GP margin increased from 32.18% for FYE 2022 to 33.29% for FYE 2023. Such an increase was mainly attributable to the increase in GP margin from our live prawns segment for FYE 2023, mainly due to reasons as explained below.

Frozen black tiger prawns

Our cost of sales for our frozen black tiger prawns segment increased by RM1.62 million or 9.16% to RM19.30 million for FYE 2023 (FYE 2022: RM17.68 million), which increased at a rate higher than our revenue growth for this segment of 5.23%. Hence, our GP for this segment decreased by RM0.14 million or 1.32% to RM10.47 million for FYE 2023 (FYE 2022: RM10.61 million), and our GP margin decreased from 37.51% for FYE 2022 to 35.17% for FYE 2023, despite the higher average selling prices for FYE 2023, as explained above. The decrease in our GP margin was primarily due to increase in utilities resulted from the higher cost per unit of electricity charged by Tenaga Nasional Berhad in FYE 2023. In addition, our staff-related costs, which are relatively fixed in nature, increased in FYE 2023 as there were higher overtime costs for workers hired from a third party for our Kapar Processing Facility to cater to the increase in processing of black tiger prawns activities during FYE 2023.

11. FINANCIAL INFORMATION (Cont'd)***Live prawns***

Our cost of sales for our live prawns segment decreased by RM2.69 million or 45.06% to RM3.28 million for FYE 2023 (FYE 2022: RM5.97 million), which decreased at a rate higher than our decline in revenue of 38.77%. As such, our GP for our live prawns segment increased by RM0.10 million or 14.08% to RM0.81 million for FYE 2023 (FYE 2022: RM0.71 million). Our GP margin for this segment also increased from 10.64% for FYE 2022 to 19.75% for FYE 2023, mainly attributable to there being no sales of vannamei shrimps for FYE 2023, which generally yield a lower margin as compared to sales of live black tiger prawn.

Others

Our cost of sales for our others segment decreased by RM0.73 million or 94.81% to RM0.04 million for FYE 2023 (FYE 2022: RM0.77 million), which decreased at a rate lower than the decrease in revenue for this segment of 95.19%. Thus, our GP for our others segment decreased by RM0.26 million or 96.30% to RM0.01 million for FYE 2023 (FYE 2022: RM0.27 million) and GP margin decreased from 25.63% for FYE 2022 to 18.00% for FYE 2023. This was mainly attributable to there being no trading of other types of seafood and no sales of prawn feed during FYE 2023.

Comparison between FYE 2023 and FYE 2024

Our cost of sales increased by RM4.18 million or 18.48% to RM26.80 million for FYE 2024 (FYE 2023: RM22.62 million), mainly attributable to higher cost of sales for our frozen black tiger prawns and live prawns for FYE 2024 due to reasons as explained below.

Our GP increased by RM1.73 million or 15.32% to RM13.02 million for FYE 2024 (FYE 2023: RM11.29 million), mainly due to higher revenue recorded for FYE 2024, as explained above. Despite recording a higher GP for FYE 2024, our GP margin decreased from 33.29% for FYE 2023 to 32.70% for FYE 2024. Such a decrease was mainly attributable to the decrease in GP margin from our frozen black tiger prawns segment for FYE 2024, mainly due to the reasons as explained below.

Frozen black tiger prawns

Our cost of sales for our frozen black tiger prawns segment increased by RM2.26 million or 11.71% to RM21.56 million for FYE 2024 (FYE 2023: RM19.30 million), which increased in tandem with our revenue growth for this segment of 7.83%. Hence, our GP for this segment increased by RM0.07 million or 0.67% to RM10.54 million for FYE 2024 (FYE 2023: RM10.47 million). However, our GP margin decreased from 35.17% for FYE 2023 to 32.82% for FYE 2024. This was primarily due to higher revenue from the overseas market for FYE 2024; however, the average selling price dropped in FYE 2024, mainly as a result of increased global supply of black tiger prawns to China, which led to increased competitiveness in the market. Additionally, this was attributed to the higher demand for smaller sized black tiger prawns in South Korea compared to FYE 2023, which generally sell at lower average selling prices in FYE 2024.

11. FINANCIAL INFORMATION (Cont'd)***Live prawns***

Our cost of sales for our live prawns segment increased by RM1.94 million or 59.15% to RM5.22 million for FYE 2024 (FYE 2023: RM3.28 million), which increased at a rate lower than our revenue growth for this segment of 88.26%. Hence, our GP for this segment increased by RM1.67 million or 206.17% to RM2.48 million for FYE 2024 (FYE 2023: RM0.81 million), and our GP margin increased from 19.75% for FYE 2023 to 32.20% for FYE 2024, despite the lower average selling prices recorded for FYE 2024. The increase in our GP margin for FYE 2024 was primarily driven by the Contract Farming Agreement entered into with SWL Enterprise on 1 January 2024. Under this agreement, our Group has exclusive rights to purchase all prawns harvested from Penor Farm at the farm's operating costs and expenses, plus a 10.00% mark up, subject to a total markup not exceeding of RM120,000 per year.

Others

Our cost of sales for our others segment of RM0.04 million for FYE 2023 and RM0.02 million for FYE 2024 were fairly consistent. Our GP margin improved from 18.00% for FYE 2023 to 20.83% for FYE 2024, mainly due to sales of more advanced farm equipment in FYE 2024, at the request of our customers, which demanded a higher gross profit margin.

Comparison between FPE 2024 and FPE 2025

Our cost of sales decreased by RM1.95 million or 26.39% to RM5.44 million for FPE 2025 (FPE 2024: RM7.39 million), mainly attributable to lower cost of sales for our frozen black tiger prawns for FPE 2025 due to reasons as explained below.

Our GP decreased by RM1.42 million or 33.81% to RM2.78 million for FPE 2025 (FPE 2024: RM4.20 million), mainly due to lower revenue recorded for FPE 2025, as explained above. Our GP margin decreased from 36.27% for FPE 2024 to 33.80% for FPE 2025, primarily due to the decrease in GP margin from our frozen black tiger prawns segment for the reasons as explained below.

Frozen black tiger prawns

Our cost of sales for our frozen black tiger prawns segment decreased by RM2.26 million or 34.45% to RM4.30 million for FPE 2025 (FPE 2024: RM6.56 million), which decreased at a rate lower than our decline in revenue of 39.71%. Hence, our GP for this segment decreased by RM1.86 million or 48.95% to RM1.94 million for FPE 2025 (FPE 2024: RM3.80 million), and our GP margin decreased from 36.67% for FPE 2024 to 31.13% for FPE 2025. The decrease in our GP margin was primarily due to the decrease in average selling price as explained above.

Live prawns

Our cost of sales for our live prawns segment increased by RM0.32 million or 38.55% to RM1.15 million for FPE 2025 (FPE 2024: RM0.83 million), which increased at a rate lower than our revenue growth of 59.68%. Hence, our GP for this segment increased by RM0.43 million or 104.88% to RM0.84 million for FPE 2025 (FPE 2024: RM0.41 million), and our GP margin increased from 32.93% for FPE 2024 to 42.21% for FPE 2025. The increase in our GP margin was primarily due to the increase in average selling price as explained above.

11. FINANCIAL INFORMATION (Cont'd)**Others**

There was no cost of sales, GP and GP margin for our others segment for both FPE 2024 and FPE 2025.

(c) Other income

	Audited					
	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Bad debts recovered ⁽¹⁾	-	-	-	-	52	1.23
Deposit forfeited ⁽²⁾	-	-	9	0.15	-	-
Gain on fair values of the biological assets	1,560	94.89	-	-	3,464	81.93
Gain on fair values of other investment ⁽⁵⁾	-	-	-	-	-	-
Gain on derecognition of a lease	-	-	-	-	-	-
Gain on disposal of PPE	-	-	188	3.21	41	0.97
Insurance compensation	-	-	5,279	90.01	365	8.63
Interest income ⁽³⁾	27	1.64	40	0.68	26	0.61
Realised gain on foreign exchange	13	0.79	-	-	-	-
Rental income ⁽⁴⁾	34	2.07	93	1.59	103	2.44
Unrealised gain on foreign exchange	10	0.61	256	4.36	177	4.19
Goods and services tax refund	-	-	-	-	-	-
Gain on disposal of assets classified as held for sale	-	-	-	-	-	-
	1,644	100.00	5,865	100.00	4,228	100.00
	Audited		Unaudited		Audited	
	FYE 2024		FPE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%
Bad debts recovered ⁽¹⁾	-	-	-	-	-	-
Deposit forfeited ⁽²⁾	-	-	-	-	4	0.97
Gain on fair values of the biological assets	221	48.57	-	-	-	-
Gain on fair values of other investment ⁽⁵⁾	103	22.64	-	-	51	12.32
Gain on derecognition of a lease	16	3.51	16	20.00	-	-
Gain on disposal of PPE	-	-	-	-	~	~
Insurance compensation	15	3.30	15	18.75	~	~
Interest income ⁽³⁾	14	3.08	~	~	6	1.45
Realised gain on foreign exchange	-	-	31	38.75	72	17.39
Rental income ⁽⁴⁾	86	18.90	18	22.50	32	7.73
Unrealised gain on foreign exchange	-	-	~	~	-	-
Goods and services tax refund	-	-	-	-	93	22.46
Gain on disposal of assets classified as held for sale	-	-	-	-	156	37.68
	455	100.00	80	100.00	414	100.00

11. FINANCIAL INFORMATION (Cont'd)

Notes:

- ~ Less than RM1,000 or 0.01%.
- (1) Bad debts recovered from a local customer.
- (2) Deposits forfeited pertain to the security deposit forfeited by our tenants due to rental terminations without notice from our tenants for our leasehold building located in Kuala Lumpur in FYE 2022 and freehold building located in Penang in FPE 2025.
- (3) Comprise mainly interests received from fixed deposits and banks.
- (4) Comprise income from rental of investment properties.
- (5) Pertains to gains on fair value of the life insurance policies (keyman insurance) for a Director of our Group, i.e. Teoh Han Boon.

Comparison between FYE 2021 and FYE 2022

Our other income increased by RM4.23 million or 257.93% to RM5.87 million for FYE 2022 (FYE 2021: RM1.64 million), mainly attributable to the net effects of the following:

- (i) insurance compensation of RM5.28 million for FYE 2022 (FYE 2021: Nil), which pertains to the insurance claimed for damaged factory, plant and machinery as well as inventory due to one-off flood incident in December 2021 as a result of continuous heavy rain, which caused damages to our Kapar Processing Facility. The operations at our Kapar Processing Facility were suspended for 1 week for the refurbishment of the facility. However, there was no material disruption to our Group's sales and delivery as our Group had sufficient inventory to facilitate sales during the refurbishment period; and
- (ii) increase in unrealised gain on foreign exchange by RM0.25 million or 2,500.00% to RM0.26 million or for FYE 2022 (FYE 2021: RM0.01 million), mainly pertaining to unrealised gain on foreign exchange for our USD-denominated trade receivables resulting from the strengthening of USD against RM at the end of FYE 2022 as compared to FYE 2021; and
- (iii) loss on fair values of the biological assets of RM0.96 million, which was recognised under other expenses for FYE 2022 (FYE 2021: gain on fair value of the biological assets of RM1.56 million), mainly due to lesser live black tiger prawns were yet to be harvested for sales as at year end as well as lesser purchase of feed as explained in Section 11.2.2(b) above. The lesser live black tiger prawns as at 31 December 2022 as compared to 31 December 2021 were mainly due to the temporary suspension of prawn farming activities for the reconditioning of ponds in Tanjung Karang Farm 1 (i.e. from December 2022 to April 2023) and Tanjung Karang Farm 2 (i.e. from July 2022 to January 2023). There were no significant impacts to our Group during FYE 2022, despite the temporary suspension of prawn farming activities, as we increased the purchase of black tiger prawns from third party prawn suppliers during FYE 2022.

11. FINANCIAL INFORMATION (Cont'd)**Comparison between FYE 2022 and FYE 2023**

Our other income decreased by RM1.64 million or 27.94% to RM4.23 million for FYE 2023 (FYE 2022: RM5.87 million), mainly attributable to the decrease in insurance compensation by RM4.91 million. The lower insurance compensation for FYE 2023 was a partial claim of the remaining balance of the total insurance claimed for the one-off flood incident in December 2021.

Such decrease was partially offset by the gain on fair values of the biological assets of RM3.46 million for FYE 2023 (FYE 2022: loss on fair value of the biological assets of RM0.96 million, which was recognised under other expenses mainly due to higher live black tiger prawns were yet to be harvested for sales as at year-end as well as higher purchase of feed as explained in Section 11.2.2(b) above.

Comparison between FYE 2023 and FYE 2024

Our other income decreased by RM3.77 million or 89.13% to RM0.46 million for FYE 2024 (FYE 2023: RM4.23 million), mainly attributable to the following:

- (i) decrease in gain on fair values of the biological assets of RM3.24 million or 93.64% to RM0.22 million for FYE 2024 (FYE 2023: RM3.46 million), mainly due to the live black tiger prawns which were yet to be harvested for sales as at 31 December 2024 were increased at a rate lower than as at 31 December 2023. In addition, this was also due to the decrease in fair value for the biological assets as at 31 December 2024 as a result of the decrease in selling prices for live prawns as compared to as at 31 December 2023; and
- (ii) decrease in insurance compensation of RM0.35 million or 94.59% to RM0.02 million for FYE 2024 (FYE 2023: RM0.37 million). The insurance compensation for FYE 2024 was the remaining balance of the total insurance claimed which was related to a damaged motor vehicle resulting from the one-off flood incident in December 2021.

Comparison between FPE 2024 and FPE 2025

Our other income increased by RM0.33 million or 412.50% to RM0.41 million for FPE 2025 (FPE 2024: RM0.08 million), mainly attributable to the following:

- (i) gain on disposal of assets classified as held for sale of RM0.16 million for FPE 2025, pertaining to the disposal of Ijok Land to Terra Venture Development Sdn Bhd;
- (ii) refund of goods and services tax of RM0.09 million in FPE 2025 (FPE 2024: Nil), which had been previously written off in the prior financial year; and
- (iii) gain on fair values of other investment of RM0.05 million for FPE 2025 (FPE 2024: Nil), pertaining to gains on fair value of the life insurance policies (keyman insurance) for a Director of our Group, which was purchased in the second half of FYE 2024.

11. FINANCIAL INFORMATION (Cont'd)**(d) Selling and distribution expenses**

	Audited					
	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Advertisement expenses	-	-	-	-	-	-
Commissions ⁽¹⁾	5	8.47	-	-	-	-
Entertainment expenses	~	~	~	~	10	22.73
Road tax and insurance	41	69.49	33	94.28	33	75.00
Travelling expenses ⁽²⁾	9	15.26	1	2.86	1	2.27
Upkeep of motor vehicles	4	6.78	1	2.86	-	-
	59	100.00	35	100.00	44	100.00

	Audited		Unaudited		Audited	
	FYE 2024		FPE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%
Advertisement expenses	15	21.13	-	-	4	21.05
Commissions ⁽¹⁾	-	-	-	-	-	-
Entertainment expenses	8	11.27	2	13.33	-	-
Road tax and insurance	48	67.60	13	86.67	13	68.42
Travelling expenses ⁽²⁾	~	~	-	-	2	10.53
Upkeep of motor vehicles	-	-	-	-	-	-
	71	100.00	15	100.00	19	100.00

Notes:

~ Less than RM1,000 or 0.01%.

(1) Pertains to staff commissions for local sales to restaurants, which ceased to be awarded since FYE 2022.

(2) Comprise mainly petrol, parking and toll for our sales department staff.

Our selling and distribution expenses of RM0.06 million for FYE 2021, RM0.04 million for FYE 2022 and FYE 2023, RM0.07 million for FYE 2024 as well as RM0.02 million for FPE 2024 and FPE 2025 were fairly consistent.

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11. FINANCIAL INFORMATION (Cont'd)**(e) Administrative expenses**

	Audited					
	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Depreciation of investment properties	74	3.09	74	3.20	74	3.85
Directors' remuneration	301	12.58	609	26.33	753	39.22
Donations, gifts and condolences	63	2.63	60	2.60	4	0.21
Legal and professional fees	251	10.49	369	15.95	442	23.02
Office supplies	112	4.68	84	3.63	57	2.97
Security fees	76	3.18	77	3.33	77	4.01
Staff-related costs ⁽¹⁾	1,064	44.46	619	26.76	269	14.01
Transportation and travelling expenses ⁽²⁾	40	1.67	94	4.06	80	4.17
Upkeep and consumables ⁽³⁾	286	11.95	178	7.70	41	2.14
Others ⁽⁴⁾	126	5.27	149	6.44	123	6.40
	2,393	100.00	2,313	100.00	1,920	100.00

	Audited		Unaudited		Audited	
	FYE 2024		FPE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%
Depreciation of investment properties	69	2.97	18	3.17	14	2.09
Directors' remuneration	806	34.65	245	43.13	249	37.11
Donations, gifts and condolences	17	0.73	-	-	15	2.23
Legal and professional fees	516	22.18	63	11.09	118	17.59
Office supplies	63	2.71	17	2.99	3	0.45
Security fees	75	3.23	20	3.52	19	2.83
Staff-related costs ⁽¹⁾	419	18.01	125	22.01	158	23.55
Transportation and travelling expenses ⁽²⁾	108	4.64	28	4.93	30	4.47
Upkeep and consumables ⁽³⁾	50	2.15	20	3.52	17	2.53
Others ⁽⁴⁾	203	8.73	32	5.64	48	7.15
	2,326	100.00	568	100.00	671	100.00

Notes:

- (1) Comprise mainly staff salaries, bonuses, allowances, statutory contributions and staff welfare.
- (2) Comprise mainly petrol and accommodation.
- (3) Comprise mainly upkeep of office and consumables, such as sockets and cables.
- (4) Comprise mainly agency fee for rental of investment properties, road tax and insurance as well as quit rent and assessment.

11. FINANCIAL INFORMATION (Cont'd)**Comparison between FYE 2021 and FYE 2022**

Our administrative expenses decreased by RM0.08 million or 3.35% to RM2.31 million for FYE 2022 (FYE 2021: RM2.39 million), mainly attributable to the net effects of the following:

- (i) decrease in staff-related costs by RM0.44 million or 41.51% to RM0.62 million for FYE 2022 (FYE 2021: RM1.06 million), mainly due to the decrease in salaries as a result of the resignation of a director of WTU Aqua and a farm manager.
- (ii) increase in directors' remuneration by RM0.31 million or 103.33% to RM0.61 million for FYE 2022 (FYE 2021: RM0.30 million), mainly due to the increase in directors' salaries and directors' fees in FYE 2022; and
- (iii) increase in legal and professional fees by RM0.12 million or 48.00% to RM0.37 million for FYE 2022 (FYE 2021: RM0.25 million), mainly due to increase in audit fee as a result of appointment of a new auditor, legal fee incurred for the purchase of a leasehold agriculture land located at Ijuk, Kuala Selangor, and fees incurred for investigation of plankton and bacterial communities in shrimp aquaculture ponds for our Marang Farm.

Comparison between FYE 2022 and FYE 2023

Our administrative expenses decreased by RM0.39 million or 16.88% to RM1.92 million for FYE 2023 (FYE 2022: RM2.31 million), mainly attributable to the net effects of the following:

- (i) decrease in staff-related costs by RM0.35 million or 56.45% to RM0.27 million for FYE 2023 (FYE 2022: RM0.62 million), mainly due to the decrease in commissions paid to a key management personnel, which decreased in tandem with the decrease in revenue for FYE 2023;
- (ii) decrease in upkeep and consumables by RM0.14 million or 77.78% to RM0.04 million for FYE 2023 (FYE 2022: RM0.18 million), mainly due to higher upkeep of office in FYE 2022 due to one-off flood incident in December 2021; and
- (iii) increase in directors' remuneration by RM0.14 million or 22.95% to RM0.75 million for FYE 2023 (FYE 2022: RM0.61 million), mainly due to the increase in directors' salaries during FYE 2023.

Comparison between FYE 2023 and FYE 2024

Our administrative expenses increased by RM0.41 million or 21.35% to RM2.33 million for FYE 2024 (FYE 2023: RM1.92 million), mainly attributable to the following:

- (i) increase in staff-related costs by RM0.15 million or 55.56% to RM0.42 million for FYE 2024 (FYE 2023: RM0.27 million), mainly due to the increase in salaries resulting from the appointment of a new key senior management in FYE 2024;
- (ii) increase in other administrative expenses by RM0.08 million or 66.67% to RM0.20 million for FYE 2024 (FYE 2023: RM0.12 million), mainly due to higher bank charges for FYE 2024 as a result of the banking service payments related to a Customer A;

11. FINANCIAL INFORMATION (Cont'd)

- (iii) increase in legal and professional fees by RM0.08 million or 18.18% to RM0.52 million for FYE 2024 (FYE 2023: RM0.44 million), mainly due to there were fees incurred for the layout drawing required to apply for a permanent factory building permit for our Kapar Processing Facility; and
- (iv) increase in directors' remuneration by RM0.06 million or 8.00% to RM0.81 million for FYE 2024 (FYE 2023: RM0.75 million), mainly due to the increase in directors' salaries and bonuses in FYE 2024.

Comparison between FPE 2024 and FPE 2025

Our administrative expenses increased by RM0.10 million or 17.54% to RM0.67 million for FPE 2025 (FPE 2024: RM0.57 million), mainly attributable to the following:

- (i) increase in legal and professional fees by RM0.06 million or 100.00% to RM0.12 million for FPE 2025 (FPE 2024: RM0.06 million), mainly due to higher audit fees incurred in FPE 2025; and
- (ii) increase in staff-related costs of RM0.03 million or 23.08% to RM0.16 million for FPE 2025 (FPE 2024: RM0.13 million), mainly due to higher bonus and annual salary increments as well as higher staff training expenses incurred for FPE 2025.

(f) Other expenses

	Audited					
	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Bad debts written off ⁽¹⁾	-	-	158	2.48	40	5.53
Depreciation of PPE ⁽²⁾	107	9.37	156	2.45	181	25.00
Loss on fair values of the biological assets	-	-	959	15.03	-	-
PPE written off	-	-	295	4.62	38	5.25
Realised loss on foreign exchange	-	-	362	5.67	355	49.03
Impairment loss on slow-moving inventories ⁽³⁾	985	86.25	-	-	-	-
Inventories written down ⁽⁴⁾	50	4.38	-	-	110	15.19
Inventories written off	-	-	4,451	69.75	-	-
Unrealised loss on foreign exchange	-	-	-	-	-	-
	1,142	100.00	6,381	100.00	724	100.00

11. FINANCIAL INFORMATION (Cont'd)

	Audited FYE 2024		Unaudited FPE 2024		Audited FPE 2025	
	RM'000	%	RM'000	%	RM'000	%
Bad debts written off ⁽¹⁾	-	-	-	-	-	-
Depreciation of PPE ⁽²⁾	187	62.54	48	1.88	41	3.12
Loss on fair values of the biological assets	-	-	2,508	98.12	1,235	94.06
PPE written off	-	-	-	-	-	-
Realised loss on foreign exchange	64	21.41	-	-	-	-
Impairment loss on slow-moving inventories ⁽³⁾	-	-	-	-	-	-
Inventories written down ⁽⁴⁾	-	-	-	-	-	-
Inventories written off	28	9.36	-	-	12	0.91
Unrealised loss on foreign exchange	20	6.69	-	-	25	1.91
	299	100.00	2,556	100.00	1,313	100.00

Notes:

- (1) Bad debts written off were due to outstanding trade debts that had no reasonable expectation of recovery.
- (2) Depreciation of PPE mainly pertains to the depreciation of leasehold land, computer and software, furniture and fittings as well as office equipment.
- (3) Impairment loss on slow-moving inventories in FYE 2021 was mainly due to lower grade live tiger prawns left as at year end, which were subsequently sold off at a discount in the following financial year.
- (4) Inventories written down to net realisable value as the net of selling price and cost associated with selling the inventories is lower than the historical cost.

Comparison between FYE 2021 and FYE 2022

Our other expenses increased by RM5.24 million or 459.65% to RM6.38 million for FYE 2022 (FYE 2021: RM1.14 million), mainly attributable to the net effects of the following:

- (i) inventories written off of RM4.45 million for FYE 2022 (FYE 2021: Nil) were resulted from the damaged inventories due to the one-off flood incident in December 2021;
- (ii) loss on fair values of the biological assets of RM0.96 million for FYE 2022 (FYE 2021: gain on fair value of the biological assets of RM1.56 million, which was recognised under other income), mainly due to lesser live black tiger prawn were yet to be harvested for sales as at year-end as well as lesser purchases of feed as explained in Section 11.2.2(b) above;
- (iii) realised loss on foreign exchange of RM0.36 million for FYE 2022 (FYE 2021: realised gain on foreign exchange of RM0.01 million, which was recognised under other income), mainly in relation to our USD-denominated sales against RM resulting from the weakening of USD against RM during the FYE 2022;

11. FINANCIAL INFORMATION (Cont'd)

- (iv) PPE written off of RM0.30 million for FYE 2022 (FYE 2021: Nil), primarily from plant and machinery which were damaged due to the one-off flood incident in December 2021; and
- (v) one-off impairment loss on slow-moving inventories of RM0.98 million incurred during FYE 2021 due to the reasons as explained Note (iii) above, which did not recur in FYE 2022.

Comparison between FYE 2022 and FYE 2023

Our other expenses decreased by RM5.66 million or 88.71% to RM0.72 million for FYE 2023 (FYE 2022: RM6.38 million), mainly attributable to the following:

- (i) one-off inventories written off of RM4.45 million incurred during FYE 2022 but did not recur in FYE 2023; and
- (ii) gain on fair values of the biological assets of RM3.46 million for FYE 2023, which was recognised under other income (FYE 2022: loss on fair value of the biological assets of RM0.96 million), mainly due to higher live black tiger prawn were yet to be harvested for sales as at year-end as well as higher purchases of feed as explained in Section 11.2.2(b) above; and
- (iii) decrease in PPE written off by RM0.26 million or 86.67% to RM0.04 million for FYE 2023 (FYE 2022: RM0.30 million), mainly due to higher plant and machinery written off in FYE 2022 due to one-off flood incident in December 2021.

Comparison between FYE 2023 and FYE 2024

Our other expenses decreased by RM0.42 million or 58.33% to RM0.30 million for FYE 2024 (FYE 2023: RM0.72 million), mainly attributable to the decrease in realised loss on foreign exchange by RM0.30 million or 83.33% to RM0.06 million for FYE 2024 (FYE 2023: RM0.36 million), mainly in relation to our USD-denominated sales against RM, resulting from the strengthening of USD against RM during the FYE 2024.

Comparison between FPE 2024 and FPE 2025

Our other expenses decreased by RM1.25 million or 48.83% to RM1.31 million for FPE 2025 (FPE 2024: RM2.56 million), mainly due to a decrease in loss on fair values of the biological assets of RM1.27 million or 50.60% to RM1.24 million for FPE 2025 (FPE 2024: RM2.51 million). Such a decrease was mainly due to lesser live black tiger prawns that were yet to be harvested for sales as at 31 March 2025 as compared to as at 31 March 2024.

(g) Net impairment (losses)/gains on financial assets

	Audited					
	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Trade receivables:						
- impairment losses ⁽¹⁾	(419)	236.72	(24)	(4.11)	(141)	(114.63)
- reversal of impairment losses ⁽²⁾	242	(136.72)	608	104.11	264	214.63
	(177)	100.00	584	100.00	123	100.00

11. FINANCIAL INFORMATION (Cont'd)

	Audited FYE 2024		Unaudited FPE 2024		Audited FPE 2025	
	RM'000	%	RM'000	%	RM'000	%
Trade receivables:						
- impairment losses ⁽¹⁾	(26)	(33.33)	(15)	(0.16)	(73)	(107.35)
- reversal of impairment losses ⁽²⁾	104	133.33	108	100.16	5	7.35
	78	100.00	93	100.00	(68)	100.00

Notes:

- (1) Being general impairment losses on trade receivables. There were no specific impairment losses on individual trade receivables during the Financial Periods Under Review.
- (2) Being reversal of general impairment losses on trade receivables, mainly due to lower trade receivables outstanding balances as at year/period end and lower trade receivables that were past due as at year/period end, as explained below. There was no reversal of specific impairment losses on individual trade receivables during the Financial Periods Under Review.

Comparison between FYE 2021 and FYE 2022

Our Group recorded net impairment gains on financial assets of RM0.58 million for FYE 2022 (FYE 2021: net impairment losses on financial assets of RM0.18 million), mainly due to lower trade receivables past due as at 31 December 2022 as compared to 31 December 2021 as there were improved collections from our customers during FYE 2022 resulting from our continuous effort to improve our credit control monitoring process.

Comparison between FYE 2022 and FYE 2023

Our Group recorded lower net impairment gains on financial assets of RM0.12 million for FYE 2023 (FYE 2022: RM0.58 million), despite the higher trade receivables as at 31 December 2023 as compared to 31 December 2022, primarily due to the decrease in allowance for impairment losses in FYE 2023 was lower than the decrease in allowance for impairment losses in FYE 2022 as most of the reversal of impairment losses for long outstanding balances were taken up in FYE 2022.

Comparison between FYE 2023 and FYE 2024

Our Group recorded lower net impairment gains on financial assets of RM0.08 million for FYE 2024 (FYE 2023: RM0.12 million), mainly due to lower trade receivables as at 31 December 2024 as compared to 31 December 2023, resulting in lower assessment of expected credit losses on our trade receivables.

Comparison between FPE 2024 and FPE 2025

Our Group recorded net impairment losses on financial assets of RM0.07 million for FPE 2025 (FPE 2024: net impairment gains on financial assets of RM0.09 million), mainly due to higher trade receivables as at 31 March 2025 as compared to 31 December 2024. The net impairment gains on financial assets of RM0.09 million for FPE 2024 was mainly due to lower trade receivables as at 31 March 2024 as compared to 31 December 2023.

11. FINANCIAL INFORMATION (Cont'd)**(h) Finance costs**

	Audited					
	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Interest expenses on:						
- hire purchase	10	3.08	49	16.17	25	9.62
- lease liabilities	97	29.85	107	35.31	87	33.46
- term loans	193	59.38	147	48.52	148	56.92
- others ⁽¹⁾	25	7.69	-	-	-	-
	325	100.00	303	100.00	260	100.00
	Audited		Unaudited		Audited	
	FYE 2024		FPE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%
Interest expenses on:						
- hire purchase	14	4.75	5	7.58	1	1.28
- lease liabilities	58	19.66	16	24.24	12	15.39
- term loans	223	75.59	45	68.18	65	83.33
- others ⁽¹⁾	-	-	-	-	-	-
	295	100.00	66	100.00	78	100.00

Note:

(1) Comprise interest expenses on the advances from a former director of Farmerex.

Our finance costs of RM0.33 million, RM0.30 million, RM0.26 million, RM0.30 million, RM0.07 million and RM0.08 million for FYE 2021, 2022, 2023 and 2024 as well as FPE 2024 and FPE 2025, respectively, were fairly consistent.

(i) Income tax expense

	Audited		
	FYE 2021	FYE 2022	FYE 2023
	RM'000	RM'000	RM'000
Tax expenses	655	548	991
Effective tax rate (%)	7.72	6.08	7.81
Statutory tax rate (%)			
- first RM150,000 of chargeable income	-	-	15.00
- first chargeable income ranging between RM150,001 up to RM600,000	-	-	17.00
- first RM600,000 of chargeable income	17.00	17.00	-
- remaining chargeable income	24.00	24.00	24.00

11. FINANCIAL INFORMATION (Cont'd)

	Audited	Unaudited	Audited
	FYE 2024	FPE 2024	FPE 2025
	RM'000	RM'000	RM'000
Tax expenses	2,490	744	408
Effective tax rate (%)	23.57	63.54	39.04
Statutory tax rate (%)			
- first RM150,000 of chargeable income	15.00	15.00	15.00
- first chargeable income ranging between RM150,001 up to RM600,000	17.00	17.00	17.00
- first RM600,000 of chargeable income	-	-	-
- remaining chargeable income	24.00	24.00	24.00

Tax expenses comprise the current financial year's income tax payable, deferred tax and any under or overprovision of tax expenses in the previous financial year. The applicable statutory tax rates for Financial Periods Under Review are stated in the table above.

Camaroe Aquaculture has been granted an incentive under Section 127 of the Income Tax Act 1967. Camaroe Aquaculture had enjoyed full tax exemption on its statutory income from its pioneer activities⁽¹⁾ for 10 years from 1 January 2014 to 31 December 2023 under the Promotion of Investments Act 1986. All revenue generated by Camaroe Aquaculture is from its pioneer activities and therefore is not subjected to income tax during these periods.

Note:

- (1) Pursuant to the approval letter issued by the Ministry of Agriculture dated 22 July 2010, Camaroe Aquaculture is able to enjoy full tax exemption on its statutory income from its prawn farming activities. This exemption is granted under pioneer status as an incentive for food production and promoted activities related to agricultural production, including the spawning, breeding, and culturing of aquatic products, as stipulated under the Promotion of Investments Act 1986.

For illustration purposes, the comparison on the PAT of our Group for the Financial Periods Under Review based on the scenario of with and without tax incentives enjoyed by Camaroe Aquaculture for the Financial Periods Under Review is as follows:

	FYE 2021	FYE 2022	FYE 2023
	RM'000	RM'000	RM'000
With tax incentives for the Financial Periods Under Review			
PBT	8,485	9,006	12,690
Tax expenses	(655)	(548)	(991)
PAT	7,830	8,458	11,699
PAT margin (%)	20.51	23.49	34.50
Effective tax rate (%)	7.72	6.08	7.81

11. FINANCIAL INFORMATION (Cont'd)

	FYE 2021	FYE 2022	FYE 2023
	RM'000	RM'000	RM'000
Without tax incentives for the Financial Periods Under Review			
PBT	8,485	9,006	12,690
Tax expenses	(1,633)	(1,014)	(2,589)
PAT	6,852	7,992	10,101
PAT margin (%)	17.95	22.19	29.79
Effective tax rate (%)	19.25	11.26	20.40
Impact of operating cash flows for the Financial Periods Under Review without tax incentives			
Net cash flows from operating activities	8,134	7,210	2,614
Additional income tax to be paid (without tax incentive)	(978)	(466)	(1,598)
Adjusted net cash flows from operating activities	7,156	6,744	1,016
	FYE 2024	FPE 2024	FPE 2025
	RM'000	RM'000	RM'000
With tax incentives for the Financial Periods Under Review			
PBT	10,563	1,171	1,045
Tax expenses	(2,490)	(744)	(408)
PAT	8,073	427	637
PAT margin (%)	20.27	3.68	7.75
Effective tax rate (%)	23.57	63.54	39.04
Without tax incentives for the Financial Periods Under Review			
PBT	10,563	1,171	1,045
Tax expenses	(2,490)	(744)	(408)
PAT	8,073	427	637
PAT margin (%)	20.27	3.68	7.75
Effective tax rate (%)	23.57	63.54	39.04
Impact of operating cash flows for the Financial Periods Under Review without tax incentives			
Net cash flows from operating activities	8,801	2,220	480
Additional income tax to be paid (without tax incentive)	-	-	-
Adjusted net cash flows (used in)/from operating activities	8,801	2,220	480

11. FINANCIAL INFORMATION (Cont'd)**Comparison between FYE 2021 and FYE 2022**

Our tax expenses decreased by RM0.11 million or 16.67% to RM0.55 million for FYE 2022 (FYE 2021: RM0.66 million) despite higher PBT recorded for FYE 2022. Such decrease was mainly due to lower deferred tax expenses, primarily related to accelerated capital allowances over depreciation.

Our effective tax rate of 7.72% for FYE 2021 was lower than the statutory tax rate, mainly attributable to the net effects of the following:

- (i) tax exemption income under pioneer incentive of RM4.25 million;
- (ii) non-taxable income of RM2.26 million, comprised mainly of gain on fair values of the biological assets of RM1.56 million;
- (iii) utilisation of deferred tax assets not recognised in the previous financial year of RM0.90 million, primarily relating to unutilised tax losses;
- (iv) tax saving of RM0.12 million, as the income tax rate was 17.00% on the first RM600,000 of chargeable income and 24.00% on the remaining chargeable income, for those companies with paid-up capital of RM2.50 million or less, and gross business income of not more than RM50.00 million. Those companies do not control, directly or indirectly, another company that has paid-up capital of more than RM2.50 million; and
- (v) non-deductible expenses of RM2.32 million, comprised mainly inventories slow-moving of RM0.99 million, depreciation of non-qualifying right-of-use assets of RM0.50 million, depreciation of non-qualifying PPE of RM0.22 million and depreciation of non-qualifying investment properties of RM0.07 million.

Our effective tax rate of 6.08% for FYE 2022 was lower than the statutory tax rate, mainly attributable to the net effects of the following:

- (i) utilisation of deferred tax assets not recognised in the previous financial year of RM6.74 million, primarily relating to unutilised tax losses;
- (ii) tax exemption income under pioneer incentive of RM2.12 million;
- (iii) non-taxable income of RM1.06 million, comprised mainly unrealised gain on foreign exchange of RM0.26 million and gain on disposal of property, plant and equipment of RM0.19 million;
- (iv) non-deductible expenses of RM2.91 million, comprised mainly depreciation of non-qualifying right-of-use assets of RM0.58 million, depreciation of non-qualifying PPE of RM0.23 million, depreciation of non-qualifying investment properties of RM0.07 million and loss on fair values of the biological assets of RM0.96 million; and
- (v) deferred tax assets not recognised of RM0.46 million, primarily relating to unutilised tax losses.

11. FINANCIAL INFORMATION (Cont'd)**Comparison between FYE 2022 and FYE 2023**

Our tax expenses increased by RM0.44 million or 80.00% to RM0.99 million for FYE 2023 (FYE 2022: RM0.55 million), mainly attributable to higher PBT recorded for FYE 2023.

Our effective tax rate of 7.81% for FYE 2023 was lower than the statutory tax rate, mainly attributable to the net effects of the following:

- (i) tax exemption income under pioneer incentive of RM6.85 million;
- (ii) utilisation of deferred tax assets not recognised in the previous financial year of RM2.18 million, primarily relating to unutilised tax losses;
- (iii) non-taxable income of RM1.16 million, comprised mainly unrealised gain on foreign exchange of RM0.18 million and the net of rental paid and interest on lease liabilities of RM0.82 million;
- (iv) tax saving of RM0.14 million, as the income tax rate was 15.00% on the first RM150,000 of chargeable income, 17.00% on the first chargeable income ranging between RM150,001 up to RM600,000 and 24.00% on the remaining chargeable income; and
- (v) non-deductible expenses of RM2.41 million, comprised mainly depreciation of non-qualifying right-of-use assets of RM0.58 million, depreciation of non-qualifying PPE of RM0.21 million, depreciation of non-qualifying investment properties of RM0.07 million, realisation of prior year's unrealised gain on foreign exchange of RM0.26 million and difference of provision of taxation of RM0.49 million, which will be adjusted in next financial year.

Comparison between FYE 2023 and FYE 2024

Our tax expenses increased by RM1.50 million or 151.52% to RM2.49 million for FYE 2024 (FYE 2023: RM0.99 million) despite recording a lower PBT recorded for FYE 2024. Such an increase was mainly due to a lower gain on fair values of the biological assets for FYE 2024 as compared to FYE 2023, which was non-taxable income, and the absence of the tax incentives for profits generated from Camaroe Aquaculture for FYE 2024, following its expiry in December 2023.

Our effective tax rate of 23.57% for FYE 2024 did not deviate significantly from the statutory tax rate.

Comparison between FPE 2024 and FPE 2025

Our tax expenses decreased by RM0.33 million or 44.59% to RM0.41 million for FPE 2025 (FPE 2024: RM0.74 million), mainly attributable to lower PBT recorded for FPE 2025.

Our effective tax rate of 63.54% for FPE 2024 was higher than the statutory tax rate, mainly attributable to the loss on fair values of the biological assets of RM2.51 million for FPE 2024, which was non-deductible for tax reporting purposes.

Our effective tax rate of 39.04% for FPE 2025 was higher than the statutory tax rate, mainly attributable to the loss on fair values of the biological assets of RM1.24 million for FPE 2025, which was non-deductible for tax reporting purposes.

11. FINANCIAL INFORMATION (Cont'd)**(j) PBT, PBT margin, PAT and PAT margin**

	Audited		
	FYE 2021	FYE 2022	FYE 2023
PBT (RM'000)	8,485	9,006	12,690
PBT margin (%)	22.22	25.01	37.42
PAT (RM'000)	7,830	8,458	11,699
PAT margin (%)	20.51	23.49	34.50
	Audited	Unaudited	Audited
	FYE 2024	FPE 2024	FPE 2025
PBT (RM'000)	10,563	1,171	1,045
PBT margin (%)	26.52	10.11	12.71
PAT (RM'000)	8,073	427	637
PAT margin (%)	20.27	3.68	7.75

Comparison between FYE 2021 and FYE 2022

We recorded an increase in PBT of RM0.52 million or 6.12% to RM9.01 million for FYE 2022 (FYE 2021: RM8.49 million) and our PBT margin also increased from 22.22% for FYE 2021 to 25.01% for FYE 2022. The increase in PBT and PBT margin was mainly due to the increase in GP and GP margin as explained in Section 11.2.2(b) above.

Correspondingly, we recorded an increase in PAT of RM0.63 million or 8.05% to RM8.46 million for FYE 2022 (FYE 2021: RM7.83 million) and our PAT margin also increased from 20.51% for FYE 2021 to 23.49% for FYE 2022. The increase was mainly due to higher PBT and PBT margin for FYE 2022, as explained above, and lower income tax expenses for FYE 2022, as explained in Section 11.2.2(i) above.

Comparison between FYE 2022 and FYE 2023

We recorded an increase in PBT of RM3.68 million or 40.84% to RM12.69 million for FYE 2023 (FYE 2022: RM9.01 million), despite the lower GP as explained in Section 11.2.2(b) above, mainly due to the significant decrease in other expenses as explained in Section 11.2.2(f) above. Our PBT margin also increased from 25.01% for FYE 2022 to 37.42% for FYE 2023, mainly due to the increase in GP margin as explained in Section 11.2.2(b) above as well as the significant decrease in other expenses as explained in Section 11.2.2(f) above.

Correspondingly, we recorded an increase in PAT of RM3.24 million or 38.30% to RM11.70 million for FYE 2023 (FYE 2022: RM8.46 million) and our PAT margin also increased from 23.49% for FYE 2022 to 34.50% for FYE 2023. The increase was mainly due to higher PBT and PBT margin for FYE 2023, as explained above, which was partially offset by the higher tax expenses for FYE 2023, as explained in Section 11.2.2(i) above.

11. FINANCIAL INFORMATION (Cont'd)**Comparison between FYE 2023 and FYE 2024**

We recorded a decrease in PBT of RM2.13 million or 16.78% to RM10.56 million for FYE 2024 (FYE 2023: RM12.69 million), despite the higher GP recorded as explained in Section 11.2.2(b) above, mainly due to the decrease in other income as explained in Section 11.2.2(c) above. Our PBT margin also decreased from 37.42% for FYE 2023 to 26.52% for FYE 2024, mainly due to the decrease in GP margin as explained in Section 11.2.2(b) above and decrease in other income as explained in Section 11.2.2(c) above.

Correspondingly, we recorded a decrease in PAT of RM3.63 million or 31.03% to RM8.07 million for FYE 2024 (FYE 2023: RM11.70 million), and our PAT margin also decreased from 34.50% for FYE 2023 to 20.27% for FYE 2024. The decrease was mainly due to lower PBT and PBT margin for FYE 2024, as explained above, and higher tax expenses for FYE 2024, as explained in Section 11.2.2(i) above.

Comparison between FPE 2024 and FPE 2025

We recorded a decrease in PBT of RM0.12 million or 10.26% to RM1.05 million for FPE 2025 (FPE 2024: RM1.17 million), mainly due to lower GP recorded as explained in Section 11.2.2(b) above, which was partially offset by the decrease in other expenses as explained in Section 11.2.2(f) above. Despite the decrease in our PBT, our PBT margin increased from 10.11% for FPE 2024 to 12.71% for FPE 2025, mainly due to the decrease in other expenses as explained in Section 11.2.2(f) above.

We recorded an increase in PAT of RM0.21 million or 48.84% to RM0.64 million for FPE 2025 (FPE 2024: RM0.43 million), despite the lower PBT recorded for FPE 2025 as explained above, mainly due to the lower tax expenses for FPE 2025, as explained in Section 11.2.2(i) above. Our PAT margin increased from 3.68% for FPE 2024 to 7.75% for FPE 2025, mainly due to higher PBT margin for FPE 2025, as explained above, and lower tax expenses for FPE 2025, as explained in Section 11.2.2(i) above.

11.2.3 Impact of foreign exchange rates, interest rates and/or commodity prices**(a) Impact of foreign exchange rates**

Our proportions of sales and purchases transactions denominated in local and foreign currencies are as follows:

	FYE 2021		FYE 2022		FYE 2023	
	RM'000	%	RM'000	%	RM'000	%
Sales denominated in:						
(i) RM	23,792	62.32	11,715	32.53	5,589	16.48
(ii) USD	14,387	37.68	24,295	67.47	16,543	48.79
(iii) RMB	-	-	-	-	11,777	34.73
	38,179	100.00	36,010	100.00	33,909	100.00
Purchases denominated in:						
(i) RM	17,918	97.17	16,000	99.81	20,500	98.98
(ii) USD	521	2.83	30	0.19	211	1.02
	18,439	100.00	16,030	100.00	20,711	100.00

11. FINANCIAL INFORMATION (Cont'd)

	FYE 2024		FPE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%
Sales denominated in:						
(i) RM	9,548	23.98	2,340	20.19	2,443	29.71
(ii) USD	10,917	27.41	4,921	42.47	697	8.47
(iii) RMB	19,358	48.61	4,327	37.34	5,084	61.82
	39,823	100.00	11,588	100.00	8,224	100.00
Purchases denominated in:						
(i) RM	15,758	98.15	4,385	100.00	2,572	98.17
(ii) USD	277	1.73	-	-	-	-
(iii) RMB	20	0.12	-	-	48	1.83
	16,055	100.00	4,385	100.00	2,620	100.00

We are exposed to transactional currency exposure as 37.68%, 67.47%, 84.61%, 76.02%, 79.81% and 70.29% of our total revenue were denominated in USD and RMB for FYE 2021, 2022, 2023 and 2024 as well as FPE 2024 and 2025, respectively. In addition, 2.83%, 0.19%, 1.02%, 1.85% and 1.83% of our purchases were denominated in USD and RMB for FYE 2021, 2022, 2023 and 2024 as well as FPE 2025, respectively.

An appreciation of the RM against the USD may adversely affect our financial performance and our GP margin. If the USD significantly appreciates against the RM, we will record a higher revenue and higher cost of sales in RM after conversion. Conversely, if the USD significantly depreciates against the RM, we will record a lower revenue and lower cost of sales in RM after conversion.

For the Financial Periods Under Review, our gains and losses from foreign exchange fluctuations are as follows:

	Audited		
	FYE 2021	FYE 2022	FYE 2023
	RM'000	RM'000	RM'000
Realised gain/(loss) on foreign exchange	13	(362)	(355)
Unrealised gain on foreign exchange	10	256	177
Net gain/(loss)	23	(106)	(178)
	Audited	Unaudited	Audited
	FYE 2024	FPE 2024	FPE 2025
	RM'000	RM'000	RM'000
Realised loss on foreign exchange	(64)	31	72
Unrealised gain on foreign exchange	(20)	~	(25)
Net loss	(84)	31	47

Note:

~ Less than RM1,000.

11. FINANCIAL INFORMATION (Cont'd)

We currently do not have a formal policy with respect to our foreign exchange transactions. Exposure on foreign exchange is monitored on an ongoing basis, and our Group endeavours to keep the net exposure at an acceptable level.

Our Group does not hedge our exposure to fluctuation in foreign currency exchange rates. As at LPD, we have not entered into any foreign currency contracts. As such, we are subject to foreign exchange fluctuation risk for the revenue from our foreign sales and purchases from our foreign suppliers. A depreciation of the RM against the USD will lead to higher revenue and higher cost of sales for our Group.

(b) Impact of interest rates

Interest coverage ratio measures the number of times a company can make its interest payments with its EBIT. Our interest coverage ratio for the Financial Periods Under Review is as follows:

	Audited		
	FYE 2021	FYE 2022	FYE 2023
	RM'000	RM'000	RM'000
EBIT	8,783	9,269	12,924
Finance costs	325	303	260
Interest coverage ratio (times) ⁽¹⁾	27.03	30.59	49.71

	Audited	Unaudited	Audited
	FYE 2024	FPE 2024	FPE 2025
	RM'000	RM'000	RM'000
EBIT	10,844	1,237	1,117
Finance costs	295	66	78
Interest coverage ratio (times) ⁽¹⁾	36.76	18.74	14.32

Note:

- (1) Computed based on EBIT over finance costs for the Financial Periods Under Review.

Our interest coverage ratios range from 14.32 times to 49.71 times for the Financial Periods Under Review, indicating that our Group has been able to generate sufficient profits from operations to meet our interest serving 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 our borrowings and our finance costs, which may have an adverse effect on the performance of our Group.

(c) Impact of commodity prices

During the Financial Periods Under Review, the fluctuations in commodity prices did not have any material negative impact on our business operations and financial performance.

11. FINANCIAL INFORMATION (Cont'd)

There can be no assurance that our financial performance will not be adversely affected by the impact of commodity prices moving forward. Any significant increase in costs of sales in the future may adversely affect our operations and performance in the event where we are unable to pass on higher costs to our customers through an increase in selling prices.

11.2.4 Impact of inflation

During the Financial Periods Under Review, our financial performance was not materially affected by inflation. However, there is no assurance that our financial performance will not be adversely affected by inflation moving forward. Any significant increase in our costs of sales in the future may adversely affect our operations and performance if we are unable to pass on the higher costs to our customers through an increase in selling prices.

11.2.5 Impact of Government, economic, fiscal or monetary policies

There were no government, economic, fiscal or monetary policies or factors which had materially affected our operations 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 materially affect our operations are set out in Section 8 of this Prospectus.

11.3 LIQUIDITY AND CAPITAL RESOURCES

11.3.1 Working capital

We finance our operations with cash generated from operations, credit extended by trade payables and/or financial institutions as well as cash and bank balances. Our facilities from financial institutions comprise term loans, hire purchases and bank guarantees.

Our Board is confident that our working capital will be sufficient for our existing and foreseeable requirements for a period of 12 months from the date of this Prospectus, taking into consideration the following:

- (a) Our cash and cash equivalents of approximately RM4.25 million as at LPD;
- (b) Our expected future cash flows from our operations;
- (c) Our total banking facilities as at LPD of RM27.64 million (excluding hire purchase and lease liabilities), of which RM17.71 million have been utilised; and
- (d) Our pro forma gearing level of 0.39 times, based on our pro forma statements of financial position as at 31 March 2025 after the Acquisitions, IPO and utilisation of proceeds.

We carefully consider our cash position and ability to obtain further financing before making significant capital commitments.

11. FINANCIAL INFORMATION (Cont'd)**11.3.2 Review of cash flows**

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Net cash from operating activities	8,134	7,210	2,614	8,801	480
Net cash (for)/from investing activities	(700)	145	(1,896)	(1,399)	295
Net cash for financing activities	(6,900)	(4,272)	(1,651)	(7,950)	(434)
Net increase/(decrease) in cash and cash equivalents	534	3,083	(933)	(548)	341
Cash and cash equivalents at the beginning of the financial year/period	1,125	1,659	4,742	3,809	3,261
Cash and cash equivalents at the end of the financial year/period	1,659	4,742	3,809	3,261	3,602
Cash and cash equivalents at end of the financial year/period comprise:					
Fixed deposits with licensed banks	55	1,850	61	20	20
Cash and bank balances	1,659	2,947	3,768	3,261	3,602
	1,714	4,797	3,829	3,281	3,622
Less: Fixed deposits with tenure of more than 3 months	(55)	(55)	(20)	(20)	(20)
	1,659	4,742	3,809	3,261	3,602

FYE 2021**Net cash for operating activities**

For FYE 2021, our Group recorded a net operating cash inflows of RM8.13 million. We collected RM38.34 million mainly from the following:

- (a) RM38.28 million from our customers;
- (b) rental income of RM0.03 million received; and
- (c) interest received of RM0.03 million from fixed deposits and banks.

The above collections were partially offset by cash payments of RM30.21 million in respect of the following:

- (a) payment of RM19.83 million to our suppliers;
- (b) payment for staff costs and other operating expenses of RM10.15 million; and
- (c) income tax paid of RM0.23 million.

11. FINANCIAL INFORMATION (Cont'd)**Net cash for investing activities**

For FYE 2021, our Group recorded a net cash outflow of RM0.70 million from investing activities, mainly attributable to the purchase of PPE of RM0.70 million, comprising mainly plant and machinery of RM0.41 million, motor vehicles of RM0.13 million, farm equipment of RM0.07 million and farm renovation of RM0.05 million for our business operations.

Net cash for financing activities

For FYE 2021, our Group recorded a net cash outflow of RM6.90 million from financing activities, mainly attributable to the following:

- (a) interest paid of RM0.33 million, mainly for term loans, lease liabilities and hire purchases;
- (b) dividend paid of RM1.50 million to the shareholders of Camaroe Aquaculture;
- (c) repayments of lease liabilities of RM0.46 million, hire purchases of RM0.13 million and term loans of RM2.64 million; and
- (d) net repayments to directors of RM1.84 million.

FYE 2022**Net cash for operating activities**

For FYE 2022, our Group recorded a net operating cash inflows of RM7.21 million. We collected RM42.98 million mainly from the following:

- (a) RM37.57 million from our customers;
- (b) other income of RM5.37 million received, mainly from the insurance compensation received during FYE 2022 in relation to the one-off flood incident in December 2021; and
- (c) interest received of RM0.04 million from fixed deposits and banks.

The above collections were partially offset by cash payments of RM35.77 million in respect of the following:

- (a) payment of RM22.43 million to our suppliers;
- (b) payment for staff costs and other operating expenses of RM12.51 million; and
- (c) income tax paid of RM0.83 million.

Net cash for investing activities

For FYE 2022, our Group recorded a net cash inflow of RM0.15 million from investing activities, mainly attributable to the proceeds from disposal of PPE of RM1.84 million, mainly pertaining to the disposal of a freehold land located at Jelebu, Negeri Sembilan to a third party.

The above cash inflow was partially offset by the purchase of PPE of RM1.69 million, comprising mainly motor vehicles of RM0.28 million, farm and breeding pond of RM0.74 million, farm equipment of RM0.44 million as well as plant and machinery of RM0.19 million for our business operations.

11. FINANCIAL INFORMATION (Cont'd)**Net cash for financing activities**

For FYE 2022, our Group recorded a net cash outflow of RM4.27 million from financing activities, attributable to the net effects of the following:

- (a) interest paid of RM0.30 million, mainly for term loans, lease liabilities and hire purchases;
- (b) proceeds from issuance of ordinary shares of RM0.43 million, from shareholders;
- (c) dividend paid of RM3.00 million to the shareholders of Camaroe Aquaculture;
- (d) drawdowns of term loans of RM4.40 million for working capital purposes;
- (e) repayments of lease liabilities of RM0.56 million, hire purchases of RM0.27 million and term loans of RM4.41 million; and
- (f) net repayments to directors of RM0.56 million.

FYE 2023**Net cash for operating activities**

For FYE 2023, our Group recorded a net operating cash inflows of RM2.61 million. We collected RM32.07 million mainly from the following:

- (a) RM31.57 million from our customers;
- (b) other income of RM0.47 million received, mainly pertaining to the balance of total insurance claimed for the one-off flood incident in December 2021; and
- (c) interest received of RM0.03 million from fixed deposits and banks.

The above collections were partially offset by cash payments of RM29.46 million in respect of the following:

- (a) payment of RM16.91 million to our suppliers;
- (b) payment for staff costs and other operating expenses of RM12.13 million; and
- (c) income tax paid of RM0.42 million.

Net cash for investing activities

For FYE 2023, our Group recorded a net cash outflow of RM1.90 million from investing activities, mainly due to the purchase of PPE of RM1.94 million, comprising mainly a leasehold agriculture land of RM1.30 million located at Ijuk, Kuala Selangor for investment purposes, farm equipment of RM0.29 million, plant and machinery of RM0.21 million and motor vehicles of RM0.04 million for our business operations.

The above cash outflow was partially offset by the proceeds from disposal of PPE of RM0.04 million, mainly in relation to motor vehicles.

11. FINANCIAL INFORMATION (Cont'd)**Net cash for financing activities**

For FYE 2023, our Group recorded a net cash outflow of RM1.65 million from financing activities, mainly due to the net effects of the following:

- (a) interest paid of RM0.26 million, mainly for term loans, lease liabilities and hire purchases;
- (b) dividend paid of RM3.00 million to the shareholders of Camaroe Aquaculture;
- (c) drawdowns of term loans of RM1.93 million for working capital purposes;
- (d) repayments of lease liabilities of RM0.53 million, hire purchases of RM0.28 million and term loans of RM0.88 million; and
- (e) net advances from directors of RM1.33 million, mainly for working capital purposes.

FYE 2024**Net cash for operating activities**

For FYE 2024, our Group recorded a net operating cash inflow of RM8.80 million. We collected RM40.94 million from the following:

- (a) RM40.83 million from our customers;
- (b) other income of RM0.10 million received, pertaining to the rental income and insurance claimed; and
- (c) interest received of RM0.01 million from fixed deposits and banks.

The above collections were partially offset by cash payments of RM32.14 million in respect of the following:

- (a) payment of RM17.91 million to our suppliers;
- (b) payment for staff costs and other operating expenses of RM12.45 million; and
- (c) income tax paid of RM1.78 million.

Net cash for investing activities

For FYE 2024, our Group recorded a net cash outflow of RM1.40 million from investing activities, mainly due to the purchase of PPE, comprising mainly deposit paid for the acquisition of Bukit Raja Land of RM1.03 million, plant and machinery of RM0.16 million, farm equipment of RM0.15 million, computer and software of RM0.05 million as well as furniture and fittings of RM0.01 million for our business operations.

11. FINANCIAL INFORMATION (Cont'd)**Net cash for financing activities**

For FYE 2024, our Group recorded a net cash outflow of RM7.95 million from financing activities, mainly due to the net effects of the following:

- (a) interest paid of RM0.30 million, mainly for term loans, lease liabilities and hire purchases;
- (b) dividend paid of RM6.00 million to the shareholders of Camaroe Aquaculture;
- (c) drawdowns of term loan of RM4.49 million for working capital purposes;
- (d) repayments of lease liabilities of RM0.49 million, hire purchases of RM0.29 million and term loans of RM2.78 million; and
- (e) net repayments to a director of RM2.58 million.

FPE 2025**Net cash for operating activities**

For FPE 2025, our Group recorded a net operating cash inflow of RM0.48 million. We collected RM7.80 million from the following:

- (a) RM7.60 million from our customers;
- (b) other income of RM0.13 million, pertaining to the rental income, insurance claimed, deposits forfeited and goods and services tax refunded;
- (c) tax refunded of RM0.06 million; and
- (d) interest received of RM0.01 million from fixed deposits and banks.

The above collections were partially offset by cash payments of RM7.32 million in respect of the following:

- (a) payment of RM3.86 million to our suppliers;
- (b) payment for staff costs and other operating expenses of RM3.00 million; and
- (c) income tax paid of RM0.46 million.

Net cash for investing activities

For FPE 2025, our Group recorded a net cash inflow of RM0.30 million from investing activities, mainly due to proceeds from disposal of assets classified as held for sale of RM0.40 million, pertaining to the disposal of Ijok Land.

The above cash inflow was partially offset by the purchase of PPE of RM0.12 million, comprising mainly capitalisation of progressive interest paid of RM0.09 million in relation to a term loan for the purchase of Bukit Raja Land and farm and breeding pond of RM0.03 million.

11. FINANCIAL INFORMATION (*Cont'd*)

Net cash for financing activities

For FPE 2025, our Group recorded a net cash outflow of RM0.43 million from financing activities, mainly due to the following:

- (a) interest paid of RM0.08 million, mainly for term loans, lease liabilities and hire purchases; and
- (b) repayments of lease liabilities of RM0.13 million, hire purchases of RM0.04 million and term loans of RM0.18 million.

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11. FINANCIAL INFORMATION (Cont'd)**11.3.3 Borrowings**

All of our borrowings are secured, interest-bearing and denominated in RM. Our total outstanding borrowings (excluding lease liabilities arising from right-of-use assets of RM1.16 million) as at 31 March 2025 stood at RM14.68 million, details of which are set out below:

	Purpose	Security	Tenure of the facility	Effective interest rate %	As at 31 March 2025 RM'000
Interest bearing short-term borrowings, payable within 1 year:					
Term loans	For purchase of properties and working capital purpose	(a) Joint and several guarantee by certain directors of our Company; (b) Syarikat Jaminan Pembiayaan Perniagaan (SJPP) with guarantee limit 80% of the financing; (c) Legal charge over the leasehold land and certain freehold land and buildings of our Group; and (d) Legal charge over the freehold buildings and leasehold building of our Group.	5 to 25 years	3.75 to 6.70	770
Hire purchases	To finance purchase of motor vehicles as well as plant and machinery	Legal charge over the motor vehicles as well as plant and machinery	2 to 4 years	4.20 to 5.16	55
					825

11. FINANCIAL INFORMATION (Cont'd)

	Purpose	Security	Tenure of the facility	Effective interest rate %	As at 31 March 2025 RM'000
Interest bearing long-term borrowings, payable after 1 year:					
Term loans	For purchase of properties and working capital purpose	(a) Joint and several guarantee by certain directors of our Company; (b) Syarikat Jaminan Pembiayaan Perniagaan (SJPP) with guarantee limit 80% of the financing; (c) Legal charge over the leasehold land and certain freehold land and buildings of our Group; and (d) Legal charge over the freehold buildings and leasehold building of our Group.	5 to 25 years	3.75 to 6.70	13,857
Total borrowings					13,857
					14,682

Gearing (times)

After Acquisitions but before IPO and utilisation of proceeds⁽¹⁾

0.52

After Acquisitions, IPO and utilisation of proceeds⁽²⁾

0.39

Notes:

- (1) Computed based on our pro forma equity attributable to the owners of our Company of RM28.01 million in the pro forma statements of financial position after the Acquisitions, but before IPO and utilisation of proceeds.
- (2) Computed based on our pro forma equity attributable to the owners of our Company of RM37.97 million in the pro forma statements of financial position after the Acquisitions, IPO and utilisation of proceeds.

11. FINANCIAL INFORMATION (Cont'd)

Separately, we have also recognised the following lease liabilities on the right-of-use assets, which are denominated in RM:

	Purpose	Tenure	As at 31 March 2025 RM'000
Lease liabilities payable within 1 year	Rental of aquaculture lands as well as factory and industrial land	Lease of 6 to 10 years, with an option to renew the lease after that date	451
Lease liabilities payable after 1 year	Rental of aquaculture lands as well as factory and industrial land	Lease of 6 to 10 years, with an option to renew the lease after that date	705
			<u>1,156</u>

As at LPD, we do not have any borrowings which are non-interest bearing and/or in foreign currency.

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 LPD.

As at LPD, our Group is not 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 clawback or reduction in the facilities limit granted to us by our lenders.

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11. FINANCIAL INFORMATION (*Cont'd*)

11.3.4 Types of financial instruments used, treasury policies and objectives

As at LPD, save as disclosed in Section 11.3.3 above, we do not have nor utilise any other financial instruments. We finance our operations mainly through cash generated from our operations, credit extended by our suppliers and external sources of funds which mainly comprise borrowings. The principal usages of these bank borrowings are for working capital as well as the purchase of motor vehicles, land as well as plant and machinery.

Save for our hire purchase and certain term loans which carry fixed interest rates, other borrowings bear variable interest rates based on the bank's base lending rate plus or minus a rate, which varies depending on the different types of bank facilities.

Our Group does not hedge our exposure to fluctuation in foreign currency exchange rates. As at LPD, we have not entered into any foreign exchange contracts.

11.3.5 Material capital commitments

As at LPD, save for the planned capital expenditures as disclosed in Section 4.9(i) as well as the acquisition of Lot 26430 and Lot 26431 as disclosed in Section 6.1.4 of this Prospectus as well as balance of the purchase consideration for the acquisition of Bukit Raja Land of RM2.57 million, we do not have any other material capital commitments.

11.3.6 Material litigation

As at the LPD, saved as disclosed below, we are not engaged in any material litigation, claim or arbitration either as plaintiff or defendant and there is no proceeding pending or threatened or any fact likely to give rise to any proceeding, which might materially or adversely affect our position or results:

Kuala Lumpur High Court Suit No. WA-22NCC-322-05/2025

Hui Hin Aquaculture ("**Plaintiff**") issued a letter of demand dated 17 July 2024 to Wynntech Star ("**Defendant**"), seeking full payment of RM1,352,624.62 for goods (specifically shrimps) allegedly supplied and delivered between 2 January 2019 and 23 December 2019. In response, on 14 August 2024, Wynntech Star's solicitors requested complete supporting documentation relating to the transactions. The Plaintiff's solicitors replied on 8 October 2024, enclosing partial documentation.

On 21 May 2025, Hui Hin Aquaculture commenced legal proceedings against Wynntech Star in the Kuala Lumpur High Court ("**Court**") via Suit No. WA-22NCC-322-05/2025, by way of Writ of Summons dated 21 May 2025 and Statement of Claim dated 20 May 2025 (collectively, the "**WSOC**"). The Plaintiff's claim is premised on 26 unsigned invoices for shrimp allegedly supplied to the Defendant, totalling a principal sum of RM1,352,624.62. The Plaintiff further claims:

- (a) interest of RM1,386,269.61 (as at 31 March 2025); and
- (b) ongoing late payment charges of 1.5% per month on the principal sum from 1 April 2025 until full settlement.

The underlying transactions were structured such that the Plaintiff would deliver processed shrimps (via Ho Chuan Sea Products Sdn Bhd) to the Defendant, who would then provide shrimp feed of equivalent value in exchange.

11. FINANCIAL INFORMATION (Cont'd)

The Defendant's solicitors have requested further documentation in support of the Plaintiff's claim, including signed invoices, purchase orders, delivery orders and bills of lading. To date, the Plaintiff has failed to provide complete documentation. Furthermore, the Plaintiff had previously issued three separate statements of account reflecting different outstanding balances, raising doubts over the accuracy of the claim.

Based on these discrepancies and omissions, Wynntech Star's solicitors are of the view that the Defendant has strong and meritorious grounds to defend the claim. However, they continue to analyse the documentation provided and will seek the remaining documents through the litigation process.

The estimated maximum financial exposure to Wynntech Star, should the Plaintiff succeed in full, is RM1,538,894.23, comprising the claimed amounts and estimated legal costs (RM50,000.00 payable to the Plaintiff and RM100,000.00 in Defendant's legal fees). If the Plaintiff's claim is dismissed, the Plaintiff may be ordered to pay RM50,000.00 in costs to the Defendant, while Wynntech Star would still incur its own legal fees of approximately RM100,000.00.

At the last case management on 25 June 2025, the Court directed as follows:

- (a) the Defendant to file its defence by 9 July 2025;
- (b) the Plaintiff to file its reply by 30 July 2025; and
- (c) both parties to file any interlocutory applications by 13 August 2025.

On 11 July 2025, the Defendant filed its defence and on 1 August 2025, the Plaintiff filed its reply to the said defence. The next case management is fixed for 22 August 2025.

11.3.7 Material contingent liabilities

As at LPD, there are no material contingent liabilities incurred by our Group, which upon becoming enforceable may have a material effect on our financial position.

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11. FINANCIAL INFORMATION (Cont'd)**11.4 KEY FINANCIAL RATIOS**

The key financial ratios of our Group for Financial Periods Under Review are as follows:

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
Trade receivables turnover (days) ⁽¹⁾	20	12	16	20	21
Trade payables turnover (days) ⁽²⁾	89	65	38	30	35
Inventory turnover (days) ⁽³⁾	53	49	108	126	129
Current ratio (times) ⁽⁴⁾	0.85	1.77	1.87	3.33	4.22
Gearing ratio (times) ⁽⁵⁾	0.37	0.25	0.22	0.54	0.52

Notes:

- (1) Computed based on the average trade receivables and net of allowances for impairment losses divided by revenue for the respective year/period, multiplied by 365 days, 365 days, 365 days, 366 days and 90 days for FYE 2021, FYE 2022, FYE 2023, FYE 2024 and FPE 2025, respectively. The closing trade receivables for FYE 2021 includes amount owing by related parties which is trade in nature of RM0.09 million.
- (2) Computed based on the average trade payables divided by cost of sales for the respective years/period, multiplied by 365 days, 365 days, 365 days, 366 days and 90 days for FYE 2021, FYE 2022, FYE 2023, FYE 2024 and FPE 2025, respectively. The closing trade payables include amount owing to related parties which is trade in nature of RM1.51 million, RM1.27 million and RM1.33 million for FYE 2021, 2022 and 2023, respectively.
- (3) Computed based on average inventory divided by cost of sales for the respective years/period, multiplied by 365 days, 365 days, 365 days, 366 days and 90 days for FYE 2021, FYE 2022, FYE 2023, FYE 2024 and FPE 2025, respectively.
- (4) Computed based on current assets divided by current liabilities as at the end of each financial year/period.
- (5) Computed based on total interest-bearing borrowings (excluding lease liabilities for right-of-use assets) divided by total equity as at the end of each financial year/period.

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11. FINANCIAL INFORMATION (Cont'd)**11.4.1 Trade receivables turnover**

Our trade receivables' turnover period (in days) for Financial Periods Under Review is as follows:

		Audited				
		FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
		RM'000	RM'000	RM'000	RM'000	RM'000
Opening	trade	2,211	1,961	314	2,642	1,637
receivables						
Closing	trade	1,961	314	2,642	1,637	2,264
receivables ⁽¹⁾						
Average	trade	2,086	1,138	1,478	2,140	1,951
receivables						
Revenue		38,179	36,010	33,909	39,823	8,224
Trade	receivables	20	12	16	20	21
turnover	period					
(days)						

Note:

- (1) Including amount owing by related parties which is trade in nature of RM0.09 million for FYE 2021.

The normal credit periods granted by our Group ranged from 1 to 60 days from the date of our invoice. Our credit terms to customers are assessed and approved on a case-by-case basis.

Our Group established policies on credit control involving comprehensive credit evaluations, setting up appropriate credit limits, ensuring the sales are made to customers with good credit history, and regular review of customers' outstanding balances and payment trends. Our Group considers the risk of material loss in the event of non-performance by the customers to be unlikely. Our Group uses ageing analysis to monitor the credit quality of the trade receivables.

Our Group applies the simplified approach to measure expected credit losses using a lifetime expected credit loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables (including related parties) have been grouped based on shared credit risk characteristics and the days past due.

Our Group measures the expected credit losses of certain major customers, trade receivables that are credit impaired and trade receivables with a high risk of default on individual basis.

The expected loss rates are based on the payment profiles of sales over 12 months before the reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates were not adjusted to reflect forward-looking information on macroeconomic factors affecting the ability of the trade receivables to settle their debts as our Group has not identified any forward-looking assumptions which correlate to the historical loss rates.

Our trade receivables turnover period for FYE 2021, 2022, 2023, 2024 and FPE 2025 were 20 days, 12 days, 16 days, 20 days and 21 days, respectively, which were within our credit terms period. Therefore, our Group is not subject to a significant concentration of credit risk.

11. FINANCIAL INFORMATION (Cont'd)

Our trade receivables turnover period decreased from 20 days for FYE 2021 to 12 days for FYE 2022, mainly attributable to improved collections from our customers during FYE 2022 resulting from our continuous effort to improve our credit control monitoring process. Higher trade receivables turnover period in FYE 2021 was mainly due to slower collections from our customers during COVID-19 pandemic.

Our trade receivables turnover period increased from 12 days for FYE 2022 to 16 days for FYE 2023, mainly attributable to increase in trade receivables as higher sales made towards the end of FYE 2023.

Despite the decrease in our trade receivables at the end of FYE 2024, our average trade receivables turnover period increased from 16 days for FYE 2023 to 20 days for FYE 2024, mainly attributable to the higher average trade receivables balances for FYE 2024 as a result of higher sales made towards the end of FYE 2023 which were carried forward to FYE 2024 and received during FYE 2024.

Our trade receivables turnover period of 20 days for FYE 2024 and 21 days for FPE 2025 were fairly consistent.

The ageing analysis of our trade receivables as at 31 March 2025 is as follows:

	Trade receivables as at 31 March 2025		Collection from 1 April 2025 to LPD	Balance trade receivables as at LPD
	RM'000	Percentage of trade receivables	RM'000	RM'000
	(a)	(a)/total of (a)	(b)	(c) = (a)-(b)
Neither past due nor impaired	2,029	89.62	2,029	-
Past due but not impaired:				
- less than 30 days	235	10.38	235	-
- 31 to 60 days	-	-	-	-
- over 60 days	-	-	-	-
	2,264	100.00	2,264	-

As at LPD, we have fully collected our trade receivables balance as at 31 March 2025.

Our net (impairment losses)/reversal of impairment losses on trade receivables and bad debts written off for Financial Periods Under Review are as follows:

	Audited		
	FYE 2021	FYE 2022	FYE 2023
	RM'000	RM'000	RM'000
Trade receivables:-			
- impairment losses ⁽¹⁾	(419)	(24)	(141)
- reversal of impairment losses ⁽²⁾	242	608	264
Bad debts written off ⁽³⁾	-	158	40

11. FINANCIAL INFORMATION (Cont'd)

	Audited	Unaudited	Audited
	FYE 2024	FPE 2024	FPE 2025
	RM'000	RM'000	RM'000
Trade receivables:-			
- impairment losses ⁽¹⁾	(26)	(15)	(73)
- reversal of impairment losses ⁽²⁾	104	108	5
Bad debts written off ⁽³⁾	-	-	-

Notes:

- (1) Being general impairment losses on trade receivables. No specific impairment losses on individual trade receivables.
- (2) Being reversal of general impairment losses on trade receivables.
- (3) Bad debt written off were due to outstanding trade debts that had no reasonable expectation of recovery, i.e. when the customers are not contactable and/or had been wound up.

11.4.2 Trade payables turnover

Our trade payables' turnover period (in days) for Financial Periods Under Review is as follows:

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Opening trade payables	7,091	6,153	2,538	2,174	2,269
Closing trade payables ⁽¹⁾	6,153	2,538	2,174	2,269	1,922
Average trade payables	6,622	4,346	2,356	2,222	2,096
Cost of sales	27,242	24,421	22,622	26,802	5,444
Trade payables turnover period (days)	89	65	38	30	35

Note:

- (1) Including amount owing to related parties which is trade in nature of RM1.51 million, RM1.27 million and RM1.33 million for FYE 2021, 2022 and 2023, respectively. For avoidance of doubt, there were no amounts owing to related parties that are trade in nature for FYE 2024 and FPE 2025.

Trade payables comprise amounts outstanding for trade purchases, such as live black tiger prawns, feeds, post-larvae and pond treatments. The credit terms granted to our Group for trade purchases ranged from 1 to 180 days. To maintain good relationship with our suppliers, we will settle the amount outstanding to our suppliers as they fall due.

Our trade payables turnover period for FYE 2021, 2022, 2023, 2024 and FPE 2025 were 89 days, 65 days, 38 days, 30 days and 35 days, respectively.

Our trade payables turnover period decreased further from 89 days for FYE 2021 to 65 days for FYE 2022, mainly attributable to decrease in trade payables as lower purchases made towards the end of FYE 2022.

11. FINANCIAL INFORMATION (Cont'd)

Our trade payables turnover period decreased further from 65 days for FYE 2022 to 38 days for FYE 2023, mainly attributable to decrease in trade payables as lower purchases made towards the end of FYE 2023.

Despite the increase in our trade payables at the end of FYE 2024, our trade payables turnover period decreased from 38 days for FYE 2023 to 30 days for FYE 2024, mainly attributable to the lower average trade payables balances for FYE 2024 as a result of lower purchases made towards the end of FYE 2023 which were carried forward to FYE 2024 and paid during FYE 2024.

Our trade payables turnover period of 30 days for FYE 2024 and 35 days for FPE 2025 were both within our credit terms.

The ageing analysis of our trade payables as at 31 March 2025 is as follows:

	Trade payables as at 31 March 2025	Payment from 1 April 2025 to LPD	Balance trade payables as at LPD
	RM'000	RM'000	RM'000
	Percentage of trade payables (a)/total of (a)		(c) = (a)-(b)
Within credit period	1,787	1,461	326
Exceeding credit period:			
- 1 to 30 days	135	135	-
- 31 to 60 days	-	-	-
- More than 60 days	-	-	-
	135	135	-
	1,922	1,596	326

As at LPD, we have settled RM1.60 million or 83.33% of the total trade payables as at 31 March 2025. The remaining balances of RM0.32 million which are within the credit period have yet to be settled as at LPD.

As at LPD, we do not have any material disputes in respect of our trade payables and no material legal proceedings to demand for payment have been initiated by our suppliers against us.

11.4.3 Inventory turnover

Our inventory turnover period (in days) for Financial Periods Under Review is as follows:

	Audited				
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Opening inventories	4,485	3,393	3,188	10,240	8,248
Closing inventories	3,393	3,188	10,240	8,248	7,343
Average inventories	3,939	3,291	6,714	9,244	7,796
Cost of sales	27,242	24,421	22,622	26,802	5,444
Inventory turnover period (days)	53	49	108	126	129

Our inventories comprise frozen black tiger prawns and packing materials.

11. FINANCIAL INFORMATION (Cont'd)

Our inventory turnover for FYE 2021, FYE 2022, FYE 2023, FYE 2024 and FPE 2025 was 53 days, 49 days, 108 days, 126 days and 129 days, respectively.

Our inventory turnover period decreased from 53 days for FYE 2021 to 49 days for FYE 2022, mainly attributable to decrease in packaging materials as a result of switching suppliers to lower cost suppliers as well as using customers' own packaging for the sale of frozen black tiger prawn.

Our inventory turnover period increased from 49 days for FYE 2022 to 108 days for FYE 2023, mainly attributable to increase in raw materials as our Group kept more black tiger prawns in stock to cater for the anticipated increase in orders of frozen black tiger prawns from our customers in the coming months.

Despite the decrease in our closing inventories at the end of FYE 2024, our inventory turnover period increased from 108 days for FYE 2023 to 126 days for FYE 2024, mainly attributable to the higher unsold frozen black tiger prawns as at the end of FYE 2023, which were carried forward to FYE 2024 and consumed during FYE 2024.

Despite the decrease in our closing inventories at the end of FPE 2025, our inventory turnover period increased from 126 days for FYE 2024 to 129 days for FPE 2025, primarily due to the decrease in revenue in FPE 2025 as explained in Section 11.2.2(a) above.

We review our inventories on a product-by-product and aging basis during periodic stock count and we make allowances for damaged, obsolete and slow-moving inventories, when necessary. Management estimates the net realisable value for such inventory items based primarily on the current market conditions. Generally, the commercial shelf life of our frozen black tiger prawns is up to 24 months. For frozen black tiger prawns exceeding 24 months, management will assess whether they are damaged, obsolete or slow-moving inventory and, if necessary, write down their value to net realisable value to encourage sales through discounts.

Our inventories slow-moving, inventories written off and inventories written for Financial Periods Under Review are as follows:

	Audited		
	FYE 2021	FYE 2022	FYE 2023
	RM'000	RM'000	RM'000
Slow moving inventories ⁽¹⁾	985	-	-
Inventories written down ⁽²⁾	50	-	110
Inventories write off ⁽³⁾	-	4,451	-
	Audited	Unaudited	Audited
	FYE 2024	FPE 2024	FPE 2025
	RM'000	RM'000	RM'000
Slow moving inventories ⁽¹⁾	-	-	-
Inventories written down ⁽²⁾	-	-	-
Inventories write off ⁽³⁾	28	-	12

Notes:

- (1) Slow moving inventories in FYE 2021 were mainly due to lower grade live tiger prawns left as at year end which were subsequently sold off at a discount in the following financial year.

11. FINANCIAL INFORMATION (Cont'd)

- (2) Inventories written down to net realisable value as the net of selling price and cost associated with selling the inventories is lower than the historical cost.
- (3) In FYE 2022, the inventories written off were mainly due to damaged inventory due to one-off flood incident in December 2021. In FYE 2024 and FPE 2025, the inventories written off were mainly related to obsolete packing materials for Customer A, resulting from changes in food labelling standards in South Korea in FYE 2024 and FPE 2025.

11.4.4 Current ratio

Our current ratio for the Financial Periods Under Review is as follows:

	Audited				
	As at 31 December				As at 31 March
	2021	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Current assets	10,057	11,510	22,371	23,709	24,312
Current liabilities	11,788	6,518	11,965	7,111	5,756
Net current (liabilities)/assets	(1,731)	4,992	10,406	16,598	18,556
Current ratio (times)	0.85	1.77	1.87	3.33	4.22

Our current ratio ranges from 0.85 times to 4.22 times for the Financial Periods Under Review. Save for FYE 2021, this indicates that our Group can meet our current obligations as our current assets, such as inventories and trade receivables, which can be readily converted into cash, together with our fixed deposits and bank balances, are enough to meet immediate current liabilities.

Our current ratio increased from 0.85 times as at 31 December 2021 to 1.77 times as at 31 December 2022, mainly attributable to the net effects of the following:

- (a) decrease in trade receivables of RM1.56 million, mainly due to lower sales made towards the end of FYE 2022;
- (b) increase in fixed deposits with licensed banks of RM1.79 million, mainly due to higher placement of fixed deposits as at 31 December 2022;
- (c) increase in cash and bank balances of RM1.29 million, mainly due to the increase in funds generated from our operations, as explained in Section 11.3.2 above;
- (d) decrease in trade payables of RM3.37 million, mainly due to lower purchases made towards the end of FYE 2022; and
- (e) decrease in other payables and accruals of RM1.15 million, mainly due to the following:
 - (i) decrease in accruals of RM0.62 million, mainly due to rental payment made for Penor farm and Tanjung Karang Farm 3 as well as payment made for goods and services tax;
 - (ii) decrease in other payables of RM0.27 million, mainly due to decrease in rental of warehouse as lesser space rented; and
 - (iii) decrease in deposits received of RM0.26 million, mainly due to lower deposits received from customers.

11. FINANCIAL INFORMATION (Cont'd)

Our current ratio increased from 1.77 times as at 31 December 2022 to 1.87 times as at 31 December 2023, mainly attributable to the net effects of the following:

- (a) increase in biological assets of RM3.46 million, mainly due to higher live black tiger prawn were yet to be harvested for sales as at year end as well as higher purchase of feed as explained in Section 11.2.2(b) above;
- (b) increase in inventories of RM7.05 million (after excluding non-cash item, being inventories written down of RM0.11 million), mainly due to our Group's decision to increase our inventory levels for black tiger prawns to cater for the anticipated increased orders of frozen black tiger prawns from our customers in the forthcoming months;
- (c) increase in trade receivables of RM2.33 million, mainly due to higher sales made towards the end of FYE 2023;
- (d) decrease in fixed deposits with licensed banks of RM1.79 million, mainly due to withdrawal and lower placement of fixed deposits as at 31 December 2023;
- (e) increase in other payables and accruals of RM4.07 million, mainly due to the following:
 - (i) there was amount owing to shareholders of RM3.00 million, which was in relation to the dividend declared in FYE 2023, which were paid in FYE 2024;
 - (ii) increase in other payables of RM0.49 million, mainly because there was a full payment received from a customer, which was yet to be recognised as sales for FYE 2023, pending receipt of shipping documents. The document was subsequently received and sales was recognised on 8 January 2024;
 - (iii) increase in accruals of RM0.34 million, mainly due to higher accruals of staff-related costs; and
 - (iv) increase in deposits received of RM0.24 million, mainly due to higher deposits received from customers.
- (f) increase in advances from directors of RM1.34 million, mainly for working capital purposes

Our current ratio increased from 1.87 times as at 31 December 2023 to 3.33 times as at 31 December 2024, mainly attributable to the net effects of the following:

- (a) decrease in inventories of RM1.99 million, mainly due to higher raw materials consumed which increased in tandem with the increase in sales during the financial year;
- (b) decrease in trade receivables of RM1.01 million, mainly due to lower sales made towards the end of FYE 2024;
- (c) increase in other receivables, deposits and prepayments of RM4.66 million, mainly due to the following:
 - (i) increase in other receivables of RM2.39 million, mainly due to an amount receivable from SWL Enterprise for the Contract Farming Agreement; and
 - (ii) increase in prepayments of RM2.39 million, mainly due to prepayment of listing expenses in FYE 2024.

11. FINANCIAL INFORMATION (Cont'd)

- (d) decrease in other payables and accruals of RM2.76 million, mainly due to the decrease in amount owing to shareholders of RM3.00 million as dividend was fully paid in FYE 2024; and
- (e) decrease in amount owing by a director of RM2.58 million, mainly due to repayments made to a director during FYE 2024.

Our current ratio increased from 3.33 times as at 31 December 2024 to 4.22 times as at 31 March 2025, mainly attributable to the net effects of the following:

- (a) increase in amount owing by related party of RM1.04 million, pertaining to the remaining balance of the disposal consideration for the disposal of Ijok Land;
- (b) decrease in biological assets of RM1.24 million, mainly due to lower live black tiger prawns which were yet to be harvested for sales as at year end; and
- (c) decrease in other payables and accruals of RM0.86 million, mainly due to the net effect of the following:
 - (i) decrease in other payables of RM1.09 million, mainly due to payment made for listing expenses; and
 - (ii) increase in accruals of RM0.13 million, mainly due to higher accruals of staff-related costs and audit fees.

11.4.5 Gearing ratio

Our gearing ratio for the Financial Periods Under Review is as follows:

	Audited				
	As at 31 December				As at 31 March
	2021	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Total borrowings	3,924	4,077	4,927	14,909	14,682
Total equity	10,720	16,604	22,302	27,375	28,013
Gearing ratio (times) ⁽¹⁾	0.37	0.25	0.22	0.54	0.52

Note:

- (1) Computed based on total interest-bearing borrowings (excluding lease liabilities for right-of-use assets) over total equity as at the end of each financial year.

Our gearing ratio ranges from 0.22 times to 0.54 times for the Financial Periods Under Review.

Our gearing ratio decreased from 0.37 times as at 31 December 2021 to 0.25 times as at 31 December 2022, mainly attributable to the increase in total equity of RM5.88 million as a result of the increase in our Group's retained earnings arising from our PAT of RM8.46 million for FYE 2022, which was partially offset by the dividend declared and paid of RM3.00 million for FYE 2022.

11. FINANCIAL INFORMATION (Cont'd)

Our gearing ratio further decreased from 0.25 times as at 31 December 2022 to 0.22 times as at 31 December 2023, mainly attributable to the increase in total equity of RM5.70 million as a result of the increase in our Group's retained earnings arising from our PAT of RM11.70 million for FYE 2023, which was partially offset by the dividend declared and paid of RM6.00 million for FYE 2023.

Our gearing ratio increased from 0.22 times as at 31 December 2023 to 0.54 times as at 31 December 2024, mainly attributable to the increase in total borrowings of RM9.98 million primarily from the drawdowns of term loans for the purchase of Bukit Raja Land as well as for working capital purposes, which was partially offset by the increase in total equity of RM5.07 million as a result of the increase in our Group's retained earnings arising from our PAT for FYE 2024 and partially offset by the dividend declared and paid of RM3.00 million for FYE 2024.

Our gearing ratios of 0.54 times as at 31 December 2024 and 0.52 times as at 31 March 2025 were fairly consistent.

11.5 TREND INFORMATION

As at LPD, our financial performance, position and operations are not affected by any of the following:

- (a) 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, save as disclosed in this section, Sections 6 and 8 of this Prospectus;
- (b) material commitments for capital expenditure disclosed in Section 11.3.5 of this Prospectus;
- (c) 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 discussed in Sections 6 and 8 of this Prospectus;
- (d) known trends, demands, commitments, events or uncertainties that have resulted in a substantial increase in our Group's revenue, save for those that had been discussed in Sections 11.2 of this Prospectus; and
- (e) known trends, demands, commitments, events or uncertainties that are reasonably likely to make our historical combined financial statements not indicative of the future financial performance and position other than those disclosed in this section, Sections 6 and 8 of this Prospectus.

Our Board is optimistic about the future prospects of our Group given our competitive strengths as set out in Section 6.5.7 of this Prospectus, the outlook of the Black Tiger Prawn Farming and Processing Industry in Malaysia as set out in the IMR Report in Section 7 of this Prospectus and our commitment to implement the business strategies and future plans as set out in Section 6.7 of this Prospectus.

11. FINANCIAL INFORMATION (*Cont'd*)

11.6 ORDER BOOK

We do not have any long-term contracts (i.e. more than 12 months) with our customers. In addition, our sales are not transacted based on purchase orders from our customers as we generate our sales when we receive orders from our customers. As such, due to the nature of our business, we do not maintain an order book.

11.7 DIVIDEND POLICY

Our Group presently does not have any formal dividend policy and the declaration of dividends and other distribution are subject to the discretion of our Board. It is our Board's intention 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.

As we are a holding company, our ability to declare and pay dividends or make other distributions to our shareholders are dependent upon the dividends we receive from our subsidiaries, present and future. The payment of dividends by our subsidiaries is dependent upon various factors, including but not limited to, their distributable profits, financial performance, and cash flow requirements for operations and capital expenditures, as well as other factors that their respective boards of Directors deem relevant.

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:

- (a) the level of cash and level of indebtedness;
- (b) required and expected interest expense, cash flows, profits, return on equity and retained earnings;
- (c) our expected results of operations and future level of operations;
- (d) our projected levels of capital expenditure and other investment plans; and
- (e) the prior consent from our lenders, if any.

The payment and amount of any dividends or distributions to our shareholders will be at the discretion of our Board, and will depend on 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.

Subject to the Act, our Company, in a general meeting, may from time to time approve dividend or other distribution. However, no dividend or distribution shall be declared in excess of the amount recommended by our Board. Further, under the Act, our Company may not declare or pay dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that:

- (a) our Company is, or would after the payment be unable to pay its liabilities as they become due; or
- (b) the realisable value of our Company's assets would thereby be less than its liabilities.

11. FINANCIAL INFORMATION (Cont'd)

For Financial Periods Under Review and up to LPD, the dividends declared and paid are as follows :

	Audited					Unaudited
	FYE 2021	FYE 2022	FYE 2023	FYE 2024	FPE 2025	1 April 2025 up to LPD
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Dividends declared	1,500	3,000	⁽¹⁾ 6,000	3,000	-	-
Dividends paid	1,500	3,000	3,000	6,000	-	-

Note:

- (1) For the dividend declared of RM6.00 million for FYE 2023, RM3.00 million was paid in FYE 2023 and the remaining balance of RM3.00 million was paid in FYE 2024.

The dividends above were funded by 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.

As at LPD, there is no outstanding dividend declared and unpaid. Our Group does not intend to pay any dividends prior to our Listing.

No influence should or can be made from any of the above statements as to our actual future profitability or our ability to pay dividends in the future.

11.8 SIGNIFICANT CHANGES

There are no other significant changes since FPE 2025, being our most recent financial statements, which may have a material effect on the financial position and results of our Group.

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11. FINANCIAL INFORMATION (Cont'd)**11.9 CAPITALISATION AND INDEBTEDNESS**

The table below summarised our capitalisation and indebtedness as at 30 June 2025 and after adjusting for the effects of the Acquisitions, IPO and utilisation of proceeds.

	Unaudited	I	II	III
	As at 30 June 2025	After Acquisitions	After I and our IPO	After II and utilisation of proceeds
	RM'000	RM'000	RM'000	RM'000
Capitalisation				
Shareholders' equity	30,405	30,405	44,265	40,365
Total capitalisation	30,405	30,405	44,265	40,365
Indebtedness⁽¹⁾				
Current				
Term loans	781	781	781	781
Hire purchase payables	21	21	21	21
Lease liabilities for right-of-use assets	379	379	379	379
Non-current				
Term loans	15,342	15,342	15,342	15,342
Lease liabilities for right-of-use assets	647	647	647	647
Total indebtedness	17,170	17,170	17,170	17,170
Total capitalisation and indebtedness	47,575	47,575	61,435	57,535
Gearing ratio (times)⁽²⁾	0.53	0.53	0.36	0.40

Notes:

- (1) All of our indebtedness are secured and/or guaranteed except for lease liabilities which are unsecured and unguaranteed.
- (2) Calculated based on total indebtedness (excluding lease liabilities) divided by the total capitalisation.

12. ACCOUNTANTS' REPORT

Camaroe Berhad
(Incorporated in Malaysia)
Registration No: 202401000131 (1545982-M)

**Accountants' Report on the
Financial Information**

12. ACCOUNTANTS' REPORT (*Cont'd*)



14 AUG 2025

The Board of Directors

Camaroe Berhad

28, 30 & 32, Jalan Meru Indah 20

Taman Perindustrian Meru Indah

42200 Kapar, Selangor.

Crowe Malaysia PLT

201906000005 (LLP0018817-LCA) & AF 1018

Chartered Accountants

Level 16, Tower C, Megan Avenue II

12, Jalan Yap Kwan Seng

50450 Kuala Lumpur

Malaysia

Main +6 03 2788 9999

www.crowe.my

Dear Sirs/Madam,

REPORTING ACCOUNTANTS' OPINION ON THE FINANCIAL INFORMATION CONTAINED IN THE ACCOUNTANTS' REPORT OF CAMAROE BERHAD ("CAMAROE" OR "THE COMPANY")

OPINION

We have audited the financial information of Camaroe, Wynntech Star Sdn Bhd, WTU Aqua Sdn Bhd, Camaroe Aquaculture Sdn Bhd and Farmerex Sdn Bhd. (collectively referred to as "the Group") which comprise the combined statements of financial position as at 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and 31 March 2025 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 the Group for each of the financial years ended ("FYE") 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and for the 3-month financial period ended ("FPE") 31 March 2025, and notes to the combined financial statements, including a summary of material accounting policy information as set out on page 4 to 115.

This historical financial information has been prepared for inclusion in the prospectus of Camaroe in connection with the listing of and quotation for the entire issued share capital of Camaroe on the ACE Market of Bursa Malaysia Securities Berhad ("the Prospectus"). This report is required by the Prospectus Guidelines issued by the Securities Commission Malaysia ("the Guidelines") and is given for the purpose of complying with Prospectus Guidelines and for no other purpose.

In our opinion, the combined financial information gives a true and fair view of the financial positions of the Group as at 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and 31 March 2025 and of their financial performance and their cash flows for each of the financial years ended 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and for the financial period ended 31 March 2025 in accordance with the Malaysian Financial Reporting Standards and the IFRS Accounting 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 Accountant's 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.

Independence and Other Ethical Responsibilities

We are independent of the Group 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.

Page 1

12. ACCOUNTANTS' REPORT (Cont'd)**DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL INFORMATION**

The Directors of the Group are responsible for the preparation of the financial information of the Group that gives a true and fair view in accordance with Malaysian Financial Reporting Standards and IFRS Accounting Standards. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial information that are free from material misstatement, whether due to fraud or error.

In preparing the financial information of the Group, the Directors are responsible for assessing the Group's 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 Group or to cease operations, or have no realistic alternative but to do so.

REPORTING ACCOUNTANTS' RESPONSIBILITY FOR THE AUDIT OF FINANCIAL INFORMATION

Our objectives are to obtain reasonable assurance about whether the financial information of the Group 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.

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 combined financial statements of the Group, 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 Group's 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 Group's 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 Group 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 Group to cease to continue as a going concern.

12. ACCOUNTANTS' REPORT (*Cont'd*)



REPORTING ACCOUNTANTS' RESPONSIBILITY FOR THE AUDIT OF FINANCIAL INFORMATION (CONT'D)

- Evaluate the overall presentation, structure and content of the financial information of the Group, including the disclosures, and whether the financial information of the Group represents the underlying transactions and events in a manner that achieves fair presentation.

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.

OTHER MATTERS

The comparative information in respect of the combined statements of profit or loss and other comprehensive income, combined statements of changes in equity, combined statements of cash flows and related notes to the combined financial statements of the Group for the 3-month financial period ended 31 March 2024 have not been audited.

RESTRICTION ON DISTRIBUTION AND USE

This report is made solely to the Group for inclusion in the prospectus of Camaroe in connection with the listing of and quotation for the entire enlarged issued shares of Camaroe on the ACE Market of Bursa Malaysia Securities Berhad. As such, this report should not be used for any other purpose 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 report contrary to the aforesaid purpose.

A handwritten signature in black ink, appearing to read "Onnu".

Crowe Malaysia PLT
201906000005 (LLP0018817-LCA) & AF 1018
Chartered Accountants

Kuala Lumpur

A handwritten signature in black ink, appearing to read "Lean Wei Ee".

Lean Wei Ee
03827/05/2026 J
Chartered Accountant

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****COMBINED STATEMENTS OF FINANCIAL POSITION**

For Identification Only


 Crowe Malaysia PLT
 201906000005 (LLP0018817-LCA) & AF 1018
 Chartered Accountants

		Audited 31.12.2021	Audited 31.12.2022	Audited 31.12.2023	Audited 31.12.2024	Audited 31.3.2025
	Note	RM	RM	RM	RM	RM
ASSETS						
NON-CURRENT ASSETS						
Property, plant and equipment	4	11,300,149	10,773,223	11,842,359	19,463,198	19,304,378
Investment properties	5	3,795,102	3,721,385	3,647,666	2,358,113	2,344,612
Right-of-use assets	6	2,200,122	2,377,496	1,801,095	1,117,388	1,000,114
Prepayment	7	232,222	85,556	120,000	340,000	330,000
Other investment	8	-	-	-	102,725	154,086
		17,527,595	16,957,660	17,411,120	23,381,424	23,133,190
CURRENT ASSETS						
Biological assets	9	1,560,016	600,864	4,065,362	4,285,899	3,050,995
Inventories	10	3,392,763	3,187,571	10,239,524	8,248,224	7,342,782
Trade receivables	11	1,869,379	313,660	2,642,389	1,636,601	2,263,599
Other receivables, deposits and prepayments	7	1,362,457	2,293,756	1,594,638	6,257,150	6,992,238
Amount owing by related parties	12	92,143	-	-	-	1,040,000
Amount owing by a director	13	24,407	-	-	-	-
Current tax assets		42,609	316,292	-	-	-
Fixed deposits with licensed banks	14	55,010	1,849,923	60,990	20,000	20,000
Cash and bank balances		1,658,557	2,947,265	3,767,957	3,260,760	3,602,162
		10,057,341	11,509,331	22,370,860	23,708,634	24,311,776
Assets classified as held for sale	15	-	-	-	2,504,760	1,220,764
		10,057,341	11,509,331	22,370,860	26,213,394	25,532,540
TOTAL ASSETS		27,584,936	28,466,991	39,781,980	49,594,818	48,665,730

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)**

For Identification Only



Crowe Malaysia PLT
201906000005 (LLP0018817-LCA) & AF 1018
Chartered Accountants

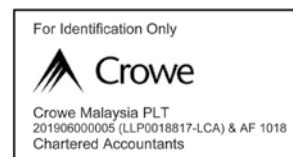
	Note	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
EQUITY AND LIABILITIES						
EQUITY						
Share capital	16	850,110	1,275,000	1,275,000	1,275,002	1,275,002
Retained profits		9,870,619	15,328,491	21,027,356	26,100,378	26,737,651
TOTAL EQUITY		10,720,729	16,603,491	22,302,356	27,375,380	28,012,653
NON-CURRENT LIABILITIES						
Lease liabilities	17	1,860,007	2,011,993	1,403,154	762,706	705,344
Hire purchase payables	18	284,631	340,190	103,819	-	-
Term loans	19	2,721,046	2,721,828	3,776,355	13,997,631	13,856,743
Deferred tax liabilities	20	210,000	271,000	232,000	348,109	335,176
		5,075,684	5,345,011	5,515,328	15,108,446	14,897,263
CURRENT LIABILITIES						
Trade payables	21	4,641,018	1,270,713	845,228	2,269,459	1,921,960
Other payables and accruals	22	2,194,474	1,046,841	5,124,380	2,366,847	1,507,646
Amount owing to related parties	12	1,512,452	1,266,095	1,328,986	16,500	-
Amount owing to directors	13	1,824,101	1,243,041	2,577,532	-	-
Lease liabilities	17	485,985	532,880	608,840	523,039	451,470
Hire purchase payables	18	147,876	256,157	288,586	98,385	54,685
Term loans	19	769,707	759,235	758,177	813,070	770,369
Current tax liabilities		212,910	143,527	432,567	1,023,692	1,049,684
		11,788,523	6,518,489	11,964,296	7,110,992	5,755,814
TOTAL LIABILITIES		16,864,207	11,863,500	17,479,624	22,219,438	20,653,077
TOTAL EQUITY AND LIABILITIES		27,584,936	28,466,991	39,781,980	49,594,818	48,665,730

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

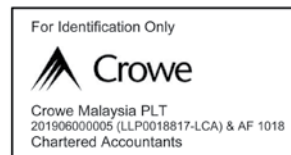
	Note	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited	Audited
		2021 RM	2022 RM	2023 RM	2024 RM	1.1.2024 to 31.3.2024 RM	1.1.2025 to 31.3.2025 RM
REVENUE	23	38,179,034	36,009,942	33,908,698	39,823,308	11,587,523	8,224,147
COST OF SALES		(27,241,556)	(24,420,647)	(22,622,173)	(26,801,905)	(7,385,045)	(5,443,766)
GROSS PROFIT		10,937,478	11,589,295	11,286,525	13,021,403	4,202,478	2,780,381
OTHER INCOME		1,644,089	5,864,816	4,228,234	455,339	80,337	414,415
		12,581,567	17,454,111	15,514,759	13,476,742	4,282,815	3,194,796
SELLING AND DISTRIBUTION EXPENSES		(59,492)	(35,067)	(44,249)	(71,169)	(14,859)	(19,208)
ADMINISTRATIVE EXPENSES		(2,392,743)	(2,313,088)	(1,920,399)	(2,326,379)	(567,952)	(670,530)
OTHER EXPENSES		(1,142,228)	(6,381,002)	(723,519)	(299,761)	(2,555,487)	(1,313,416)
FINANCE COSTS		(325,376)	(302,695)	(260,257)	(294,640)	(65,833)	(77,823)
(NET IMPAIRMENT LOSSES)/REVERSAL OF IMPAIRMENT LOSSES ON FINANCIAL ASSETS	24	(176,562)	583,565	123,050	78,440	92,593	(68,488)
PROFIT BEFORE TAXATION	25	8,485,166	9,005,824	12,689,385	10,563,233	1,171,277	1,045,331
INCOME TAX EXPENSE	26	(654,757)	(547,952)	(990,520)	(2,490,211)	(743,759)	(408,058)
PROFIT AFTER TAXATION/TOTAL COMPREHENSIVE INCOME		7,830,409	8,457,872	11,698,865	8,073,022	427,518	637,273

The annexed notes form an integral part of these financial statements.

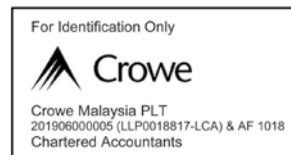
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12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONT'D)**

	Note	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited	Audited
		2021 RM	2022 RM	2023 RM	2024 RM	1.1.2024 to 31.3.2024 RM	1.1.2025 to 31.3.2025 RM
PROFIT AFTER TAXATION							
ATTRIBUTABLE TO:							
- Owners of the Company		7,830,409	8,457,872	11,698,865	8,073,022	427,518	637,273
TOTAL COMPREHENSIVE INCOME							
ATTRIBUTABLE TO:-							
- Owners of the Company		7,830,409	8,457,872	11,698,865	8,073,022	427,518	637,273
EARNINGS PER SHARE							
- Basic	27	9.21	6.63	9.18	6.33	0.34	0.50
- Diluted	27	9.21	6.63	9.18	6.33	0.34	0.50

12. ACCOUNTANTS' REPORT (Cont'd)
CAMAROE BERHAD
COMBINED STATEMENTS OF CHANGES IN EQUITY


Audited	Note	Share Capital RM	Retained Profits RM	Attributable to the Owners of the Company RM	Total Equity RM
Balance at 1.1.2021		850,110	3,540,210	4,390,320	4,390,320
Profit after taxation/Total comprehensive income for the financial year		-	7,830,409	7,830,409	7,830,409
Dividend	28	-	(1,500,000)	(1,500,000)	(1,500,000)
Balance at 31.12.2021/1.1.2022		850,110	9,870,619	10,720,729	10,720,729
Profit after taxation/Total comprehensive income for the financial year		-	8,457,872	8,457,872	8,457,872
Issuance of new shares		424,890	-	424,890	424,890
Dividend	28	-	(3,000,000)	(3,000,000)	(3,000,000)
Balance at 31.12.2022/1.1.2023		1,275,000	15,328,491	16,603,491	16,603,491
Profit after taxation/Total comprehensive income for the financial year		-	11,698,865	11,698,865	11,698,865
Dividend	28	-	(6,000,000)	(6,000,000)	(6,000,000)
Balance at 31.12.2023		1,275,000	21,027,356	22,302,356	22,302,356

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****COMBINED STATEMENTS OF CHANGES IN EQUITY (CONT'D)**

	Note	Share Capital RM	Retained Profits RM	Attributable to the Owners of the Company RM	Total Equity RM
Unaudited					
Balance at 1.1.2024		1,275,000	21,027,356	22,302,356	22,302,356
Profit after taxation/Total comprehensive income for the financial period		-	427,518	427,518	427,518
Issuance of shares		2	-	2	2
Balance at 31.3.2024		1,275,002	21,454,874	22,729,876	22,729,876
Audited					
Balance at 1.1.2024		1,275,000	21,027,356	22,302,356	22,302,356
Profit after taxation/Total comprehensive income for the financial year		-	8,073,022	8,073,022	8,073,022
Dividend	28	-	(3,000,000)	(3,000,000)	(3,000,000)
Issuance of shares		2	-	2	2
Balance at 31.12.2024/1.1.2025		1,275,002	26,100,378	27,375,380	27,375,380
Profit after taxation/Total comprehensive income for the financial period		-	637,273	637,273	637,273
Balance at 31.3.2025		1,275,002	26,737,651	28,012,653	28,012,653

The annexed notes form an integral part of these financial statements.

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12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

COMBINED STATEMENTS OF CASH FLOWS



Note	Audited Financial Year Ended 31 December				Unaudited	Audited
	2021 RM	2022 RM	2023 RM	2024 RM	1.1.2024 to 31.3.2024 RM	1.1.2025 to 31.3.2025 RM
CASH FLOWS FROM OPERATING ACTIVITIES						
Profit before taxation	8,485,166	9,005,824	12,689,385	10,563,233	1,171,277	1,045,331
Adjustments for:						
Bad debts written off	-	157,792	40,166	-	-	-
Depreciation of property, plant and equipment	639,570	710,477	907,415	1,059,138	256,922	263,188
Depreciation of investment properties	73,719	73,717	73,719	68,789	18,430	13,501
Depreciation of right-of-use assets	501,024	576,401	576,401	469,090	117,274	117,274
Interest expenses:						
- lease liabilities	97,441	106,769	86,786	58,405	16,324	11,651
- hire purchases	9,780	48,696	25,060	13,692	4,599	914
- term loans	192,983	147,230	148,411	222,543	44,910	65,258
- others	25,172	-	-	-	-	-
Inventories written down	49,763	-	110,302	-	-	-
Inventories written off	-	4,451,167	-	28,107	-	11,712
Slow moving inventories	984,840	-	-	-	-	-
Gain on disposal of property, plant and equipment	-	(187,750)	(40,800)	-	-	(3)
Gain on disposal of assets classified as held for sale	-	-	-	-	-	(156,004)
Gain on derecognition of leases	-	-	-	(16,255)	(16,255)	-
Fair value gain:						
- Keyman insurance	-	-	-	(102,725)	-	(51,361)
Property, plant and equipment written off	-	295,484	37,852	-	-	-
Unrealised (gain)/loss on foreign exchange	(10,290)	(256,318)	(177,057)	20,874	(407)	25,215
Interest income	(26,617)	(39,972)	(25,621)	(14,273)	(625)	(5,551)
Net impairment losses/(Reversal of impairment losses) on trade receivables	176,562	(583,565)	(123,050)	(78,440)	(92,593)	68,488
Operating profit before working capital changes	11,199,113	14,505,952	14,328,969	12,292,178	1,519,856	1,409,613

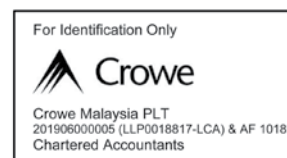
The annexed notes form an integral part of these financial statements.

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12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

COMBINED STATEMENTS OF CASH FLOWS (CONT'D)



	Note	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited	Audited
		2021 RM	2022 RM	2023 RM	2024 RM	1.1.2024 to 31.3.2024 RM	1.1.2025 to 31.3.2025 RM
Decrease/(Increase) in inventories		57,519	(4,245,975)	(7,162,255)	1,963,193	696,905	893,730
(Increase)/Decrease in biological assets		(1,560,016)	959,152	(3,464,498)	(220,537)	2,507,848	1,234,904
(Increase)/Decrease in trade and other receivables		(611,524)	1,453,177	(1,404,112)	(3,819,158)	(981,085)	(1,445,789)
(Decrease)/Increase in trade and other payables		(132,598)	(4,517,938)	652,054	1,666,698	24,261	(1,206,700)
(Decrease)/Increase in amount owing (to)/from related parties		(614,679)	(154,214)	62,891	(1,312,486)	(1,328,986)	(16,500)
CASH FROM OPERATIONS		8,337,815	8,000,154	3,013,049	10,569,888	2,438,799	869,258
Interest received		26,617	39,972	25,621	14,273	625	5,551
Income tax refunded		-	-	-	-	-	64,009
Income tax paid		(230,587)	(830,018)	(424,190)	(1,782,977)	(219,746)	(459,008)
NET CASH FROM OPERATING ACTIVITIES		8,133,845	7,210,108	2,614,480	8,801,184	2,219,678	479,810
CASH FLOWS (FOR)/FROM INVESTING ACTIVITIES							
Purchase of property, plant and equipment	29(a)	(700,253)	(1,697,854)	(1,937,403)	(1,399,040)	(57,139)	(123,965)
Proceeds from disposal of property, plant and equipment		-	1,843,569	40,800	-	-	19,600
Disposal of assets classified as held for sale		-	-	-	-	-	400,000
NET CASH (FOR)/FROM INVESTING ACTIVITIES		(700,253)	145,715	(1,896,603)	(1,399,040)	(57,139)	295,635

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

COMBINED STATEMENTS OF CASH FLOWS (CONT'D)



	Note	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited	Audited
		2021 RM	2022 RM	2023 RM	2024 RM	1.1.2024 to 31.3.2024 RM	1.1.2025 to 31.3.2025 RM
CASH FLOWS FOR FINANCING ACTIVITIES							
Interest paid		(325,376)	(302,695)	(260,257)	(294,640)	(65,833)	(77,823)
Proceeds from issuance of ordinary shares		-	424,890	-	2	2	-
Dividend paid		(1,500,000)	(3,000,000)	(3,000,000)	(6,000,000)	(3,000,000)	-
Drawdown of term loans	29(b)	-	4,399,893	1,930,000	4,493,105	-	-
Repayment of lease liabilities	29(b)	(460,446)	(554,894)	(532,879)	(495,377)	(120,597)	(128,931)
Repayment of hire purchases	29(b)	(133,722)	(273,160)	(280,942)	(294,020)	(74,846)	(43,700)
Repayment of term loans	29(b)	(2,638,414)	(4,409,583)	(876,531)	(2,781,869)	(208,998)	(183,589)
(Repayment to)/Advances from a director		(1,841,177)	(556,653)	1,334,491	(2,577,532)	(780,000)	-
(Additions to)/Withdrawal fixed deposits with tenure of more than 3 months		(517)	-	35,010	-	-	-
NET CASH FOR FINANCING ACTIVITIES		(6,899,652)	(4,272,202)	(1,651,108)	(7,950,331)	(4,250,272)	(434,043)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENT		533,940	3,083,621	(933,231)	(548,187)	(2,087,733)	341,402
CASH AND CASH EQUIVALENT AT BEGINNING OF THE FINANCIAL YEAR/PERIOD		1,124,617	1,658,557	4,742,178	3,808,947	3,808,947	3,260,760
CASH AND CASH EQUIVALENT AT END OF THE FINANCIAL YEAR/PERIOD	29(d)	1,658,557	4,742,178	3,808,947	3,260,760	1,721,214	3,602,162

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****1. GENERAL INFORMATION**

Camaroe Berhad ("Camaroe") was incorporated in Malaysia under the Companies Act 2016 on 2 January 2024, as a private limited company and is principally engaged in investment holding. On 15 August 2024, Camaroe was converted into a public limited company under the name of Camaroe Berhad ("Camaroe" or "the Company").

Camaroe is embarking on the listing of and quotation of its enlarged share capital on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities").

Camaroe was incorporated with a total paid-up share capital of RM2 comprising 2 ordinary shares.

Camaroe was incorporated for the purpose of acquiring the existing operating entities pursuant to the restructuring exercise as disclosed in Note 1.1 to the combined financial statements.

The information of the entities within the combined financial statements is as follows:

- (a) Wynntech Star Sdn. Bhd. ("Wynntech Star"), a wholly-owned subsidiary, was incorporated on 2 July 2015 in Malaysia, as a private limited company and is principally engaged in the business of processing and sale of black tiger prawns.
- (b) WTU Aqua Sdn. Bhd. ("WTU Aqua"), a wholly-owned subsidiary, was incorporated on 5 October 2016 in Malaysia, as a private limited company and is principally engaged in the business of trading of aquaculture products and prawn farming.
- (c) Camaroe Aquaculture Sdn. Bhd. ("Camaroe Aquaculture"), a wholly-owned subsidiary, was incorporated on 13 April 2009 in Malaysia, as a private limited company and is principally engaged in the farming of prawns and investment holdings activities.
- (d) Farmerex Sdn. Bhd. ("Farmerex"), a wholly-owned subsidiary, was incorporated on 1 November 2016 in Malaysia, as a private limited company and is principally engaged in the business of farming of prawns.

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

1. GENERAL INFORMATION (CONT'D)

The information of the entities within the combined financial statements is as follows: (Cont'd)

- (e) The registered office and principal place of business of Camaroe, Wynntech Star, WTU Aqua, Camaroe Aquaculture and Farmerex are as follows:

Registered office	:	B-21-1, Level 21, Tower B Northpoint Mid Valley City No 1, Medan Syed Putra Utara 59200 Kuala Lumpur.
Principal place of business	:	28, 30 and 32, Jalan Meru Indah 20 Taman Perindustrian Meru Indah 42200 Kapar, Selangor.

Notes:-

<i>Camaroe Berhad</i>	- <i>Camaroe</i>
<i>Wynntech Star Sdn. Bhd.</i>	- <i>Wynntech Star</i>
<i>WTU Aqua Sdn. Bhd.</i>	- <i>WTU Aqua</i>
<i>Camaroe Aquaculture Sdn. Bhd.</i>	- <i>Camaroe Aquaculture</i>
<i>Farmerex Sdn. Bhd.</i>	- <i>Farmerex</i>

(Collectively defined as "the Group")



12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS



1. GENERAL INFORMATION (CONT'D)

1.1 RESTRUCTURING EXERCISE

The Company entered into four conditional Share Sales and Purchase Agreements dated on 21 August 2024 to acquire the equity interests in the following companies:

- (a) Acquisition of the entire equity interest in Wynntech Star for a purchase consideration of RM84,000, to be satisfied by the issuance of 1,500,000 ordinary shares in Camaroe at an issue price of RM0.056 per Share.
- (b) Acquisition of the entire equity interest in WTU Aqua for a purchase consideration of RM2,229,600, to be satisfied by the issuance of 39,814,283 ordinary shares in Camaroe at an issue price of RM0.056 per Share.
- (c) Acquisition of the entire equity interest in Camaroe Aquaculture for a purchase consideration of RM16,198,400, to be satisfied by the issuance of 289,257,144 ordinary shares in Camaroe at an issue price of RM0.056 per Share.
- (d) Acquisition of the entire equity interest in Farmerex for a purchase consideration of RM3,664,000, to be satisfied by the issuance of 65,428,571 ordinary shares in Camaroe at an issue price of RM0.056 per Share.

The acquisitions of the above companies were completed on 15 July 2025 and combined using merger method of accounting.

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

1. GENERAL INFORMATION (CONT'D)

1.2 LISTING SCHEME

In conjunction with and as an integral part of the listing of and quotation for the entire issued share capital of Camaroe on the ACE Market of Bursa Securities ("the Listing Scheme"), Camaroe will implement the following:

(i) Public Issue

The Public Issue of 99,000,000 new Shares, representing approximately 20% of the enlarged share capital of Camaroe at an issue price of RM0.14 per Share allocated in the following manner:-

- 24,750,000 Issue Shares made available for application by the Malaysian Public;
- 12,375,000 Issue Shares made available for application by the Group's eligible Directors, employees and other persons who have contributed to the success of the Group; and
- 61,875,000 Issue Shares made available by way of private placement to Bumiputera investors approved by the Ministry of Investment, Trade and Industry ("MITI").

(ii) Offer for Sale

Concurrent with the Listing, the Offer for Sale of 49,500,000 Shares at the initial public offering price, payable in full upon application, will be made available by way of private placement to selected investors.

(iii) Proposed Listing

The admission of Camaroe to the Official List of the ACE Market of Bursa Securities and the listing of and quotation for the entire enlarged issued share capital of Camaroe of RM36,036,002 comprising 495,000,000 Shares on the ACE Market of Bursa Securities.



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****1. GENERAL INFORMATION (CONT'D)****1.3 SHARE CAPITAL**

As at the date of this report, the share capital of Camaroe is RM22,176,002 comprising 396,000,000 Shares.

The details of the changes in the issued share capital of Camaroe since its incorporation are as follows:

Date of allotment	No. of shares allotted	Cumulative no. of shares allotted	Consideration RM	Consideration	Cumulative issued share capital RM
2 January 2024	2	2	2	Cash	2
15 July 2025	1,500,000	1,500,002	84,000	Acquisition of Wynntech Star	84,002
15 July 2025	39,814,283	41,314,285	2,229,600	Acquisition of WTU Aqua	2,313,602
15 July 2025	289,257,144	330,571,429	16,198,400	Acquisition of Camaroe Aquaculture	18,512,002
15 July 2025	65,428,571	396,000,000	3,664,000	Acquisition of Farmerex	22,176,002
Upon listing	99,000,000	495,000,000	13,860,000	Public issue	36,036,002



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****2. BASIS OF PREPARATION**

- 2.1 On 2 January 2024, Camaroe was incorporated as a private limited liability company and domiciled in Malaysia. Camaroe was converted into a public limited company under the name of Camaroe Berhad on 15 August 2024.

Our basis of preparation for the combined financial statements for the financial years ended ("FYE") 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and for the 3-month financial period ended ("FPE") 31 March 2025 are prepared based on the separate financial statements of Camaroe, Wynntech Star, WTU Aqua, Camaroe Aquaculture and Farmerex (collectively known as "the Group").

These combined financial statements of the Group are the combination or aggregation of all of the financial statements of the entities of the Group and have been prepared based on the financial statements for the relevant financial years/periods as follows:

Company	Relevant reporting years/periods	Accounting standards applied	Auditors
Camaroe	FPE 31 December 2024 FPE 31 March 2025	MFRSs MFRSs	Crowe Malaysia PLT Crowe Malaysia PLT
Wynntech Star	FYE 30 April 2022 FYE 30 April 2023 FPE 31 December 2023 FYE 31 December 2024 FPE 31 March 2025	MPERS MPERS MFRSs MFRSs MFRSs	SCW Crowe Malaysia PLT Crowe Malaysia PLT Crowe Malaysia PLT Crowe Malaysia PLT
WTU Aqua	FYE 31 March 2022 FYE 31 March 2023 FPE 31 December 2023 FYE 31 December 2024 FPE 31 March 2025	MPERS MPERS MFRSs MFRSs MFRSs	SCW Crowe Malaysia PLT Crowe Malaysia PLT Crowe Malaysia PLT Crowe Malaysia PLT
Camaroe Aquaculture	FYE 31 August 2021 FYE 31 August 2022 FPE 31 December 2023 FYE 31 December 2024 FPE 31 March 2025	MPERS MPERS MFRSs MFRSs MFRSs	SCW Crowe Malaysia PLT Crowe Malaysia PLT Crowe Malaysia PLT Crowe Malaysia PLT
Farmerex	FYE 31 August 2021 FYE 31 August 2022 FPE 31 December 2023 FYE 31 December 2024 FPE 31 March 2025	MPERS MPERS MFRSs MFRSs MFRSs	SCW Crowe Malaysia PLT Crowe Malaysia PLT Crowe Malaysia PLT Crowe Malaysia PLT

Notes:-**FPE**

- financial period ended

FYE

- financial year ended

MPERS

- Malaysian Private Entities Reporting Standard

MFRSs

- Malaysian Financial Reporting Standards

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

2. BASIS OF PREPARATION (CONT'D)

- 2.1 For the purposes of the combined financial statements, the entities of the Group consist of companies under common control for the FYE 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and FPE 31 March 2025 as described in Note 1 to the combined financial statements and continue to be under common control after FPE 31 March 2025. The audited financial statements are not subjected to any audit qualification, modification and disclaimer.

Entities under common control are entities which are ultimately controlled by the same parties and that control is not transitory. Control exists when the same parties have, as a result of contractual agreements, ultimate collective power to govern the financial and operating policies of each of the combining entities so as to obtain benefits from their activities, and that ultimate collective power is not transitory. The financial statements of commonly controlled entities are included in the combined financial statements from the day that control commences until the date that control ceases.

The combined financial statements of the Group for the relevant period were prepared in a manner similar to the "pooling-of-interest" method, as if the entities within the Group were operating as a single economic enterprise from the beginning of the earliest comparative period covered by the relevant period or the date of incorporation of entities within the Group, if later. Such manner of presentation reflects the economic substance of the combining companies, which were under common control throughout the relevant period.

The identifiable assets and liabilities of all commonly controlled entities are accounted for at their historical costs. The accounting policies of common controlled entities have been changed where necessary to align them with the policies adopted by the Group.

All material intra-group transactions and balances have been eliminated on combination.

The combined financial statements of the Group are prepared under the historical cost convention and modified to include other bases of valuation as disclosed in other sections under material accounting policy information, and in compliance with Malaysian Financial Reporting Standards ("MFRSs") and IFRS Accounting Standards and the Prospectus Guidelines.



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****2. BASIS OF PREPARATION (CONT'D)**

- 2.2 The Group has not applied in advance the following accounting standards and/ or interpretations (including the consequential amendments, if any) that have been issued by the Malaysian Accounting Standards Board ("MASB") but are not yet effective for the current financial year/period:

MFRSs and/or IC Interpretations (Including The Consequential Amendments)	Effective Date
Amendments to MFRS 10 and MFRS 128: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred
Amendments to MFRS 121: Lack of Exchangeability	1 January 2025
Annual Improvements to MFRS Accounting Standards - Volume 11	1 January 2026
Amendments to MFRS 9 and MFRS 7: Amendments to the Classification and Measurement of Financial Instruments	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
MFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027

The adoption of the above accounting standards and/ or interpretations (including the consequential amendments, if any) is expected to have no material impact on the financial statements of the Group upon its initial application.



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****3. MATERIAL ACCOUNTING POLICY INFORMATION****3.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS***Key Sources of Estimation Uncertainty*

Management believes that there are no key assumptions made concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year other than as disclosed below:

(a) Depreciation of Property, Plant and Equipment, and Right-of-use Assets

The estimates for the residual values, useful lives and related depreciation charges for the property, plant and equipment, and right-of-use assets are based on commercial factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions. The Group anticipates that the residual values of its property, plant and equipment, and right-of-use assets will be insignificant. As a result, residual values are not being taken into consideration for the computation of the depreciable amount. Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised. The carrying amounts of property, plant and equipment, and right-of-use assets as at the reporting date is disclosed in Notes 4 and 6 to the combined financial statements respectively.

(b) Impairment of Property, Plant and Equipment, and Right-of-use Assets

The Group determines whether an item of its property, plant and equipment, and right-of-use assets is impaired by evaluating the extent to which the recoverable amount of the asset is less than its carrying amount. This evaluation is subject to changes such as market performance, economic and political situation of the country. The carrying amounts of property, plant and equipment, and right-of-use assets as at the reporting date are disclosed in Notes 4 and 6 to the combined financial statements respectively.



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****3.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)***Key Sources of Estimation Uncertainty (Cont'd)***(c) Write down of Inventories**

Reviews are made periodically by management on damaged, obsolete and slow-moving inventories. These reviews require judgement and estimates. Possible changes in these estimates could result in revisions to the valuation of inventories. The carrying amount of inventories as at the reporting date is disclosed in Note 10 to the combined financial statements.

(d) Impairment of Trade Receivables

The Group uses the simplified approach to estimate a lifetime expected credit loss allowance for all trade receivables. The Group develops the expected loss rates based on the payment profiles of past sales and the corresponding historical credit losses, and adjusts for qualitative and quantitative reasonable and supportable forward-looking information. If the expectation is different from the estimation, such difference will impact the carrying amount of trade receivables. The carrying amount of trade receivables as at the reporting date is disclosed in Note 11 to the combined financial statements.

(e) Impairment of Non-Trade Receivables

The loss allowances for non-trade financial assets are based on assumptions about risk of default (probability of default) and expected loss if a default happens (loss given default). It also requires the Group to assess whether there is a significant increase in credit risk of the non-trade financial asset at the reporting date. The Group uses judgement in making these assumptions and selecting appropriate inputs to the impairment calculation, based on the past payment trends, existing market conditions and forward-looking information. The carrying amounts of other receivables and amount owing by related parties as at the reporting date are disclosed in Notes 7 and 12 to the combined financial statements respectively.



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****3.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)***Key Sources of Estimation Uncertainty (Cont'd)***(f) Income Taxes**

There are certain transactions and computations for which the ultimate tax determination may be different from the initial estimate. The Group recognises tax liabilities based on its understanding of the prevailing tax laws and estimates of whether such taxes will be due in the ordinary course of business. Where the final outcome of these matters is different from the amounts that were initially recognised, such difference will impact the income tax expense and deferred tax balances in the period in which such determination is made.

(g) Discount Rates used in Leases

Where the interest rate implicit in the lease cannot be readily determined, the Group uses the incremental borrowing rate to measure the lease liabilities. The incremental borrowing rate is the interest rate that the Group 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 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 Group estimates the incremental borrowing rate using observable inputs when available and is required to make certain entity-specific estimates.

Critical Judgements Made in Applying Accounting Policies

Management believes that there are no instances of application of critical judgement in applying the Group's accounting policies which will have a significant effect on the amounts recognised in the combined financial statements.

(a) Lease Terms

Some leases contain extension options exercisable by the Group before the end of the non-cancellable contract period. In determining the lease term, management considers all facts and circumstances including the past practice and any cost that will be incurred to change the asset if an option to extend is not taken. An extension option is only included in the lease term if the lease is reasonably certain to be extended (or not terminated).



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****3. MATERIAL ACCOUNTING POLIY INFORMATION (CONT'D)****3.2 FINANCIAL INSTRUMENTS****(a) Financial Assets**Financial Assets Through Profit or Loss

The financial assets are initially measured at fair value. Subsequent to the initial recognition, the financial assets are remeasured to their fair values at the reporting date with fair value changes recognised in profit or loss. The fair value changes do not include interest and dividend income.

Financial Assets At Amortised Cost

The financial assets are initially measured at fair value plus transaction costs except for trade receivables without significant financing component which are measured at transaction price only. Subsequent to the initial recognition, all financial assets are measured at amortised cost less any impairment losses.

Financial Assets Through Other Comprehensive Income

The financial assets are initially measured at fair value plus transaction costs. Subsequent to the initial recognition, the financial assets are remeasured to their fair values at the reporting date with fair value changes taken up in other comprehensive income and accumulated in the fair value reserve, except for the recognition of impairment, interest income and foreign exchange difference of a debt instrument which are recognised directly in profit or loss. The fair value changes do not include interest and dividend income.

(b) Financial LiabilitiesFinancial Liabilities Through Profit or Loss

The financial liabilities are initially measured at fair value. Subsequent to the initial recognition, the financial liabilities are remeasured to their fair values at the reporting date with fair value changes recognised in profit or loss. The fair value changes do not include interest.

Financial Liabilities at Amortised Cost

The financial liabilities are initially measured at fair value less transaction costs. Subsequent to the initial recognition, the financial liabilities are measured at amortised cost.

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Chartered Accountants

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONT'D)

3.2 FINANCIAL INSTRUMENTS (CONT'D)

(c) Equity Instruments

Ordinary Shares

Ordinary shares are recorded on initial recognition at the proceeds received less directly attributable transaction costs incurred. The ordinary shares are not remeasured subsequently.

3.3 BASIS OF COMBINATION

Resulting from the restructuring exercise as disclosed in Note 1.1 above, the Group comprises entities under common control. Accordingly, the combined financial statements have been accounted for using principles of merger accounting.

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate.

Intragroup transactions, balances, income and expenses are eliminated on consolidation. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with those of the Group.

(a) Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. Under the acquisition method, the consideration transferred for acquisition of a subsidiary is the fair value of the assets transferred, liabilities incurred and the equity interests issued by the Group at the acquisition date. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs, other than the costs to issue debt or equity securities, are recognised in profit or loss when incurred.

In a business combination achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

Non-controlling interests in the acquiree may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets at the date of acquisition. The choice of measurement basis is made on a transaction-by-transaction basis.



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****3.3 BASIS OF COMBINATION (CONT'D)****(a) Business Combinations (Cont'd)**

However, an acquisition that resulted in a business combination involving common control entities is outside the scope of MFRS 3 Business Combinations. For such common control combinations, the merger accounting principles are used to include the assets, liabilities, results, equity changes and cash flows of the combining entities in the audited financial statements.

In applying merger accounting, financial statements items of the combining entities of businesses for the reporting period in which common control combination occurs are included in the audited financial statements of the Group as if the combination had occurred from the date when the combining entities or businesses first come under the control of the controlling party or parties. Under merger accounting, the Group recognises the assets, liabilities and equity of the combining entities or businesses at the carrying amount as if such audited financial statements had been prepared by the controlling party including adjustments required for conforming to the Group's accounting policies and applying those policies to all period presented. There is no recognition of any goodwill or a gain from bargain purchase at the time of the common control combination. The effect of all transactions and balances between combining entities, whether occurring before or after the combination, are eliminated in preparing the audited combined financial statements of the Group.

(b) Non-controlling Interests

Non-controlling interests are presented within equity in the consolidated statement of financial position, separately from the equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

(c) Changes in Ownership interests in Subsidiaries Without Change of Control

All changes in the parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in the equity of the Group.

(d) Loss of Control

Upon the loss of control of a subsidiary, the Group recognises any gain or loss on disposal in profit or loss which is calculated as the difference between:

- (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest in the former subsidiary; and
- (ii) the previous carrying amount of the assets (including goodwill) and liabilities of the former subsidiary and any non-controlling interests.



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****3.3 BASIS OF COMBINATION (CONT'D)****(d) Loss of Control (Cont'd)**

Amounts previously recognised in other comprehensive income in relation to the former subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of (i.e. reclassified to profit or loss or transferred directly to retained profits). The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value of the initial recognition for subsequent accounting under MFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3.4 INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries which are eliminated on consolidation, are stated in the separate financial statements of the Company at cost less impairment losses, if any.

3.5 PROPERTY, PLANT AND EQUIPMENT

All items of property, plant and equipment are initially measured at cost including the estimated costs of dismantling and removing the items and restoring that site on which they are located.

Subsequent to initial recognition, all property, plant and equipment, other than freehold land, are stated at cost less accumulated depreciation and any impairment losses.

Freehold land is not depreciated. Depreciation on other property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over the estimated useful lives. The principal annual depreciation rates are:

Computer and software	20%
Furniture and fittings	10% - 20%
Freehold buildings	2%
Leasehold lands	1.11%
Motor vehicles	10% - 20%
Office equipment	10% - 20%
Plant and machinery	10% - 20%
Renovation	20%
Farm and breeding pond	2%
Farm equipment	10% - 20%

Capital work-in-progress represents factory buildings under construction and production machinery under installation. They are not depreciated until such time when the asset is available for use.



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****3.6 INVESTMENT PROPERTIES**

Investment properties are initially measured at cost. Subsequent to the initial recognition, the investment properties are stated at cost less accumulated depreciation and any accumulated impairment losses.

Freehold land is not depreciated. Depreciation on other investment properties is calculated using the straight-line method to allocate the depreciable amounts over the estimated useful lives. The principal annual depreciation periods and rates are:

Freehold buildings	2%
Leasehold building	2%
Leasehold land	1.43%

3.7 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES**(a) Short-term Leases and Leases of Low-value Assets**

The Group apply the "short-term lease" and "lease of low-value assets" recognition exemption. For these leases, the Group recognise the lease payments as an operating expense on a straight-line method over the term of the lease unless another systematic basis is more appropriate.

(b) Right-of-use Assets

Right-of-use assets are initially measured at cost. Subsequent to the initial recognition, the right-of-use assets are stated at cost less accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities.

The right-of-use assets are depreciated using the straight-line method from the commencement date to the earlier of the end of the estimated useful lives of the right-of-use assets or the end of the lease term.

(c) Lease Liabilities

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the entities' incremental borrowing rate. Subsequent to the initial recognition, the lease liabilities are measured at amortised cost and adjusted for any lease reassessment or modifications.

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)



3.8 BIOLOGICAL ASSETS

Biological assets comprise live prawns that are measured at fair value less cost to sell.

The cost of biological assets capitalised includes cost of fry and feeds. The remaining costs such as pond maintenance, labour costs and utilities are recognised to the statement of profit or loss as incurred.

The fair value of live prawns is determined using selling price derived from market prices through historical and most recent market transaction price. For live prawns not ready for harvest, a deduction is made to cover estimated residual costs to grow the live prawns to its optimal harvest weight.

Costs to sell include the incremental selling costs exclude finance costs and income taxes.

Changes in fair value of biological assets are recognised in the statement of profit or loss.

3.9 INVENTORIES

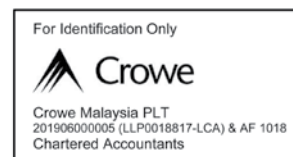
Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out cost method and comprises the purchase price and incidentals incurred in bringing the inventories to their present location and condition.

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

4. PROPERTY, PLANT AND EQUIPMENT



	At 1.1.2021 RM	Additions RM	Depreciation Charges (Note 25) RM	At 31.12.2021 RM
Audited				
31 December 2021				
<i>Carrying Amount</i>				
Computer and software	20,576	5,998	(11,196)	15,378
Furniture and fittings	152,625	13,371	(34,424)	131,572
Freehold land and building	6,894,577	-	(80,946)	6,813,631
Leasehold lands	900,854	-	(11,451)	889,403
Motor vehicles	226,878	281,250	(112,745)	395,383
Office equipment	71,178	19,669	(13,807)	77,040
Plant and machinery	871,964	770,354	(234,815)	1,407,503
Renovation	143,111	-	(53,861)	89,250
Farm and breeding pond	1,160,192	-	(26,853)	1,133,339
Farm equipment	294,436	66,450	(59,472)	301,414
Farm renovation	-	46,236	-	46,236
	10,736,391	1,203,328	(639,570)	11,300,149

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)



	At 1.1.2022 RM	Additions RM	Disposal RM	Written off (Note 25) RM	Depreciation Charges (Note 25) RM	At 31.12.2022 RM
Audited						
31 December 2022						
<i>Carrying Amount</i>						
Computer and software	15,378	-	-	(2,727)	(8,468)	4,183
Furniture and fittings	131,572	41,156	-	(34,987)	(31,246)	106,495
Freehold land and building	6,813,631	-	(1,457,434)	-	(80,745)	5,275,452
Leasehold lands	889,403	-	-	-	(11,452)	877,951
Motor vehicles	395,383	712,572	(98,050)	(11,000)	(152,083)	846,822
Office equipment	77,040	5,550	-	(3,402)	(14,333)	64,855
Plant and machinery	1,407,503	193,038	(50,096)	(243,368)	(264,439)	1,042,638
Renovation	89,250	-	-	-	(39,412)	49,838
Farm and breeding pond	1,133,339	742,373	-	-	(26,854)	1,848,858
Farm equipment	301,414	436,162	-	-	(81,445)	656,131
Farm renovation	46,236	4,003	(50,239)	-	-	-
	11,300,149	2,134,854	(1,655,819)	(295,484)	(710,477)	10,773,223

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)



	At 1.1.2023 RM	Additions RM	Written off (Note 25) RM	Depreciation Charges (Note 25) RM	At 31.12.2023 RM
Audited					
31 December 2023					
<i>Carrying Amount</i>					
Computer and software	4,183	-	(52)	(1,730)	2,401
Furniture and fittings	106,495	12,941	-	(26,215)	93,221
Freehold land and building	5,275,452	-	-	(80,560)	5,194,892
Leasehold lands	877,951	1,300,000	-	(16,376)	2,161,575
Motor vehicles	846,822	112,732	-	(198,265)	761,289
Office equipment	64,855	2,974	-	(13,704)	54,125
Plant and machinery	1,042,638	211,274	-	(244,376)	1,009,536
Renovation	49,838	-	-	(28,217)	21,621
Farm and breeding pond	1,848,858	15,105	(37,800)	(134,803)	1,691,360
Farm equipment	656,131	290,906	-	(163,169)	783,868
Capital work-in-progress	-	68,471	-	-	68,471
	10,773,223	2,014,403	(37,852)	(907,415)	11,842,359

12. ACCOUNTANTS' REPORT (Cont'd)

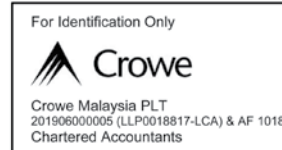
CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)



	At 1.1.2024 RM	Additions RM	Reclassification RM	Assets Classified as Held for Sale (Note 15) RM	Depreciation Charges (Note 25) RM	At 31.12.2024 RM
Audited						
31 December 2024						
<i>Carrying Amount</i>						
Computer and software	2,401	49,742	-	-	(10,749)	41,394
Furniture and fittings	93,221	8,409	-	-	(29,741)	71,889
Freehold land and building	5,194,892	-	-	-	(80,560)	5,114,332
Leasehold lands	2,161,575	-	-	(1,283,996)	(22,531)	855,048
Motor vehicles	761,289	-	-	-	(209,539)	551,750
Office equipment	54,125	5,601	-	-	(13,769)	45,957
Plant and machinery	1,009,536	161,680	-	-	(287,340)	883,876
Renovation	21,621	-	-	-	(21,291)	330
Farm and breeding pond	1,691,360	-	68,471	-	(178,779)	1,581,052
Farm equipment	783,868	147,900	-	-	(204,839)	726,929
Capital work-in-progress	68,471	9,590,641	(68,471)	-	-	9,590,641
	11,842,359	9,963,973	-	(1,283,996)	(1,059,138)	19,463,198

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

Audited	At 1.1.2025 RM	Additions RM	Disposal RM	Depreciation Charges (Note 25) RM	At 31.3.2025 RM
31 March 2025					
<i>Carrying Amount</i>					
Computer and software	41,394	-	-	(2,787)	38,607
Furniture and fittings	71,889	1,600	-	(7,521)	65,968
Freehold land and building	5,114,332	-	-	(20,140)	5,094,192
Leasehold lands	855,048	-	-	(2,863)	852,185
Motor vehicles	551,750	-	(19,597)	(51,624)	480,529
Office equipment	45,957	572	-	(3,376)	43,153
Plant and machinery	883,876	-	-	(75,077)	808,799
Renovation	330	-	-	(90)	240
Farm and breeding pond	1,581,052	30,975	-	(47,669)	1,564,358
Farm equipment	726,929	-	-	(52,041)	674,888
Capital work-in-progress	9,590,641	90,818	-	-	9,681,459
	19,463,198	123,965	(19,597)	(263,188)	19,304,378

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

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Audited	At Cost RM	Accumulated Depreciation RM	Carrying Amount RM
31 December 2021			
Computer and software	58,277	(42,899)	15,378
Furniture and fittings	312,700	(181,128)	131,572
Freehold land and building	7,148,804	(335,173)	6,813,631
Leasehold lands	1,030,638	(141,235)	889,403
Motor vehicles	783,281	(387,898)	395,383
Office equipment	287,623	(210,583)	77,040
Plant and machinery	2,356,082	(948,579)	1,407,503
Renovation	279,906	(190,656)	89,250
Farm and breeding pond	1,342,669	(209,330)	1,133,339
Farm equipment	854,961	(553,547)	301,414
Farm renovation	46,236	-	46,236
	14,501,177	(3,201,028)	11,300,149

Audited	At Cost RM	Accumulated Depreciation RM	Carrying Amount RM
31 December 2022			
Computer and software	47,538	(43,355)	4,183
Furniture and fittings	265,056	(158,561)	106,495
Freehold land and building	5,691,369	(415,917)	5,275,452
Leasehold lands	1,030,638	(152,687)	877,951
Motor vehicles	1,233,853	(387,031)	846,822
Office equipment	283,893	(219,038)	64,855
Plant and machinery	2,074,796	(1,032,158)	1,042,638
Renovation	279,906	(230,068)	49,838
Farm and breeding pond	2,085,042	(236,184)	1,848,858
Farm equipment	1,291,122	(634,991)	656,131
Farm renovation	-	-	-
	14,283,213	(3,509,990)	10,773,223

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

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Audited	At Cost RM	Accumulated Depreciation RM	Carrying Amount RM
31 December 2023			
Computer and software	26,877	(24,476)	2,401
Furniture and fittings	277,996	(184,775)	93,221
Freehold land and building	5,691,369	(496,477)	5,194,892
Leasehold lands	2,330,638	(169,063)	2,161,575
Motor vehicles	1,250,843	(489,554)	761,289
Office equipment	286,867	(232,742)	54,125
Plant and machinery	2,286,070	(1,276,534)	1,009,536
Renovation	279,906	(258,285)	21,621
Farm and breeding pond	2,062,347	(370,987)	1,691,360
Farm equipment	1,582,029	(798,161)	783,868
Capital work-in-progress	68,471	-	68,471
	16,143,413	(4,301,054)	11,842,359

Audited	At Cost RM	Accumulated Depreciation RM	Carrying Amount RM
31 December 2024			
Computer and software	76,619	(35,225)	41,394
Furniture and fittings	286,405	(214,516)	71,889
Freehold land and building	5,691,369	(577,037)	5,114,332
Leasehold lands	1,030,638	(175,590)	855,048
Motor vehicles	1,250,843	(699,093)	551,750
Office equipment	292,468	(246,511)	45,957
Plant and machinery	2,447,750	(1,563,874)	883,876
Renovation	279,906	(279,576)	330
Farm and breeding pond	2,130,818	(549,766)	1,581,052
Farm equipment	1,729,929	(1,003,000)	726,929
Capital work-in-progress	9,590,641	-	9,590,641
	24,807,386	(5,344,188)	19,463,198

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

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Audited	At Cost RM	Accumulated Depreciation RM	Carrying Amount RM
31 March 2025			
Computer and software	76,619	(38,012)	38,607
Furniture and fittings	288,005	(222,037)	65,968
Freehold land and building	5,691,369	(597,177)	5,094,192
Leasehold lands	1,030,638	(178,453)	852,185
Motor vehicles	1,159,223	(678,694)	480,529
Office equipment	293,040	(249,887)	43,153
Plant and machinery	2,447,750	(1,638,951)	808,799
Renovation	279,906	(279,666)	240
Farm and breeding pond	2,161,793	(597,435)	1,564,358
Farm equipment	1,729,929	(1,055,041)	674,888
Capital work-in-progress	9,681,459	-	9,681,459
	24,839,731	(5,535,353)	19,304,378

- (a) The freehold land and buildings and leasehold land of the Group has been pledged to a licensed bank as security for banking facilities granted to the Group as disclosed in Note 19 to the combined financial statements.
- (b) Included in the property, plant and equipment of the Group were plant and machinery and motor vehicles held under hire purchase arrangements with total carrying amounts of Nil and RM291,708 (31.12.2024 - Nil and RM449,586, 31.12.2023 - Nil and RM758,979, 31.12.2022 - Nil and RM691,801, 31.12.2021 - RM322,746 and RM 197,566) respectively. These assets have had been pledged as security for the hire purchase payables of the Group as disclosed in Note 18 to the financial statements.

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****5. INVESTMENT PROPERTIES**

For Identification Only



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	At 1.1.2021 RM	Depreciation Charges (Note 25) RM	At 31.12.2021 RM
Audited			
31 December 2021			
<i>Carrying Amount</i>			
Freehold buildings	1,586,238	(33,278)	1,552,960
Leasehold building	987,884	(20,725)	967,159
Leasehold land	1,294,699	(19,716)	1,274,983
	3,868,821	(73,719)	3,795,102
	At 1.1.2022 RM	Depreciation Charges (Note 25) RM	At 31.12.2022 RM
Audited			
31 December 2022			
<i>Carrying Amount</i>			
Freehold buildings	1,552,960	(33,276)	1,519,684
Leasehold building	967,159	(20,725)	946,434
Leasehold land	1,274,983	(19,716)	1,255,267
	3,795,102	(73,717)	3,721,385
	At 1.1.2023 RM	Depreciation Charges (Note 25) RM	At 31.12.2023 RM
Audited			
31 December 2023			
<i>Carrying Amount</i>			
Freehold buildings	1,519,684	(33,278)	1,486,406
Leasehold building	946,434	(20,725)	925,709
Leasehold land	1,255,267	(19,716)	1,235,551
	3,721,385	(73,719)	3,647,666

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****5. INVESTMENT PROPERTIES (CONT'D)**

For Identification Only



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	At 1.1.2024 RM	Assets Classified as Held for Sale (Note 15) RM	Depreciation Charges (Note 25) RM	At 31.12.2024 RM
Audited				

31 December 2024*Carrying Amount*

Freehold buildings	1,486,406	-	(33,278)	1,453,128
Leasehold building	925,709	-	(20,724)	904,985
Leasehold land	1,235,551	(1,220,764)	(14,787)	-
	3,647,666	(1,220,764)	(68,789)	2,358,113

	At 1.1.2025 RM	Depreciation Charges (Note 25) RM	At 31.3.2025 RM
Audited			

31 March 2025*Carrying Amount*

Freehold buildings	1,453,128	(8,320)	1,444,808
Leasehold building	904,985	(5,181)	899,804
	2,358,113	(13,501)	2,344,612

	At Cost RM	Accumulated Depreciation RM	Carrying Amount RM
Audited			

31 December 2021

Freehold buildings	1,663,887	(110,927)	1,552,960
Leasehold building	1,036,242	(69,083)	967,159
Leasehold land	1,340,704	(65,721)	1,274,983
	4,040,833	(245,731)	3,795,102

31 December 2022

Freehold buildings	1,663,887	(144,203)	1,519,684
Leasehold building	1,036,242	(89,808)	946,434
Leasehold land	1,340,704	(85,437)	1,255,267
	4,040,833	(319,448)	3,721,385

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****5. INVESTMENT PROPERTIES (CONT'D)**

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Audited	At Cost RM	Accumulated Depreciation RM	Carrying Amount RM
31 December 2023			
Freehold buildings	1,663,887	(177,481)	1,486,406
Leasehold building	1,036,242	(110,533)	925,709
Leasehold land	1,340,704	(105,153)	1,235,551
	<u>4,040,833</u>	<u>(393,167)</u>	<u>3,647,666</u>
31 December 2024			
Freehold buildings	1,663,887	(210,759)	1,453,128
Leasehold building	1,036,242	(131,257)	904,985
	<u>2,700,129</u>	<u>(342,016)</u>	<u>2,358,113</u>
31 March 2025			
Freehold buildings	1,663,887	(219,079)	1,444,808
Leasehold building	1,036,242	(136,438)	899,804
	<u>2,700,129</u>	<u>(355,517)</u>	<u>2,344,612</u>

The freehold buildings and leasehold building of the Group are charged to licensed banks as security for banking facilities granted to the Group as disclosed in Note 19 to the financial statements.

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****6. RIGHT-OF-USE ASSETS**

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	At 1.1.2021 RM	Addition RM	Depreciation Charges (Note 25) RM	At 31.12.2021 RM
Audited				

31 December 2021*Carrying Amount*

Aquaculture lands	2,312,906	-	(423,376)	1,889,530
Factory and industrial land	388,240	-	(77,648)	310,592
	2,701,146	-	(501,024)	2,200,122

	At 1.1.2022 RM	Addition RM	Depreciation Charges (Note 25) RM	At 31.12.2022 RM
Audited				

31 December 2022*Carrying Amount*

Aquaculture lands	1,889,530	753,775	(498,753)	2,144,552
Factory and industrial land	310,592	-	(77,648)	232,944
	2,200,122	753,775	(576,401)	2,377,496

	At 1.1.2023 RM	Addition RM	Depreciation Charges (Note 25) RM	At 31.12.2023 RM
Audited				

31 December 2023*Carrying Amount*

Aquaculture lands	2,144,552	-	(498,753)	1,645,799
Factory and industrial land	232,944	-	(77,648)	155,296
	2,377,496	-	(576,401)	1,801,095

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****6. RIGHT-OF-USE ASSETS (CONT'D)**

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	At 1.1.2024 RM	Derecognition Due to Lease Modification RM	Depreciation Charges (Note 25) RM	At 31.12.2024 RM
Audited				
31 December 2024				
<i>Carrying Amount</i>				
Aquaculture lands	1,645,799	(214,617)	(391,439)	1,039,743
Factory and industrial land	155,296	-	(77,651)	77,645
	1,801,095	(214,617)	(469,090)	1,117,388

	At 1.1.2025 RM	Depreciation Charges (Note 25) RM	At 31.3.2025 RM
Audited			
31 March 2025			
<i>Carrying Amount</i>			
Aquaculture lands	1,039,743	(97,859)	941,884
Factory and industrial land	77,645	(19,415)	58,230
	1,117,388	(117,274)	1,000,114

The Group leases aquaculture lands and factory industrial land of which the leasing activities are summarised below:

- (i) Aquaculture lands The Group has leased 3 (31.12.2024 - 3, 31.12.2023 - 4, 31.12.2022 - 4 31.12.2021 - 4) aquaculture lands that run between 6, 9 and 10 (31.12.2024 - 6, 9 and 10, 31.12.2023 - 6, 9 and 10, 31.12.2022 - 6, 9 and 10, 31.12.2021 - 6 and 9) years, with an option to renew the lease after that date.
- (ii) Factory industrial land The Group has leased a factory and industrial land that run 6 (31.12.2024 - 6, 31.12.2023 - 6, 31.12.2022 - 6, 31.12.2021 - 6) years, with an option to renew the lease after that date.

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****7. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS**

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	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
<u>Non-current</u>					
Prepayment	232,222	85,556	120,000	340,000	330,000
<u>Current</u>					
Other receivables	165,092	752,204	203,140	2,595,564	3,111,181
Deposits	760,750	1,346,617	1,128,429	1,008,669	902,804
Prepayments	436,615	194,935	263,069	2,652,917	2,978,253
	1,362,457	2,293,756	1,594,638	6,257,150	6,992,238

Included in the prepayments of the Group at the end of the reporting period were prepaid lease payments amounted to RM165,037 (31.12.2024 - RM212,194, 31.12.2023 - RM325,556, 31.12.2022 - RM232,222, 31.12.2021 - RM263,889).

8. OTHER INVESTMENT**INVESTMENT AT FAIR VALUE THROUGH PROFIT OR LOSS**

	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
<u>Non-current</u>					
Keyman insurance contracts	-	-	-	102,725	154,086

Keyman insurance contracts relates to life insurance policies insured for a Director of the Group.

The keyman insurance contracts represent the expected cash value from the life insurance policies which have been assigned to licensed banks as security for banking facilities granted to a subsidiary as disclosed in Note 19 to the financial statements.

9. BIOLOGICAL ASSETS

	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
Aquaculture biological assets	1,560,016	600,864	4,065,362	4,285,899	3,050,995

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****9. BIOLOGICAL ASSETS (CONT'D)**

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The movement of the biological assets measured at fair value less cost to sell can be analysed as follows:

	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
At 1 January	-	1,560,016	600,864	4,065,362	4,285,899
Additions	1,329,218	486,666	3,213,839	3,238,333	1,851,717
Changes in fair value recognised in profit or loss	1,560,016	(959,152)	3,464,498	220,537	(1,234,904)
Decrease due to harvest	(230,798)	(300,485)	(1,255,502)	(1,087,785)	(451,474)
Sales of biological assets	(1,098,420)	(186,181)	(1,958,337)	(2,150,548)	(1,400,243)
At 31 December/ At 31 March	<u>1,560,016</u>	<u>600,864</u>	<u>4,065,362</u>	<u>4,285,899</u>	<u>3,050,995</u>
Live prawns that reached marketable size, measured at fair value	532,791	459,592	3,745,999	4,044,319	2,455,542
Live prawns that has not reached marketable size, measured at cost	<u>1,027,225</u>	<u>141,272</u>	<u>319,363</u>	<u>241,580</u>	<u>595,453</u>
At 31 December/ At 31 March	<u>1,560,016</u>	<u>600,864</u>	<u>4,065,362</u>	<u>4,285,899</u>	<u>3,050,995</u>

As at 1 January 2021, the Group held no biological assets, as all biological assets had been fully harvested by 31 December 2020.

Additions to biological assets comprise the cost of fry and feeds. Included in these additions are costs related to biological assets that reached marketable size, amounting to RM1,256,265 (31.12.2024 - RM2,996,753, 31.12.2023 - RM2,894,476, 31.12.2022 - RM345,394, 31.12.2021 - RM301,993). The remaining costs such as pond maintenance, labour costs and utilities are recognised to the statement of profit or loss as incurred.

Decrease due to harvest relates to matured prawns that are harvested and transferred to inventories.

Sales of biological assets relates to matured prawns that were harvested and sold.

As at 31 March 2025, the Group held 70 (31.12.2024 - 66, 31.12.2023 - 64, 31.12.2022 - 12, 31.12.2021 - 73) active ponds with an estimated harvestable produce of 69,900 kgs (31.12.2024 - 124,890 kgs, 31.12.2023 - 99,650 kgs, 31.12.2022 - 19,340 kgs, 31.12.2021 - 17,660 kgs) of live prawns.

In measuring the fair value of biological assets (live prawns), the management used estimates and judgements to the selling price. No deductions are made for selling expenses/costs to sell.

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****9. BIOLOGICAL ASSETS (CONT'D)**

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The fair values of the biological assets are categorised at Level 3 of the fair value hierarchy and were estimated using unobservable inputs for the assets. There was no transfer between hierarchy during the financial year ended 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and the financial period ended 31 March 2025. The following table shows the quantitative information used in the determination of fair values within Level 3:

Key Input Used	Unobservable Inputs	Inter-Relationship between Key Inputs and Fair Value
Selling price	The historical and most recent market transaction price.	The higher the market transaction price or market prices, the higher the fair value of the biological assets.

Sensitivity Analysis

The sensitivity analysis below indicates the approximate change in the Group's fair value of live prawns that would arise if the following key estimates and assumptions adopted in the valuation model had changed at the reporting date, assuming all other estimates, assumptions and other variables remained constant.

	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
5% increase in selling price	24,512	30,043	187,300	202,216	122,777
5% decrease in selling price	(24,512)	(30,043)	(187,300)	(202,216)	(122,777)

10. INVENTORIES

	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
Finished goods	3,079,675	2,993,473	9,957,277	8,059,266	7,137,877
Packaging materials	313,088	194,098	282,247	188,958	204,905
	<u>3,392,763</u>	<u>3,187,571</u>	<u>10,239,524</u>	<u>8,248,224</u>	<u>7,342,782</u>

Recognised in profit
or loss:

Inventories recognised as cost of sales	15,510,779	14,312,611	2,451,069	6,935,970	1,697,915
Inventories written off	-	4,451,167	-	28,107	11,712
Amount written down to net realisable value	49,763	-	110,302	-	-
Amount written down due to slow moving	984,840	-	-	-	-

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****11. TRADE RECEIVABLES**

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	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
Trade receivable	2,836,282	696,998	2,902,677	1,818,449	2,513,935
Allowance for impairment losses	(966,903)	(383,338)	(260,288)	(181,848)	(250,336)
	1,869,379	313,660	2,642,389	1,636,601	2,263,599
	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
Allowance for impairment losses:					
At 1 January	790,341	966,903	383,338	260,288	181,848
Addition during the financial year/period (Note 24)	419,029	24,366	141,075	26,371	73,302
Reversal during the financial year/period (Note 24)	(242,467)	(607,931)	(264,125)	(104,811)	(4,814)
At 31 December/ At 31 March	966,903	383,338	260,288	181,848	250,336

The Group's normal trade credit terms range from 1 to 60 (31.12.2024 - 1 to 60, 31.12.2023 - 1 to 60, 31.12.2022 - 1 to 60, 31.12.2021 - 1 to 60) days.

12. AMOUNTS OWING BY/(TO) RELATED PARTIES

	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
<u>Amount Owing by Related Parties</u>					
Trade balances	92,143	-	-	-	-
Non-trade balances	-	-	-	-	1,040,000
	92,143	-	-	-	1,040,000
<u>Amount Owing to Related Parties</u>					
Trade balances	(1,512,452)	(1,266,095)	(1,328,986)	-	-
Non-trade balances	-	-	-	(16,500)	-
	(1,512,452)	(1,266,095)	(1,328,986)	(16,500)	-

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS**

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12. AMOUNTS OWING BY/(TO) RELATED PARTIES (CONT'D)

- (a) The amounts owing is trade in nature and subject to the normal trade credit terms range from 30 to 60 (31.12.2024 - 30 to 60, 31.12.2023 - 30 to 60, 31.12.2022 - 30 to 60, 31.12.2021 - 30 to 60) days. The amounts owing is to be settled in cash.
- (b) The non-trade balance is unsecured and interest-free and repayable on demand and to be settled in cash.

13. AMOUNTS OWING BY/(TO) DIRECTORS

	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
Amount owing by a director	24,407	-	-	-	-
Amount owing to directors	(1,824,101)	(1,243,041)	(2,577,532)	-	-

The amounts owing is non-trade in nature, unsecured interest-free advance and repayable on demand. The amounts owing is to be settled by cash.

14. FIXED DEPOSITS WITH LICENSED BANKS

The fixed deposits with licensed banks of the Group at the end of the reporting period bore an effective interest rate of 3.45% (31.12.2024 - 3.45%, 31.12.2023 - 2.39% to 2.50%, 31.12.2022 - 1.89% to 2.80%, 31.12.2021 - 2.10% to 2.36%) per annum. The fixed deposits have maturity period of 365 (31.12.2024 - 365, 31.12.2023 - 30 to 365, 31.12.2022 - 30 to 365, 31.12.2021 - 365) days for the Group.

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS**

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15. ASSETS CLASSIFIED AS HELD FOR SALE

On 15 September 2024, the Group decided to dispose of one leasehold land and one investment property, collectively referred to as two parcels of leasehold land. Accordingly, the two parcels of leasehold land have been presented in the combined statements of financial position as "Assets classified as held for sale", measured at their carrying values before it was reclassified as held for sale.

16. SHARE CAPITAL

Audited	31.12.2021 Number of shares	31.12.2022 Number of shares	31.12.2023 Number of shares	31.12.2024 Number of shares	31.3.2025 Number of shares
Issued and Fully Paid-Up					
Ordinary Shares					
At 1 January	850,110	850,110	1,275,000	1,275,000	1,275,002
Issuance of shares for cash	-	424,890	-	2	-
At 31 December/ At 31 March	850,110	1,275,000	1,275,000	1,275,002	1,275,002
Audited	31.12.2021 RM	31.12.2022 RM	31.12.2023 RM	31.12.2024 RM	31.3.2025 RM
Issued and Fully Paid-Up					
Ordinary Shares					
At 1 January	850,110	850,110	1,275,000	1,275,000	1,275,002
Issuance of shares for cash	-	424,890	-	2	-
At 31 December/ At 31 March	850,110	1,275,000	1,275,000	1,275,002	1,275,002

- (a) The holders of ordinary shares are entitled to receive dividends as and when declared by the Group and are entitled to one vote per ordinary share at meetings of the Group. The ordinary shares have no par value.
- (b) The new ordinary shares issued rank equally in all respects with the existing ordinary shares of the Group.
- (c) For the purpose of this report, the total number of shares represent the aggregate number of issued and fully paid-up shares of all the combined entities within the Group.

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****17. LEASE LIABILITIES**

	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
Gross lease liabilities:					
- not later than 1 year	565,664	619,664	673,774	562,329	486,080
- later than 1 year and not later than 5 years	1,991,202	1,803,538	1,225,764	639,432	599,100
- more than 5 years	-	384,000	288,000	192,000	167,999
	<u>2,556,866</u>	<u>2,807,202</u>	<u>2,187,538</u>	<u>1,393,761</u>	<u>1,253,179</u>
Less: Future finance charges	<u>(210,874)</u>	<u>(262,329)</u>	<u>(175,544)</u>	<u>(108,016)</u>	<u>(96,365)</u>
Present value of lease liabilities	<u>2,345,992</u>	<u>2,544,873</u>	<u>2,011,994</u>	<u>1,285,745</u>	<u>1,156,814</u>
Analysed by:-					
Current liabilities	485,985	532,880	608,840	523,039	451,470
Non-current liabilities	1,860,007	2,011,993	1,403,154	762,706	705,344
	<u>2,345,992</u>	<u>2,544,873</u>	<u>2,011,994</u>	<u>1,285,745</u>	<u>1,156,814</u>

18. HIRE PURCHASE PAYABLES (SECURED)

	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
Minimum hire purchase payments:					
- not later than 1 year	188,310	292,468	302,892	99,954	55,334
- later than 1 year and not later than 5 years	306,217	358,696	105,553	-	-
	<u>494,527</u>	<u>651,164</u>	<u>408,445</u>	<u>99,954</u>	<u>55,334</u>
Less: Future finance charges	<u>(62,020)</u>	<u>(54,817)</u>	<u>(16,040)</u>	<u>(1,569)</u>	<u>(649)</u>
Present value of lease liabilities	<u>432,507</u>	<u>596,347</u>	<u>392,405</u>	<u>98,385</u>	<u>54,685</u>
Current liabilities	147,876	256,157	288,586	98,385	54,685
Non-current liabilities	284,631	340,190	103,819	-	-
	<u>432,507</u>	<u>596,347</u>	<u>392,405</u>	<u>98,385</u>	<u>54,685</u>

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS**

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18. HIRE PURCHASE PAYABLES (SECURED) (CONT'D)

The hire purchase payables are secured by the motor vehicle as disclosed in Note 4 to the financial statements.

The effective interest rate of the hire purchase payable of the Group as at the end of the reporting year ranges from 4.20% to 5.16% (31.12.2024 - 4.20% to 5.16%, 31.12.2023 - 3.56% to 5.16%, 31.12.2022 - 3.56% to 4.92%, 31.12.2021 - 2.42% to 4.43%).

19. TERM LOANS (SECURED)

	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
Current liabilities	769,707	759,235	758,177	813,070	770,369
Non-current liabilities	2,721,046	2,721,828	3,776,355	13,997,631	13,856,743
	3,490,753	3,481,063	4,534,532	14,810,701	14,627,112

(a) The term loans are secured by:

- (i) Joint and several guarantee by certain directors of the Group;
- (ii) Syarikat Jaminan Pembiayaan Perniagaan (SJPP) with guarantee limit 80% of the financing;
- (iii) Legal charge over the leasehold land and certain freehold land and buildings of the Group as disclosed in Note 4 to the financial statements; and
- (iv) Legal charge over the freehold buildings and leasehold building of the Group as disclosed in Note 5 to the financial statements.

(b) The interest rate profile of the term loans is summarised below:

	< ----- Effective Interest Rates ----- >				
	Audited 31.12.2021	Audited 31.12.2022	Audited 31.12.2023	Audited 31.12.2024	Audited 31.3.2025
Floating rate term loans	3.17% - 4.85%	3.50% - 4.85%	3.75% - 4.85%	3.75% - 6.70%	3.75% - 6.70%

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****20. DEFERRED TAX LIABILITIES**

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	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
At 1 January	-	210,000	271,000	232,000	348,109
Recognised in profit or loss (Note 26)	210,000	61,000	(39,000)	116,109	(12,933)
At 31 December/ At 31 March	210,000	271,000	232,000	348,109	335,176

Movement in deferred tax liabilities/(assets):

	Audited At 1.1.2021 RM	Recognised in Profit or Loss (Note 26) RM	At 31.12.2021 RM
Audited			
31.12.2021			
<i>Deferred Tax Liabilities</i>			
Property, plant and equipment	-	290,000	290,000
<i>Deferred Tax Assets</i>			
Provision	-	(80,000)	(80,000)
	-	210,000	210,000
	Audited At 1.1.2022 RM	Recognised in Profit or Loss (Note 26) RM	At 31.12.2022 RM
Audited			
31.12.2022			
<i>Deferred Tax Liabilities</i>			
Property, plant and equipment	290,000	(19,000)	271,000
<i>Deferred Tax Assets</i>			
Provision	(80,000)	80,000	-
	210,000	61,000	271,000

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****20. DEFERRED TAX LIABILITIES (CONT'D)**

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Audited	At 1.1.2023 RM	Recognised in Profit or Loss (Note 26) RM	At 31.12.2023 RM
31.12.2023			
<i>Deferred Tax Liabilities</i>			
Property, plant and equipment	271,000	(26,000)	245,000
<i>Deferred Tax Assets</i>			
Provision	-	(13,000)	(13,000)
	<u>271,000</u>	<u>(39,000)</u>	<u>232,000</u>
Audited	At 1.1.2024 RM	Recognised in Profit or Loss (Note 26) RM	At 31.12.2024 RM
31.12.2024			
<i>Deferred Tax Liabilities</i>			
Property, plant and equipment	245,000	104,264	349,264
<i>Deferred Tax Assets</i>			
Provision	(13,000)	11,845	(1,155)
	<u>232,000</u>	<u>116,109</u>	<u>348,109</u>
Audited	At 1.1.2025 RM	Recognised in Profit or Loss (Note 26) RM	At 31.3.2025 RM
31.3.2025			
<i>Deferred Tax Liabilities</i>			
Property, plant and equipment	349,264	(14,088)	335,176
<i>Deferred Tax Assets</i>			
Provision	(1,155)	1,155	-
	<u>348,109</u>	<u>(12,933)</u>	<u>335,176</u>

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS**

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21. TRADE PAYABLES

The normal trade credit terms granted to the Group ranging from 1 to 60 (31.12.2024 - 1 to 60, 31.12.2023 - 1 to 60, 31.12.2022 - 1 to 60 and 31.12.2021 - 1 to 60) days.

22. OTHER PAYABLES AND ACCRUALS

	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
Other payables	783,399	518,204	1,014,734	1,732,174	641,056
Amount owing to shareholder	-	-	3,000,000	-	-
Deposits received	566,305	307,960	545,400	378,467	476,172
Accruals	844,770	220,677	564,246	256,206	390,418
	2,194,474	1,046,841	5,124,380	2,366,847	1,507,646

23. REVENUE

	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited 1.1.2024 to 31.3.2024 RM	Audited 1.1.2025 to 31.3.2025 RM
	2021 RM	2022 RM	2023 RM	2024 RM		
<u>Revenue recognised at a point in time</u>						
Sales of goods	38,179,034	36,009,942	33,908,698	39,823,308	11,587,523	8,224,147

24. (NET IMPAIRMENT LOSSES)/REVERSAL OF IMPAIRMENT LOSSES ON FINANCIAL ASSETS

	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited 1.1.2024 to 31.3.2024 RM	Audited 1.1.2025 to 31.3.2025 RM
	2021 RM	2022 RM	2023 RM	2024 RM		
Impairment losses:						
- trade receivables (Note 11)	(419,029)	(24,366)	(141,075)	(26,371)	(15,022)	(73,302)
Reversal of impairment losses:						
- trade receivables (Note 11)	242,467	607,931	264,125	104,811	107,615	4,814
	(176,562)	583,565	123,050	78,440	92,593	(68,488)

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

25. PROFIT BEFORE TAXATION



	Audited Financial Year Ended 31 December				Unaudited 1.1.2024 to 31.3.2024	Audited 1.1.2025 to 31.3.2025
	2021 RM	2022 RM	2023 RM	2024 RM	RM	RM
Profit before taxation is arrived at after charging/(crediting):						
Auditors' remuneration:						
- current financial year/period	35,290	65,800	119,000	63,000	-	52,000
- overprovision in the previous financial year	-	-	-	(10,000)	-	-
Bad debts written off	-	157,792	40,166	-	-	-
Depreciation:						
- property, plant and equipment (Note 4)	639,570	710,477	907,415	1,059,138	256,922	263,188
- investment properties (Note 5)	73,719	73,717	73,719	68,789	18,430	13,501
- right-of-use assets (Note 6)	501,024	576,401	576,401	469,090	117,274	117,274
Directors' fees	-	120,000	-	-	-	-
Directors' non-fee emoluments:						
- salaries and other benefits	268,508	441,289	666,471	718,853	218,405	221,971
- defined contribution benefits	32,316	47,680	86,600	86,704	26,404	26,800
Impairment losses:						
- trade receivable (Note 24)	419,029	24,366	141,075	26,371	15,022	73,302
Interest expenses on financial liabilities that are not at fair value through profit or loss:						
- term loans	192,983	147,230	148,411	222,543	44,910	65,258
- hire purchases	9,780	48,696	25,060	13,692	4,599	914
- lease liabilities	97,441	106,769	86,786	58,405	16,324	11,651
- other	25,172	-	-	-	-	-
Inventories written down (Note 10)	49,763	-	110,302	-	-	-
Inventories written off (Note 10)	-	4,451,167	-	28,107	-	11,712
Rental expenses						
- storage	153,337	11,864	13,405	359,412	131,529	12,154
Slow moving inventories (Note 10)	984,840	-	-	-	-	-

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****25. PROFIT BEFORE TAXATION (CONT'D)**

	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited 1.1.2024 to 31.3.2024	Audited 1.1.2025 to 31.3.2025
	2021 RM	2022 RM	2023 RM	2024 RM	RM	RM
Profit before taxation is arrived at after charging/(crediting): (Cont'd)						
Staff costs:						
- salaries and other benefits	3,949,515	3,525,201	3,984,193	3,937,819	1,126,057	944,210
- defined contribution benefits	107,412	125,009	158,262	199,800	56,697	59,507
(Gain)/Loss on foreign exchange:						
- realised	(13,016)	361,566	354,792	63,574	(30,401)	(71,715)
- unrealised	(10,290)	(256,318)	(177,057)	20,874	(407)	25,215
Property, plant and equipment written off (Note 4)	-	295,484	37,852	-	-	-
Interest income	(26,617)	(39,972)	(25,621)	(14,273)	(625)	(5,551)
Reversal of impairment losses on trade receivables (Note 24)	(242,467)	(607,931)	(264,125)	(104,811)	(107,615)	(4,814)
Rental income	(34,150)	(92,900)	(102,700)	(86,900)	(18,000)	(32,100)
Gain on disposal of property, plant and equipment	-	(187,750)	(40,800)	-	-	(3)
Gain on disposal of assets classified as held for sale	-	-	-	-	-	(156,004)
Compensation insurance	-	(5,278,876)	(365,564)	(14,649)	(14,649)	(206)
Fair value gain on financial assets measured a fair value through profit or loss mandatorily:						
- other investments	-	-	-	(102,725)	-	(51,361)
Gain on derecognition of leases	-	-	-	(16,255)	(16,255)	-

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****26. INCOME TAX EXPENSE**

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	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited 1.1.2024 to 31.3.2024	Audited 1.1.2025 to 31.3.2025
	2021 RM	2022 RM	2023 RM	2024 RM	RM	RM
Current tax expense						
- current year/period	444,757	450,709	1,029,520	2,610,500	743,759	420,991
- overprovision in the previous financial years	-	-	-	(236,398)	-	-
	<u>444,757</u>	<u>450,709</u>	<u>1,029,520</u>	<u>2,374,102</u>	<u>743,759</u>	<u>420,991</u>
Real property gain tax	-	36,243	-	-	-	-
Deferred tax (Note 20)						
- current year/period	252,000	80,683	39,000	16,879	-	(36,937)
- overprovision in the previous financial years	(42,000)	(19,683)	(78,000)	99,230	-	24,004
	<u>210,000</u>	<u>61,000</u>	<u>(39,000)</u>	<u>116,109</u>	<u>-</u>	<u>(12,933)</u>
	<u>654,757</u>	<u>547,952</u>	<u>990,520</u>	<u>2,490,211</u>	<u>743,759</u>	<u>408,058</u>

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****26. INCOME TAX EXPENSE (CONT'D)**

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A reconciliation of income tax expense applicable to the profit before taxation at the statutory tax rate to income tax expense at the effective tax rate of the Group is as follows:

	Audited Financial Year Ended 31 December				Unaudited 1.1.2024 to 31.3.2024	Audited 1.1.2025 to 31.3.2025
	2021 RM	2022 RM	2023 RM	2024 RM	RM	RM
Profit before taxation	8,485,166	9,005,824	12,689,385	10,563,233	1,171,277	1,045,331
Tax at the statutory tax rate of 24%	2,036,440	2,161,398	3,045,452	2,535,176	281,106	250,879
Tax effects of:-						
Tax saving of first RM600,000	(118,786)	(57,512)	(138,641)	(180,000)	(112,468)	(168,177)
(Over)/Under provision of deferred tax in the previous financial year	(42,000)	(19,683)	(78,000)	99,230	-	24,004
Overprovision of tax in the previous financial year	-	-	-	(236,398)	-	-
Non-deductible expenses	557,346	709,229	597,892	482,371	646,882	464,961
Non-taxable income	(1,562,044)	(764,167)	(1,922,568)	(210,168)	(71,761)	(163,609)
Deferred tax assets not recognised	-	111,313	-	-	-	-
Utilisation of deferred tax assets previously not recognised	(216,199)	(1,628,869)	(513,615)	-	-	-
Real property gains tax arising from disposal of freehold land	-	36,243	-	-	-	-
	654,757	547,952	990,520	2,490,211	743,759	408,058

- (a) For the financial period/year ended 31 March 2025, 31 December 2024 and 31 December 2023, the Group is subject to the Malaysian income tax rates of 15% for the first RM150,000 of chargeable income, 17% for the first chargeable income ranging between RM150,001 up to RM600,000 and 24% on the remaining chargeable income respectively.
- (b) For the financial year ended 31 December 2021 and 31 December 2022, the income tax rates were 17% on the first RM600,000 of chargeable income and 24% on the remaining chargeable income respectively.

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****26. INCOME TAX EXPENSE (CONT'D)**

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At the end of the reporting period, the amounts of deferred tax assets not recognised due to uncertainty of their realisation are as follows:

	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited 1.1.2024 to 31.3.2024	Audited 1.1.2025 to 31.3.2025
	2021 RM	2022 RM	2023 RM	2024 RM	RM	RM
Property, plant and equipment	(89,378)	(64,997)	68,927	140,873	-	108,537
Provision	99,258	30,568	45,215	119,673	-	139,817
Unabsorbed capital allowance	-	34,403	-	-	-	-
Unused tax losses	2,013,137	505,487	-	-	-	-
	<u>2,023,017</u>	<u>505,461</u>	<u>114,142</u>	<u>260,546</u>	<u>-</u>	<u>248,354</u>

No deferred tax assets are recognised in respect of these items as it is not probable that taxable profits of the Group will be available against which the deductible temporary differences can be utilised.

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****27. EARNINGS PER SHARE**

	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited 1.1.2024 to 31.3.2024	Audited 1.1.2025 to 31.3.2025
	2021 RM	2022 RM	2023 RM	2024 RM	RM	RM
Profit after taxation attributable to owners of the Group (Basic) (RM)	7,830,409	8,457,872	11,698,865	8,073,022	427,518	637,273
Weighted average number of ordinary shares in issue (Basic) (number)	850,110	1,275,000	1,275,000	1,275,002	1,275,002	1,275,002
Basic earnings per share (RM)	9.21	6.63	9.18	6.33	0.34	0.50
Diluted earnings per share (RM)	9.21	6.63	9.18	6.33	0.34	0.50

The basic earnings per share is calculated by dividing the consolidated profit attributable to owners of the Group by the weighted average number of ordinary shares outstanding during the financial year after deducting for treasury shares.

The Group has not issued any potential dilutive ordinary shares and hence, the diluted earnings per share is equal to the basic earnings per share.

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****28. DIVIDENDS**

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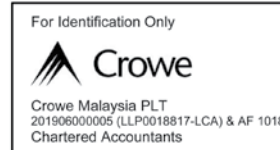
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	Audited			
	< ----- Financial Year Ended 31 December ----- >			
	2021	2022	2023	2024
	RM	RM	RM	RM
Interim dividend of RM4.00 per ordinary share in respect of the financial year ended 31 December 2023	-	-	3,000,000	-
Final dividend of RM4.00, RM4.00 and RM2.00 per ordinary share in respect of the financial years ended 31 December 2023, 31 December 2022 and 31 December 2021	1,500,000	3,000,000	3,000,000	-
Interim dividend of RM4.00 per ordinary share in respect of the financial year ended 31 December 2024	-	-	-	3,000,000
	<u>1,500,000</u>	<u>3,000,000</u>	<u>6,000,000</u>	<u>3,000,000</u>

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****29. CASH FLOW INFORMATION**

- (a) The cash disbursed for the purchase of property, plant and equipment and the addition of right-of-use assets are as follows:

	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited 1.1.2024 to 31.3.2024	Audited 1.1.2025 to 31.3.2025
	2021 RM	2022 RM	2023 RM	2024 RM	RM	RM
Property, plant and equipment						
Cost of property, plant and equipment purchased (Note 4)	1,203,328	2,134,854	2,014,403	9,963,973	57,139	123,965
Less: Acquired through hire purchase arrangement	(503,075)	(437,000)	(77,000)	-	-	-
Less: Acquired through term loan arrangement	-	-	-	(8,564,933)	-	-
	<u>700,253</u>	<u>1,697,854</u>	<u>1,937,403</u>	<u>1,399,040</u>	<u>57,139</u>	<u>123,965</u>
Right-of-use assets						
Cost of right-of-use acquired (Note 6)	-	753,775	-	-	-	-
Less: Additions of new lease liabilities	-	(753,775)	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****29. CASH FLOW INFORMATION (CONT'D)**

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(b) The reconciliations of liabilities arising from financing activities are as follows:

Audited	Lease Liabilities RM	Hire Purchases RM	Term Loans RM	Total RM
31 December 2021				
At 1 January	2,806,438	63,154	6,129,167	8,998,759
<u>Changes in Financing Cash Flows</u>				
Proceeds from drawdown	-	503,075	-	503,075
Repayment of principal	(460,446)	(133,722)	(2,638,414)	(3,232,582)
Repayment of interests	(97,441)	(9,780)	(192,983)	(300,204)
	(557,887)	359,573	(2,831,397)	(3,029,711)
<u>Non-cash Changes</u>				
Interest expense recognised in profit or loss (Note 25)	97,441	9,780	192,983	300,204
	97,441	9,780	192,983	300,204
At 31 December	2,345,992	432,507	3,490,753	6,269,252
Audited	Lease Liabilities RM	Hire Purchases RM	Term Loans RM	Total RM
31 December 2022				
At 1 January	2,345,992	432,507	3,490,753	6,269,252
<u>Changes in Financing Cash Flows</u>				
Proceeds from drawdown	-	437,000	4,399,893	4,836,893
Repayment of principal	(554,894)	(273,160)	(4,409,583)	(5,237,637)
Repayment of interests	(106,769)	(48,696)	(147,230)	(302,695)
	(661,663)	115,144	(156,920)	(703,439)
<u>Non-cash Changes</u>				
Addition of lease liabilities	753,775	-	-	753,775
Interest expense recognised in profit or loss (Note 25)	106,769	48,696	147,230	302,695
	860,544	48,696	147,230	1,056,470
At 31 December	2,544,873	596,347	3,481,063	6,622,283

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS**

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29. CASH FLOW INFORMATION (CONT'D)

(b) The reconciliations of liabilities arising from financing activities are as follows (Cont'd):

Audited	Lease Liabilities RM	Hire Purchases RM	Term Loans RM	Total RM
31 December 2023				
At 1 January	2,544,873	596,347	3,481,063	6,622,283
<u>Changes in Financing Cash Flows</u>				
Proceeds from drawdown	-	77,000	1,930,000	2,007,000
Repayment of principal	(532,879)	(280,942)	(876,531)	(1,690,352)
Repayment of interests	(86,786)	(25,060)	(148,411)	(260,257)
	(619,665)	(229,002)	905,058	56,391
<u>Non-cash Changes</u>				
Interest expense recognised in profit or loss (Note 25)	86,786	25,060	148,411	260,257
	86,786	25,060	148,411	260,257
At 31 December	2,011,994	392,405	4,534,532	6,938,931
Audited	Lease Liabilities RM	Hire Purchases RM	Term Loans RM	Total RM
31 December 2024				
At 1 January	2,011,994	392,405	4,534,532	6,938,931
<u>Changes in Financing Cash Flows</u>				
Proceeds from drawdown	-	-	4,493,105	4,493,105
Repayment of principal	(495,377)	(294,020)	(2,781,869)	(3,571,266)
Repayment of interests	(58,405)	(13,692)	(222,543)	(294,640)
	(553,782)	(307,712)	1,488,693	627,199
<u>Non-cash Changes</u>				
Interest expense recognised in profit or loss (Note 25)	58,405	13,692	222,543	294,640
Derecognition of lease	(230,872)	-	-	(230,872)
Acquisition of property, plant and equipment	-	-	8,564,933	8,564,933
	(172,467)	13,692	8,787,476	8,628,701
At 31 December	1,285,745	98,385	14,810,701	16,194,831

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS**

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29. CASH FLOW INFORMATION (CONT'D)

(b) The reconciliations of liabilities arising from financing activities are as follows (Cont'd):

Audited	Lease Liabilities RM	Hire Purchases RM	Term Loans RM	Total RM
31 March 2025				
At 1 January	1,285,745	98,385	14,810,701	16,194,831
<u>Changes in Financing Cash Flows</u>				
Repayment of principal	(128,931)	(43,700)	(183,589)	(356,220)
Repayment of interests	(11,651)	(914)	(65,258)	(77,823)
	(140,582)	(44,614)	(248,847)	(434,043)
<u>Non-cash Changes</u>				
Interest expense recognised in profit or loss (Note 25)	11,651	914	65,258	77,823
	11,651	914	65,258	77,823
At 31 March	1,156,814	54,685	14,627,112	15,838,611

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****29. CASH FLOW INFORMATION (CONT'D)**

(c) The total cash outflows for leases as a lessee are as follows:

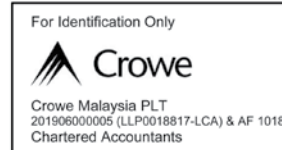
	Audited				Unaudited	Audited
	< ----- Financial Year Ended 31 December ----- >				1.1.2024 to	1.1.2025 to
	31.12.2021	31.12.2022	31.12.2023	31.12.2024	31.3.2024	31.3.2025
	RM	RM	RM	RM	RM	RM
Payment of short-term leases	(153,337)	(11,864)	(13,405)	(359,412)	(131,529)	(12,154)
Payment of lease liabilities	(460,446)	(554,894)	(532,879)	(495,377)	(120,597)	(128,931)
Interest paid on lease liabilities	(97,441)	(106,769)	(86,786)	(58,405)	(16,324)	(11,651)
	<u>(711,224)</u>	<u>(673,527)</u>	<u>(633,070)</u>	<u>(913,194)</u>	<u>(268,450)</u>	<u>(152,736)</u>



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****29. CASH FLOW INFORMATION (CONT'D)**

(d) The cash and cash equivalents comprise the following:

	Audited				Unaudited	Audited
	< ----- Financial Year Ended 31 December ----- >				1.1.2024 to	1.1.2025 to
	31.12.2021	31.12.2022	31.12.2023	31.12.2024	31.3.2024	31.3.2025
	RM	RM	RM	RM	RM	RM
Fixed deposits with licensed banks	55,010	1,849,923	60,990	20,000	61,245	20,000
Cash and bank balances	1,658,557	2,947,265	3,767,957	3,260,760	1,679,969	3,602,162
	1,713,567	4,797,188	3,828,947	3,280,760	1,741,214	3,622,162
Less: Fixed deposits with tenure of more than 3 months	(55,010)	(55,010)	(20,000)	(20,000)	(20,000)	(20,000)
Cash and cash equivalents	1,658,557	4,742,178	3,808,947	3,260,760	1,721,214	3,602,162

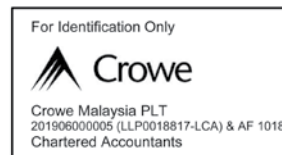


12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****30. KEY MANAGEMENT PERSONNEL COMPENSATION**

The key management personnel of the Group include executive directors and non-executive directors of and certain members of senior management of the Group.

The key management personnel compensation during the financial year/period are as follows:

	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited 1.1.2024 to 31.3.2024	Audited 1.1.2025 to 31.3.2025
	2021 RM	2022 RM	2023 RM	2024 RM	RM	RM
Directors of the Group						
Directors' fee	-	120,000	-	-	-	-
Short-term employee benefits:						
- salaries and other benefits	268,508	441,289	666,471	718,853	218,405	221,971
- defined contribution benefits	32,316	47,680	86,600	86,704	26,404	26,800
Total directors' remuneration (Note 25)	300,824	608,969	753,071	805,557	244,809	248,771



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****31. RELATED PARTY DISCLOSURES****(a) Combined Entities**

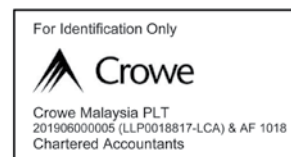
The combined entities as disclosed in Note 1 to the combined financial statements.

(b) Significant Related Party Transactions and Balances

Other than those disclosed elsewhere in the combined financial statements, the Group also carried out the following transactions with the related parties during the financial year/period:

	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited 1.1.2024 to	Audited 1.1.2025 to
	2021	2022	2023	2024	31.3.2024	31.3.2025
	RM	RM	RM	RM	RM	RM
<u>Related Parties</u>						
Sales	100,566	64,692	25,480	711,471	711,471	-
Purchases	(3,282,399)	(2,584,488)	(2,211,180)	(1,747,588)	(1,703,616)	-
Rental expenses	-	-	-	(10,500)	-	(9,000)
Rental deposit	-	-	-	(6,000)	-	-
Sales of property, plant and equipment	-	-	-	24,000	-	-
Subcontract fee paid or payables to a related party	-	(120,000)	-	-	-	-
Transport charges	(117,750)	(75,000)	-	-	-	-
Disposal of assets classified as held for sale	-	-	-	-	-	1,440,000
<u>Shareholder</u>						
Rental expenses	-	-	-	(36,000)	(9,000)	(9,000)

The significant outstanding balances of the related parties together with their terms and conditions are disclosed in the respective notes to the combined financial statements.



12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS



32. OPERATING SEGMENTS

Operating segments are prepared in a manner consistent with the internal reporting provided to the Board of Directors as its chief operating decision maker in order to allocate resources to segments and to assess their performance. For management purposes, the Group is organised into business units based on their products and services provided. In addition, the businesses are also considered from a geographical perspective.

The Group is organised into 3 main reportable segments as follows:

- (i) Live prawns;
- (ii) Frozen black tiger prawns; and
- (iii) Others.

Chief operating decision maker monitors the segment results of its business units separately for the purpose of making decisions about resources allocation and performance assessment. Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis but exclude tax assets and liabilities.

Segment assets and liabilities information are not provided to the chief operating decision maker. Hence, no disclosure is made on segment assets and liabilities.

Transaction between reportable segments are carried out on agreed terms between both parties. The effects of such inter-segment transactions are eliminated on combination.

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.1 BUSINESS SEGMENTS



Audited	Frozen black tiger prawns RM	Live prawns RM	Others RM	The Group RM
31 December 2021				
Revenue				
External revenue	26,667,007	21,336,877	1,111,082	49,114,966
Inter-segment revenue	-	(10,905,932)	(30,000)	(10,935,932)
	26,667,007	10,430,945	1,081,082	38,179,034
Results				
Segments profit				8,810,542
Finance costs				(325,376)
Profit before taxation				8,485,166

12. ACCOUNTANTS' REPORT *(Cont'd)*

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.1 BUSINESS SEGMENTS (CONT'D)

Audited

31 December 2021

Other information

Depreciation of property, plant and equipment
 Depreciation of investment property
 Depreciation of right-of-use asset
 Interest expenses
 Inventories written down
 Slow moving inventories
 Gain on unrealised foreign exchange
 Interest income
 Net impairment losses on financial assets

The Group
 RM

639,570
 73,719
 501,024
 325,376
 49,763
 984,840
 (10,290)
 (26,617)
 176,562



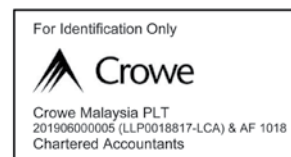
12. ACCOUNTANTS' REPORT *(Cont'd)*

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.1 BUSINESS SEGMENTS (CONT'D)



Audited	Frozen black tiger prawns RM	Live prawns RM	Others RM	The Group RM
31 December 2022				
Revenue				
External revenue	28,290,528	14,751,448	1,180,621	44,222,597
Inter-segment revenue	-	(8,070,305)	(142,350)	(8,212,655)
	28,290,528	6,681,143	1,038,271	36,009,942
Results				
Segments profit				9,308,519
Finance costs				(302,695)
Profit before taxation				9,005,824

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.1 BUSINESS SEGMENTS (CONT'D)

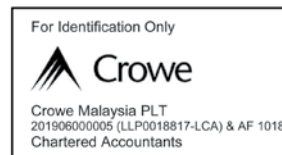
Audited

31 December 2022

Other information

Bad debts written off	157,792
Depreciation of property, plant and equipment	710,477
Depreciation of investment property	73,717
Depreciation of right-of-use asset	576,401
Interest expenses	302,695
Inventories written off	4,451,167
Property, plant and equipment written off	295,484
Interest income	(39,972)
Gain on disposal of property, plant and equipment	(187,750)
Gain on unrealised foreign exchange	(256,318)
Net impairment gains on financial assets	(583,565)

The Group
RM



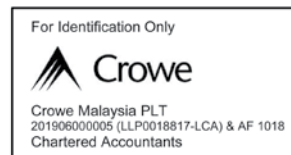
12. ACCOUNTANTS' REPORT *(Cont'd)*

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.1 BUSINESS SEGMENTS (CONT'D)



Audited	Frozen black tiger prawns RM	Live prawns RM	Others RM	The Group RM
31 December 2023				
Revenue				
External revenue	29,772,438	25,302,106	256,950	55,331,494
Inter-segment revenue	-	(21,215,926)	(206,870)	(21,422,796)
	29,772,438	4,086,180	50,080	33,908,698
Results				
Segments profit				12,949,642
Finance costs				(260,257)
Profit before taxation				12,689,385

12. ACCOUNTANTS' REPORT *(Cont'd)*

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.1 BUSINESS SEGMENTS (CONT'D)

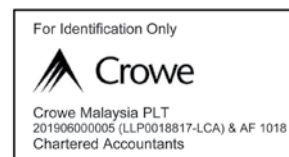
Audited

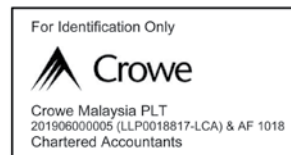
31 December 2023

Other information

Bad debts written off	40,166
Depreciation of property, plant and equipment	907,415
Depreciation of investment property	73,719
Depreciation of right-of-use asset	576,401
Interest expenses	260,257
Inventories written down	110,302
Property, plant and equipment written off	37,852
Gain on unrealised foreign exchange	(177,057)
Interest income	(25,621)
Net impairment gains on financial assets	(123,050)

The Group
RM



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****32. OPERATING SEGMENTS (CONT'D)****32.1 BUSINESS SEGMENTS (CONT'D)**

Audited	Frozen black tiger prawns RM	Live prawns RM	Others RM	The Group RM
31 December 2024				
Revenue				
External revenue	32,100,700	26,881,400	336,000	59,318,100
Inter-segment revenue	-	(19,182,792)	(312,000)	(19,494,792)
	32,100,700	7,698,608	24,000	39,823,308
Results				
Segments profit				10,857,873
Finance costs				(294,640)
Profit before taxation				10,563,233

12. ACCOUNTANTS' REPORT *(Cont'd)*

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.1 BUSINESS SEGMENTS (CONT'D)

Audited

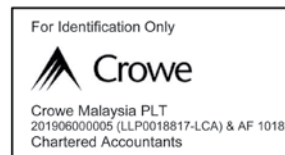
31 December 2024

Other information

Depreciation of property, plant and equipment
 Depreciation of investment property
 Depreciation of right-of-use asset
 Interest expenses
 Inventories written off
 Loss on unrealised foreign exchange
 Interest income
 Net impairment gains on financial assets

The Group
 RM

1,059,138
 68,789
 469,090
 294,640
 28,107
 20,874
 (14,273)
 (78,440)



12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.1 BUSINESS SEGMENTS (CONT'D)



Unaudited	Frozen black tiger prawns RM	Live prawns RM	Others RM	The Group RM
31 March 2024				
Revenue				
External revenue	10,351,462	6,243,719	-	16,595,181
Inter-segment revenue	-	(5,007,658)	-	(5,007,658)
	10,351,462	1,236,061	-	11,587,523
Results				
Segments profit				1,237,110
Finance costs				(65,833)
Profit before taxation				1,171,277

12. ACCOUNTANTS' REPORT *(Cont'd)*

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.1 BUSINESS SEGMENTS (CONT'D)

Unaudited

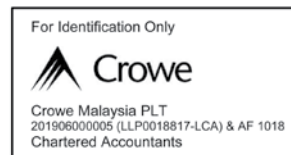
31 March 2024

Other information

Depreciation of property, plant and equipment
 Depreciation of investment property
 Depreciation of right-of-use asset
 Interest expenses
 Gain on unrealised foreign exchange
 Interest income
 Net impairment gains on financial assets

The Group
 RM

256,922
 18,430
 117,274
 65,833
 (407)
 (625)
 (92,593)



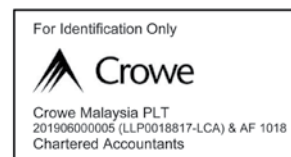
12. ACCOUNTANTS' REPORT *(Cont'd)*

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.1 BUSINESS SEGMENTS (CONT'D)



Audited	Frozen black tiger prawns RM	Live prawns RM	Others RM	The Group RM
31 March 2025				
Revenue				
External revenue	6,241,615	5,115,097	-	11,356,712
Inter-segment revenue	-	(3,132,565)	-	(3,132,565)
	6,241,615	1,982,532	-	8,224,147
Results				
Segments profit				1,123,154
Finance costs				(77,823)
Profit before taxation				1,045,331

12. ACCOUNTANTS' REPORT *(Cont'd)*

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.1 BUSINESS SEGMENTS (CONT'D)

Audited

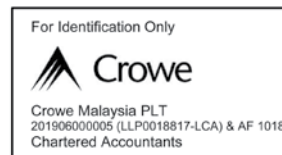
31 March 2025

Other information

Depreciation of property, plant and equipment
 Depreciation of investment property
 Depreciation of right-of-use asset
 Interest expenses
 Inventories written off
 Loss on unrealised foreign exchange
 Net impairment loss on financial assets
 Gain on disposal of property, plant and equipment
 Gain on disposal of assets classified as held for sale
 Interest income

The Group
 RM

263,188
 13,501
 117,274
 77,823
 11,712
 25,215
 68,488
 (3)
 (156,004)
 (5,551)



12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

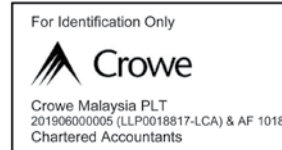
NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.2 BUSINESS SEGMENT AND GEOGRAPHICAL INFORMATION

Revenue is based on the country in which the customers are located.

	Audited				Unaudited 1.1.2024 to 31.3.2024 RM	Audited 1.1.2025 to 31.3.2025 RM
	< ----- 2021 RM	Financial Year 2022 RM	Ended 31 December 2023 RM	> ----- 2024 RM		
The Group						
Malaysia	23,788,792	11,715,565	5,588,557	9,548,382	2,340,257	2,442,665
Australia	318,423	-	-	-	-	-
China	13,099,768	21,462,738	19,881,266	19,357,350	4,327,155	5,083,999
Korea	-	-	4,530,872	8,068,269	4,920,111	697,483
Taiwan	972,051	2,831,639	3,908,003	2,849,307	-	-
	<u>38,179,034</u>	<u>36,009,942</u>	<u>33,908,698</u>	<u>39,823,308</u>	<u>11,587,523</u>	<u>8,224,147</u>



12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

32. OPERATING SEGMENTS (CONT'D)

32.3 MAJOR CUSTOMERS

The following is major customer with revenue equal to or more than 10% of the Group's total revenue.

	Audited < ----- Financial Year Ended 31 December ----- >				Unaudited 1.1.2024 to 31.3.2024	Audited 1.1.2025 to 31.3.2025
	2021 RM	2022 RM	2023 RM	2024 RM	RM	RM
Customer #1	-	8,599,052	12,180,280	15,373,124	2,718,513	-
Customer #2	-	5,919,825	-	-	-	-
Customer #3	9,580,537	3,520,053	-	-	-	-
Customer #4	-	-	4,530,871	6,747,882	3,434,696	697,483



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS**

For Identification Only



Crowe Malaysia PLT
201906000005 (LLP0018817-LCA) & AF 1018
Chartered Accountants

33. CAPITAL COMMITMENTS

	Audited 31.12.2021 RM	Audited 31.12.2022 RM	Audited 31.12.2023 RM	Audited 31.12.2024 RM	Audited 31.3.2025 RM
Purchase of property, plant and equipment	-	-	-	4,126,503	4,035,685

34. FINANCIAL INSTRUMENTS

The activities of the Group are exposed to a variety of market risk (including foreign currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. The overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

34.1 FINANCIAL RISK MANAGEMENT POLICIES

The policies in respect of the major areas of treasury activity are as follows:

(a) Market Risk**(i) Foreign Currency Risk**

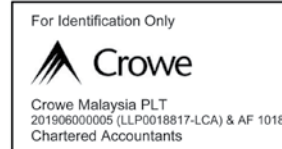
The Group is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than the functional currency of entities within the Group. The currencies giving rise to this risk are primarily United States Dollar ("USD"), Renminbi ("RMB") and Australian Dollar ("AUD"). Foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level. The Group also holds cash and cash equivalents denominated in foreign currencies for working capital purposes.

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(a) Market Risk (Cont'd)****(i) Foreign Currency Risk (Cont'd)**

The exposure to foreign currency risk (a currency which is other than the functional currency of the entities within the Group) based on the carrying amounts of the financial instruments at the end of the reporting period is summarised below:

Foreign Currency Exposure

	USD RM	RMB RM	MYR RM	AUD RM	Total RM
Audited					
31 December 2021					
<u>Financial Assets</u>					
Trade receivables	500,050	-	1,369,329	-	1,869,379
Other receivables	-	-	165,092	-	165,092
Amount owing by related parties	-	-	92,143	-	92,143
Amount owing by a director	-	-	24,407	-	24,407
Fixed deposits with licensed banks	-	-	55,010	-	55,010
Cash and bank balances	16,001	-	1,642,433	123	1,658,557
	516,051	-	3,348,414	123	3,864,588



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(a) Market Risk (Cont'd)****(i) Foreign Currency Risk (Cont'd)***Foreign Currency Exposure (Cont'd)*

	USD RM	RMB RM	MYR RM	AUD RM	Total RM
Audited					
31 December 2021					
<u>Financial Liabilities</u>					
Lease liabilities	-	-	(2,345,992)	-	(2,345,992)
Hire purchase payables	-	-	(432,507)	-	(432,507)
Term loans	-	-	(3,490,753)	-	(3,490,753)
Trade payables	(143,560)	-	(4,497,458)	-	(4,641,018)
Other payables and accruals	-	-	(1,628,169)	-	(1,628,169)
Amount owing to related parties	-	-	(1,512,452)	-	(1,512,452)
Amount owing to directors	-	-	(1,824,101)	-	(1,824,101)
	(143,560)	-	(15,731,432)	-	(15,874,992)
Net financial assets/(liabilities)	372,491	-	(12,383,018)	123	(12,010,404)
Less: Net financial liabilities denominated in the Group's functional currency	-	-	12,383,018	-	12,383,018
Currency Exposure	372,491	-	-	123	372,614



12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

34. FINANCIAL INSTRUMENTS (CONT'D)

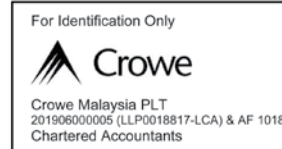
34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

Foreign Currency Exposure (Cont'd)

	USD RM	RMB RM	MYR RM	AUD RM	Total RM
Audited					
31 December 2022					
<u>Financial Assets</u>					
Trade receivables	269,012	-	44,648	-	313,660
Other receivables	-	-	752,204	-	752,204
Fixed deposits with licensed banks	-	-	1,849,923	-	1,849,923
Cash and bank balances	923,965	-	2,022,954	346	2,947,265
	<u>1,192,977</u>	<u>-</u>	<u>4,669,729</u>	<u>346</u>	<u>5,863,052</u>



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(a) Market Risk (Cont'd)****(i) Foreign Currency Risk (Cont'd)***Foreign Currency Exposure (Cont'd)*

	USD RM	RMB RM	MYR RM	AUD RM	Total RM
Audited					
31 December 2022					
<u>Financial Liabilities</u>					
Lease liabilities	-	-	(2,544,873)	-	(2,544,873)
Hire purchase payable	-	-	(596,347)	-	(596,347)
Term loans	-	-	(3,481,063)	-	(3,481,063)
Trade payables	(54,713)	-	(1,216,000)	-	(1,270,713)
Other payables and accruals	-	-	(738,881)	-	(738,881)
Amount owing to directors	-	-	(1,243,041)	-	(1,243,041)
Amount owing to related parties	-	-	(1,266,095)	-	(1,266,095)
	(54,713)	-	(11,086,300)	-	(11,141,013)
Net financial assets/(liabilities)	1,138,264	-	(6,416,571)	346	(5,277,961)
Less: Net financial liabilities denominated in the Group's functional currency	-	-	6,416,571	-	6,416,571
Currency Exposure	1,138,264	-	-	346	1,138,610



12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

34. FINANCIAL INSTRUMENTS (CONT'D)

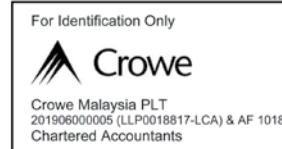
34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

Foreign Currency Exposure (Cont'd)

	USD RM	RMB RM	MYR RM	AUD RM	Total RM
Audited					
31 December 2023					
<u>Financial Assets</u>					
Trade receivables	-	1,826,398	815,991	-	2,642,389
Other receivables	-	-	203,140	-	203,140
Fixed deposits with licensed banks	-	-	60,990	-	60,990
Cash and bank balances	290	68,651	3,698,895	121	3,767,957
	290	1,895,049	4,779,016	121	6,674,476



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(a) Market Risk (Cont'd)****(i) Foreign Currency Risk (Cont'd)***Foreign Currency Exposure (Cont'd)*

	USD RM	RMB RM	MYR RM	AUD RM	Total RM
Audited					
31 December 2023					
<u>Financial Liabilities</u>					
Lease liabilities	-	-	(2,011,994)	-	(2,011,994)
Hire purchase payable	-	-	(392,405)	-	(392,405)
Term loans	-	-	(4,534,532)	-	(4,534,532)
Trade payables	-	-	(845,228)	-	(845,228)
Other payables and accruals	-	-	(4,578,980)	-	(4,578,980)
Amount owing to directors	-	-	(2,577,532)	-	(2,577,532)
Amount owing to related parties	-	-	(1,328,986)	-	(1,328,986)
	-	-	(16,269,657)	-	(16,269,657)
Net financial assets/(liabilities)	290	1,895,049	(11,490,641)	121	(9,595,181)
Less: Net financial liabilities denominated in the Group's functional currency	-	-	11,490,641	-	11,490,641
Currency Exposure	290	1,895,049	-	121	1,895,460



12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

34. FINANCIAL INSTRUMENTS (CONT'D)

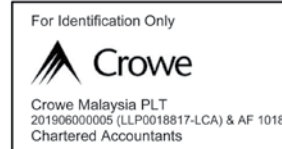
34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

Foreign Currency Exposure (Cont'd)

	USD RM	RMB RM	MYR RM	AUD RM	Total RM
Audited					
31 December 2024					
<u>Financial Assets</u>					
Trade receivables	-	1,035,742	600,859	-	1,636,601
Other receivables	-	-	2,595,564	-	2,595,564
Fixed deposits with licensed banks	-	-	20,000	-	20,000
Cash and bank balances	832	628,738	2,631,082	108	3,260,760
	832	1,664,480	5,847,505	108	7,512,925



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(a) Market Risk (Cont'd)****(i) Foreign Currency Risk (Cont'd)***Foreign Currency Exposure (Cont'd)*

	USD RM	RMB RM	MYR RM	AUD RM	Total RM
Audited					
31 December 2024					
<u>Financial Liabilities</u>					
Lease liabilities	-	-	(1,285,745)	-	(1,285,745)
Hire purchase payable	-	-	(98,385)	-	(98,385)
Term loans	-	-	(14,810,701)	-	(14,810,701)
Trade payables	-	-	(2,269,459)	-	(2,269,459)
Other payables and accruals	-	-	(1,988,380)	-	(1,988,380)
Amount owing to related parties	-	-	(16,500)	-	(16,500)
	-	-	(20,469,170)	-	(20,469,170)
Net financial assets/(liabilities)	832	1,664,480	(14,621,665)	108	(12,956,245)
Less: Net financial liabilities denominated in the Group's functional currency	-	-	14,621,665	-	14,621,665
Currency Exposure	832	1,664,480	-	108	1,665,420



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(b) Market Risk (Cont'd)****(ii) Foreign Currency Risk (Cont'd)***Foreign Currency Exposure (Cont'd)*

	USD RM	RMB RM	MYR RM	AUD RM	Total RM
Audited					
31 March 2025					
<u>Financial Assets</u>					
Trade receivables	-	1,222,990	1,040,609	-	2,263,599
Other receivables	-	-	3,111,181	-	3,111,181
Amount owing by related parties	-	-	1,040,000	-	1,040,000
Fixed deposits with licensed banks	-	-	20,000	-	20,000
Cash and bank balances	72	860,428	2,741,554	108	3,602,162
	72	2,083,418	7,953,344	108	10,036,942



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(a) Market Risk (Cont'd)****(i) Foreign Currency Risk (Cont'd)***Foreign Currency Exposure (Cont'd)*

	USD RM	RMB RM	MYR RM	AUD RM	Total RM
Audited 31 March 2025					
<u>Financial Liabilities</u>					
Lease liabilities	-	-	(1,156,814)	-	(1,156,814)
Hire purchase payable	-	-	(54,685)	-	(54,685)
Term loans	-	-	(14,627,112)	-	(14,627,112)
Trade payables	-	-	(1,921,960)	-	(1,921,960)
Other payables and accruals	-	-	(1,031,474)	-	(1,031,474)
	-	-	(18,792,045)	-	(18,792,045)
Net financial assets/(liabilities)	72	2,083,418	(10,838,701)	108	(8,755,103)
Less: Net financial liabilities denominated in the Group's functional currency	-	-	10,838,701	-	10,838,701
Currency Exposure	72	2,083,418	-	108	2,083,598



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(a) Market Risk (Cont'd)****(i) Foreign Currency Risk (Cont'd)***Foreign Currency Risk Sensitivity Analysis*

The following table details the sensitivity analysis to a reasonably possible change in the foreign currencies at the end of the reporting period, with all other variables held constant:

	Audited < ----- Financial Year Ended 31 December ----- >				Audited
	2021 RM	2022 RM	2023 RM	2024 RM	1.1.2025 to 31.3.2025 RM
Effects on Profit After Taxation /Other Comprehensive Income					
USD/RM					
- strengthened by 10%	28,309	86,508	22	63	5
- weakened by 10%	(28,309)	(86,508)	(22)	(63)	(5)
RMB/RM					
- strengthened by 10%	-	-	144,024	126,500	158,340
- weakened by 10%	-	-	(144,024)	(126,500)	(158,340)
AUD/RM					
- strengthened by 10%	9	26	9	8	8
- weakened by 10%	(9)	(26)	(9)	(8)	(8)

For Identification Only



Crowe Malaysia PLT
201906000005 (LLP0018817-LCA) & AF 1018
Chartered Accountants

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS



34. FINANCIAL INSTRUMENTS (CONT'D)

34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The exposure to interest rate risk arises mainly from long-term borrowings with variable rates. The Group adopt a policy of obtaining the most favourable interest rates available and by maintaining a balanced portfolio mix of fixed and floating rate borrowings.

The fixed rate debt instruments of the Group are not subject to interest rate risk since neither carrying amounts nor the future cash flows will fluctuate because of a change in market interest rates.

The exposure to interest rate risk based on the carrying amounts of the financial instruments at the end of the reporting period is disclosed in Note 19 to the financial statements.

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(a) Market Risk (Cont'd)****(ii) Interest Rate Risk (Con't)***Interest Rate Risk Sensitivity Analysis*

The following table details the sensitivity analysis to a reasonably possible change in the interest rates at the end of the reporting period, with all other variables held constant:

	Audited < ----- Financial Year Ended 31 December ----- >				Audited 1.1.2025 to 31.3.2025
	2021 RM	2022 RM	2023 RM	2024 RM	RM
Effects on Profit After Taxation/ Other Comprehensive Income					
Increase of 100 basis points	(26,530)	(26,456)	(34,462)	(112,561)	(111,166)
Decrease of 100 basis points	26,530	26,456	34,462	112,561	111,166

(iii) Equity Price Risk

The Group does not have any quoted investments and hence, is not exposed to equity price risk.



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(b) Credit Risk**

The exposure to credit risk, or the risk of counterparties defaulting, arises mainly from trade and other receivables. The Group manage their exposures to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. For other financial assets (including quoted debt investments, cash and bank balances and derivatives), the Group minimise credit risk by dealing exclusively with high credit rating counterparties.

(i) Credit Risk Concentration Profile

The Group do not have any major concentration of credit risk related to any individual customer or counterparty.

(ii) Maximum Exposure to Credit Risk

At the end of the reporting period, the maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the combined statement of financial position of the Group after deducting any allowance for impairment losses (where applicable).

(iii) Assessment of Impairment Losses

The Group has an informal credit policy in place and the exposure to credit risk is monitored on an on-going basis through periodic review of the ageing of the trade receivables. The Group closely monitors the trade receivables' financial strength to reduce the risk of loss.

At each reporting date, the Group assesses whether any of the financial assets at amortised cost are credit impaired.

The gross carrying amounts of financial assets are written off against the associated impairment, if any, when there is no reasonable expectation of recovery despite the fact that they are still subject to enforcement activities.

A financial asset is credit impaired when any of following events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred:

- Significant financial difficulty of the receivable;
- A breach of contract, such as a default or past due event;
- Restructuring of a debt in relation to the receivable's financial difficulty;
- It is becoming probable that the receivable will enter bankruptcy or other financial reorganisation.

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

34. FINANCIAL INSTRUMENTS (CONT'D)

34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(iii) Assessment of Impairment Losses (Cont'd)

Trade Receivables

The Group consider a receivable to be in default when the receivable is unlikely to repay its debt to the Group in full or is more than 90 days past due unless the Group have reasonable and supportable information to demonstrate that a more a lagging default criterion is more appropriate.

The Group applies the simplified approach to measure expected credit losses using a lifetime expected credit loss allowance for all trade receivables.

Inputs, Assumptions and Techniques used for Estimating Impairment Losses

To measure the expected credit losses, trade receivables (including related parties) have been grouped based on shared credit risk characteristics and the days past due.

The Group measures the expected credit losses of certain major customers, trade receivables that are credit impaired and trade receivables with a high risk of default on individual basis.

The expected loss rates are based on the payment profiles of sales over 12 months (31.12.2024 – 12 months, 31.12.2023 - 12 months, 31.12.2022 - 12 months and 31.12.2021 - 12 months) before the reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates were not adjusted to reflect forward-looking information on macroeconomic factors affecting the ability of the trade receivables to settle their debts as the Group has not identified any forward-looking assumptions which correlate to the historical loss rates.

There are no significant changes in the estimation techniques and assumptions as compared to the previous financial year/period.



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(b) Credit Risk (Cont'd)****(iii) Assessment of Impairment Losses (Cont'd)**Trade Receivables (Cont'd)*Allowance for Impairment Losses*

	Gross Amount RM	Lifetime Individual Allowance RM	Lifetime Collective Impairment RM	Carrying Amount RM
Audited 31 December 2021				
Current (not past due)	1,683,709	-	(286,235)	1,397,474
1 to 30 days past due	300,279	-	(68,507)	231,772
31 to 60 days past due	136,944	-	(39,453)	97,491
61 to 90 days past due	177,738	-	(75,732)	102,006
90 to 120 days past due	61,041	-	(31,344)	29,697
120 to 150 days past due	41,826	-	(30,887)	10,939
Over 150 days past due	434,745	-	(434,745)	-
	2,836,282	-	(966,903)	1,869,379

	Gross Amount RM	Lifetime Individual Allowance RM	Lifetime Collective Impairment RM	Carrying Amount RM
Audited 31 December 2022				
Current (not past due)	338,476	-	(34,546)	303,930
1 to 30 days past due	10,143	-	(1,219)	8,924
31 to 60 days past due	-	-	-	-
61 to 90 days past due	-	-	-	-
90 to 120 days past due	1,000	-	(194)	806
120 to 150 days past due	-	-	-	-
Over 150 days past due	347,379	-	(347,379)	-
	696,998	-	(383,338)	313,660



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(b) Credit Risk (Cont'd)****(iii) Assessment of Impairment Losses (Cont'd)**Trade Receivables (Cont'd)*Allowance for Impairment Losses (Cont'd)*

	Gross Amount RM	Lifetime Individual Allowance RM	Lifetime Collective Impairment RM	Carrying Amount RM
Audited				
31 December 2023				
Current (not past due)	2,761,314	-	(244,673)	2,516,641
1 to 30 days past due	138,451	-	(12,703)	125,748
31 to 60 days past due	-	-	-	-
61 to 90 days past due	-	-	-	-
90 to 120 days past due	-	-	-	-
120 to 150 days past due	-	-	-	-
Over 150 days past due	2,912	-	(2,912)	-
	2,902,677	-	(260,288)	2,642,389

	Gross Amount RM	Lifetime Individual Allowance RM	Lifetime Collective Impairment RM	Carrying Amount RM
Audited				
31 December 2024				
Current (not past due)	1,722,157	-	(172,218)	1,549,939
1 to 30 days past due	96,292	-	(9,630)	86,662
31 to 60 days past due	-	-	-	-
61 to 90 days past due	-	-	-	-
90 to 120 days past due	-	-	-	-
120 to 150 days past due	-	-	-	-
Over 150 days past due	-	-	-	-
	1,818,449	-	(181,848)	1,636,601



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(b) Credit Risk (Cont'd)****(iii) Assessment of Impairment Losses (Cont'd)**Trade Receivables (Cont'd)*Allowance for Impairment Losses (Cont'd)*

Audited	Gross	Lifetime	Lifetime	Carrying
31 March 2025	Amount	Individual	Collective	Amount
	RM	Allowance	Impairment	RM
		RM	RM	
Current (not past due)	2,253,003	-	(224,243)	2,028,760
1 to 30 days past due	260,932	-	(26,093)	234,839
31 to 60 days past due	-	-	-	-
61 to 90 days past due	-	-	-	-
90 to 120 days past due	-	-	-	-
120 to 150 days past due	-	-	-	-
Over 150 days past due	-	-	-	-
	2,513,935	-	(250,336)	2,263,599

The movements in the loss allowances in respect of trade receivables is disclosed in Note 11 to the combined financial statements.



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(b) Credit Risk (Cont'd)****(iii) Assessment of Impairment Losses (Cont'd)****Other Receivables and Amount Owing by Related Parties**

The Group applies the 3-stage general approach to measuring expected credit losses for its other receivables and amount owing by related parties.

Inputs, Assumptions and Techniques used for Estimating Impairment Losses

Under this approach, the Group assesses whether there is a significant increase in credit risk for receivables by comparing the risk of default as at the reporting date with the risk of default as at the date of initial recognition. The Group considers there has been a significant increase in credit risk when there are changes in contractual terms or delay in payment. Regardless of the assessment, a significant increase in credit risk is presumed if a receivable is more than 30 days past due in making a contractual payment.

The Group uses 3 categories to reflect their credit risk and how the loss allowance is determined for each category:

Category	Definition of category	Loss Allowance
Performing:	Receivables have a low risk of default and a strong capacity to meet contractual cash flows	12-months expected credit losses
Underperforming:	Receivables for which there is a significant increase in credit risk	Lifetime expected credit losses
Not performing:	There is evidence indicating the receivable is credit impaired or more than 90 days past due	Lifetime expected credit losses

The Group measures the expected credit losses of receivables having significant balances, receivables that are credit impaired and receivables with a high risk of default on individual basis. The remaining receivables are grouped based on shared credit risk characteristics and assessed on collective basis.

Loss allowance is measured on either 12-month expected credit losses or lifetime expected credit losses, by considering the likelihood that the receivable would not be able to repay during the contractual period (probability of default, PD), the percentage of contractual cash flows that will not be collected if default happens (loss given default, LGD) and the outstanding amount that is exposed to default risk (exposure at default, EAD).

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

34. FINANCIAL INSTRUMENTS (CONT'D)

34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(iii) Assessment of Impairment Losses (Cont'd)

Other Receivables and Amount Owing by Related Parties (Cont'd)

Inputs, Assumptions and Techniques used for Estimating Impairment Losses (Cont'd)

In deriving the PD and LGD, the Group considers the receivable's past payment status and its financial condition as at the reporting date. The PD is adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the receivable to settle its debts.

There are no significant changes in the estimation techniques and assumptions as compared to the previous financial year.

Allowance for Impairment Losses

Based on the assessment performed, the identified impairment loss was immaterial and hence, it is not provided for.

Cash and Bank Balances

The Group considers the licensed banks has low credit risk. In addition, some of the bank balances are insured by Government agencies. Therefore, the Group is of the view that the loss allowance is immaterial and hence, it is not provided for.



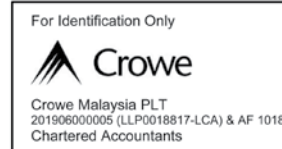
12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(c) Liquidity Risk**

Liquidity risk arises mainly from general funding and business activities. The Group practises prudent risk management by maintaining sufficient cash balances and the availability of funding through certain committed credit facilities.

Maturity Analysis

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period):

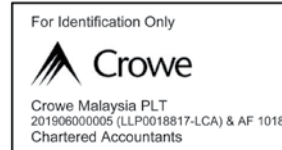
	Contractual/ Coupon Interest Rate	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 - 5 Years RM	Over 5 Years RM
Audited						
31 December 2021						
<u>Non-derivative Financial Liabilities</u>						
Lease liabilities	3.75%	2,345,992	2,556,866	565,664	1,991,202	-
Hire purchase payables	2.42% - 4.43%	432,507	494,527	188,310	306,217	-
Term loans	3.17% - 4.85%	3,490,753	3,985,011	871,675	1,868,711	1,244,625
Amount owing to related parties	-	1,512,452	1,512,452	1,512,452	-	-
Amount owing to directors	-	1,824,101	1,824,101	1,824,101	-	-
Trade payables	-	4,641,018	4,641,018	4,641,018	-	-
Other payables and accruals	-	1,628,169	1,628,169	1,628,169	-	-
		15,874,992	16,642,144	11,231,389	4,166,130	1,244,625



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(c) Liquidity Risk (Cont'd)***Maturity Analysis (Cont'd)*

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period) (Cont'd):

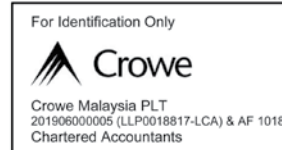
	Contractual/ Coupon Interest Rate	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 - 5 Years RM	Over 5 Years RM
Audited						
31 December 2022						
<u>Non-derivative Financial Liabilities</u>						
Lease liabilities	3.75%	2,544,873	2,807,202	619,664	1,803,538	384,000
Hire purchase payables	3.56% - 4.92%	596,347	651,164	292,468	358,696	-
Term loans	3.50% - 4.85%	3,481,063	3,837,030	1,540,424	1,497,689	798,917
Amount owing to related parties	-	1,266,095	1,266,095	1,266,095	-	-
Amount owing to directors	-	1,243,041	1,243,041	1,243,041	-	-
Trade payables	-	1,270,713	1,270,713	1,270,713	-	-
Other payables and accruals	-	738,881	738,881	738,881	-	-
		11,141,013	11,814,126	6,971,286	3,659,923	1,182,917



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(c) Liquidity Risk (Cont'd)***Maturity Analysis (Cont'd)*

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period) (Cont'd):

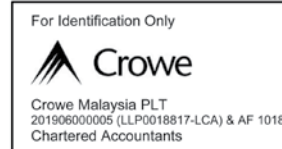
	Contractual/ Coupon Interest Rate	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 - 5 Years RM	Over 5 Years RM
Audited						
31 December 2023						
<u>Non-derivative Financial Liabilities</u>						
Lease liabilities	3.75%	2,011,994	2,187,538	673,774	1,225,764	288,000
Hire purchase payables	3.56% - 5.16%	392,405	408,445	302,892	105,553	-
Term loans	3.75% - 4.85%	4,534,532	5,281,086	928,537	2,377,377	1,975,172
Amount owing to related parties	-	1,328,986	1,328,986	1,328,986	-	-
Amount owing to directors	-	2,577,532	2,577,532	2,577,532	-	-
Trade payables	-	845,228	845,228	845,228	-	-
Other payables and accruals	-	4,578,980	4,578,980	4,578,980	-	-
		16,269,657	17,207,795	11,235,929	3,708,694	2,263,172



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(c) Liquidity Risk (Cont'd)***Maturity Analysis (Cont'd)*

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period) (Cont'd):

	Contractual/ Coupon Interest Rate	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 - 5 Years RM	Over 5 Years RM
Audited						
31 December 2024						
<u>Non-derivative Financial Liabilities</u>						
Lease liabilities	3.75%	1,285,745	1,393,761	562,329	639,432	192,000
Hire purchase payables	4.20% - 5.16%	98,385	99,954	99,954	-	-
Term loans	3.75% - 6.70%	14,810,701	18,499,012	1,070,655	5,549,930	11,878,427
Trade payables	-	2,269,459	2,269,459	2,269,459	-	-
Other payables and accruals	-	1,988,380	1,988,380	1,988,380	-	-
Amount owing to related parties	-	16,500	16,500	16,500	-	-
		20,469,170	24,267,066	6,007,277	6,189,362	12,070,427

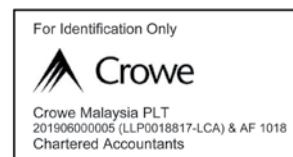


12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(c) Liquidity Risk (Cont'd)***Maturity Analysis (Cont'd)*

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period) (Cont'd):

	Contractual/ Coupon Interest Rate	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 - 5 Years RM	Over 5 Years RM
Audited						
31 March 2025						
<u>Non-derivative Financial Liabilities</u>						
Lease liabilities	3.75%	1,156,814	1,253,179	486,080	599,100	167,999
Hire purchase payables	4.20% - 5.16%	54,685	55,334	55,334	-	-
Term loans	3.75% - 6.70%	14,627,112	18,231,320	1,051,956	5,731,168	11,448,196
Trade payables	-	1,921,960	1,921,960	1,921,960	-	-
Other payables and accruals	-	1,031,474	1,031,474	1,031,474	-	-
		18,792,045	22,493,267	4,546,804	6,330,268	11,616,195



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.2 CLASSIFICATION OF FINANCIAL INSTRUMENTS**

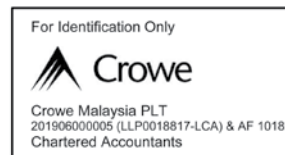
	Audited 31.12.2021	Audited 31.12.2022	Audited 31.12.2023	Audited 31.12.2024	Audited 31.3.2025
	RM	RM	RM	RM	RM
Financial Assets					
<u>Amortised Cost</u>					
Trade receivables	1,869,379	313,660	2,642,389	1,636,601	2,263,599
Other receivables	165,092	752,204	203,140	2,595,564	3,111,181
Amount owing by related parties	92,143	-	-	-	1,040,000
Amount owing by directors	24,407	-	-	-	-
Fixed deposits with licensed banks	55,010	1,849,923	60,990	20,000	20,000
Cash and bank balances	1,658,557	2,947,265	3,767,957	3,260,760	3,602,162
	3,864,588	5,863,052	6,674,476	7,512,925	10,036,942
Financial Liabilities					
<u>Amortised Cost</u>					
Trade payables	4,641,018	1,270,713	845,228	2,269,459	1,921,960
Other payables and accruals	1,628,169	738,881	4,578,980	1,988,380	1,031,474
Amount owing to related parties	1,512,452	1,266,095	1,328,986	16,500	-
Amount owing to directors	1,824,101	1,243,041	2,577,532	-	-
Hire purchase payable	432,507	596,347	392,405	98,385	54,685
Term loans	3,490,753	3,481,063	4,534,532	14,810,701	14,627,112
Lease liabilities	2,345,992	2,544,873	2,011,994	1,285,745	1,156,814
	15,874,992	11,141,013	16,269,657	20,469,170	18,792,045

12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.3 FAIR VALUE INFORMATION**

The fair values of the financial assets and financial liabilities of the Group 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 following table sets out the fair value profile of financial instruments that are carried at fair value and those not carried at fair value at the end of the reporting period:

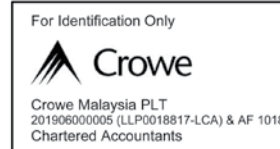
	Fair Value of Financial Instruments Carried at Fair Value			Fair Value of Financial Instruments not Carried at Fair Value			Total Fair Value RM	Carrying Amount RM
	Level 1 RM	Level 2 RM	Level 3 RM	Level 1 RM	Level 2 RM	Level 3 RM		
Audited								
31 December 2021								
<u>Financial Liability</u>								
Term loans:								
- floating rate	-	-	-	-	3,490,753	-	3,490,753	3,490,753
31 December 2022								
<u>Financial Liability</u>								
Term loans:								
- floating rate	-	-	-	-	3,481,063	-	3,481,063	3,481,063



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.3 FAIR VALUE INFORMATION (CONT'D)**

The following table sets out the fair value profile of financial instruments that are carried at fair value and those not carried at fair value at the end of the reporting period (Cont'd):

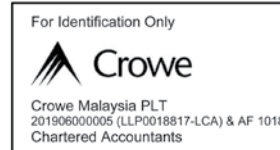
	Fair Value of Financial Instruments Carried at Fair Value			Fair Value of Financial Instruments not Carried at Fair Value			Total Fair Value RM	Carrying Amount RM
	Level 1 RM	Level 2 RM	Level 3 RM	Level 1 RM	Level 2 RM	Level 3 RM		
Audited								
31 December 2023								
<u>Financial Liability</u>								
Term loans:								
- floating rate	-	-	-	-	4,534,532	-	4,534,532	4,534,532
Audited								
31 December 2024								
<u>Financial asset</u>								
Other investment:								
- keyman insurance contracts	-	-	102,725	-	-	-	102,725	102,725
<u>Financial Liability</u>								
Term loans:								
- floating rate	-	-	-	-	14,810,701	-	14,810,701	14,810,701



12. ACCOUNTANTS' REPORT (Cont'd)**CAMAROE BERHAD****NOTES TO THE COMBINED FINANCIAL STATEMENTS****34. FINANCIAL INSTRUMENTS (CONT'D)****34.3 FAIR VALUE INFORMATION (CONT'D)**

The following table sets out the fair value profile of financial instruments that are carried at fair value and those not carried at fair value at the end of the reporting period (Cont'd):

	Fair Value of Financial Instruments Carried at Fair Value			Fair Value of Financial Instruments not Carried at Fair Value			Total Fair Value RM	Carrying Amount RM
	Level 1 RM	Level 2 RM	Level 3 RM	Level 1 RM	Level 2 RM	Level 3 RM		
Audited								
31 March 2025								
<u>Financial asset</u>								
Other investment: - keyman insurance contracts	-	-	154,086	-	-	-	154,086	154,086
<u>Financial Liability</u>								
Term loans: - floating rate	-	-	-	-	14,627,112	-	14,627,112	14,627,112



12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS

34. FINANCIAL INSTRUMENTS (CONT'D)



34.3 FAIR VALUE INFORMATION (CONT'D)

(a) Fair Value of Financial Instruments Carried at Fair Value

(i) The fair values above have been determined using the following basis

The fair value of the Group's keyman insurance contracts is derived based on the cash surrender value in accordance with the keyman insurance contracts which are not an observable input. Management estimates the fair value based on the insurance policy of the keyman insurance contracts provided by the insurance company.

The unobservable input is the cash surrender value quoted by the insurance company according to the keyman insurance contracts. When the cash surrender value is higher, the fair value of the keyman insurance contracts will be higher.

(b) Fair Value of Financial Instruments Not Carried at Fair Value

The fair value of the Group's term loans that carry floating interest rate approximated their carrying amount as it is repriced to market interest rate on or near the reporting date.

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

NOTES TO THE COMBINED FINANCIAL STATEMENTS



35. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR/PERIOD AND SUBSEQUENT TO THE REPORTING PERIOD

- (a) On 15 September 2024, Camaroe Aquaculture Sdn. Bhd. ("Camaroe Aquaculture") has entered into a conditional Sale and Purchase Agreements ("SPA") to dispose two (2) parcels of leasehold land for a total consideration of RM2,820,000. The completion of the disposal is conditional upon the consent or approval of the state authority.

The disposal was completed on 21 March 2025 and 24 June 2025 respectively.

- (b) On 15 September 2024, Camaroe Aquaculture entered into a conditional SPA to acquire two (2) pieces of leasehold land for a total consideration of RM3,000,000. The completion of the acquisition is conditional upon the consent or approval of the state authority.

The acquisition was completed on 26 June 2025 and 22 July 2025 respectively.

- (c) On 21 May 2025, the Group was served with a legal claim amounting to approximately RM1.50 million by a third party. Based on legal advice received, the Directors are of the opinion that the Group has strong and meritorious defense, and the likelihood of any material outflow is remote. Accordingly, no provision is required to be made in the financial statements.

12. ACCOUNTANTS' REPORT (Cont'd)

CAMAROE BERHAD

STATEMENT BY DIRECTORS

We, Teoh Han Boon and Low Saw Cheng, being two of the directors of Camaroe Berhad, state that, in the opinion of the directors, the combined financial statements set out on pages 4 to 115 are drawn up in accordance with Malaysian Financial Reporting Standards ("MFRS"), IFRS Accounting Standards and Prospectus Guidelines - Issued by the Securities Commission Malaysia so as to give a true and fair view of the combined financial position of the Group as of 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and 31 March 2025 and of the Group combined financial performance and combined cash flows for the financial years ended 31 December 2021, 31 December 2022, 31 December 2023, 31 December 2024 and for the 3-month financial period ended 31 March 2025.

Signed in accordance with a resolution of the directors dated **14 AUG 2025**



Teoh Han Boon



Low Saw Cheng



13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION



Crowe Malaysia PLT
201906000005 (LLP0018817-LCA) & AF 1018
Chartered Accountants
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12, Jalan Yap Kwan Seng
50450 Kuala Lumpur
Malaysia
Main +6 03 2788 9999
www.crowe.my

14 AUG 2025

The Board of Directors

Camaroe Berhad

No. 28, 30 & 32, Jalan Meru Indah 20,
Kawasan Perindustrian Meru Indah,
42200 Kapar,
Selangor.

Dear Sirs

**CAMAROE BERHAD ("CAMAROE" or the "Company")
REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION INCLUDED IN A PROSPECTUS**

We have completed our assurance engagement to report on the compilation of Pro Forma Combined Statements of Financial Position of Camaroe, Wynntech Star Sdn. Bhd., WTU Aqua Sdn. Bhd., Camaroe Aquaculture Sdn. Bhd. and Farmerex Sdn. Bhd. (collectively known as the "Group") as at 31 March 2025 together with the accompanying notes thereon, for which we have stamped for the purpose of identification, prepared by the Board of Directors of the Company.

The Pro Forma Combined Statements of Financial Position have been prepared for inclusion in the Prospectus in connection with the initial public offering in the ordinary shares and the listing of and quotation for the entire enlarged issued share capital of the Company on the ACE Market of Bursa Malaysia Securities Berhad ("the Listing").

The application criteria on the basis of which the Board of Directors of the Company 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 are 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 Malaysian Institute of Accountants ("Guidance Note").

The Pro Forma Combined Statements of Financial Position have been compiled by the Board of Directors to illustrate the impact of the transactions as set out in notes thereon to the Pro Forma Combined Statements of Financial Position as at 31 March 2025 as if the events have occurred or the transactions have been undertaken throughout the financial period. As part of this process, information about the Group's financial position as at 31 March 2025 has been extracted by the Board of Directors from the audited combined financial statements of the Group as at 31 March 2025.

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (*Cont'd*)



THE BOARD OF DIRECTORS' RESPONSIBILITIES

The Board of Directors of the Company is responsible for compiling the Pro Forma Combined Statements of Financial Position on the basis as described in notes thereon to the Pro Forma Combined Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines and Guidance Note.

REPORTING ACCOUNTANTS' INDEPENDENCE AND QUALITY CONTROL

We are independent of the Company 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.

Our firm applies International Standard on Quality Management 1 (ISQM 1), *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* issued by the International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants and accordingly maintains a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal regulatory requirements.

REPORTING ACCOUNTANTS' RESPONSIBILITIES

Our responsibility is to express an opinion, as required by the Prospectus Guidelines issued by the Securities Commission Malaysia, about whether the Pro Forma Combined Statements of Financial Position have been compiled, in all material respects, by the Board of Directors of the Company on the basis 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 the International Standard on Assurance Engagement (ISAE) 3420, *Assurance Engagement to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards as adopted by the Malaysian Institute of Accountants. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the Board of Directors has compiled, in all material respects, the Pro Forma Combined Statements of Financial Position on the basis as described in notes thereon to the Pro Forma Combined Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines.

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinion 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 Pro Forma Combined Statements of Financial Position included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction 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.

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)



REPORTING ACCOUNTANTS' RESPONSIBILITIES (CONT'D)

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 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 reflect the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the events or transactions in respect of which the Pro Forma Combined Statements of Financial Position have 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, Pro Forma Combined Statements of Financial Position of the Group have been compiled, in all material respects, on the basis as described in notes thereon to the Pro Forma Combined Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines.

OTHER MATTER

This letter has been prepared solely for the purpose stated above, in connection with Listing. As such, this letter should not be used for any other purpose 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

A handwritten signature in black ink, appearing to read "Onnu".

Crowe Malaysia PLT
201906000005 (LLP0018817-LCA) & AF 1018
Chartered Accountants
Kuala Lumpur

A handwritten signature in black ink, appearing to read "Lean Wei Ee".

Lean Wei Ee
03827/05/2026 J
Chartered Accountant

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)

CAMAROE BERHAD

PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025



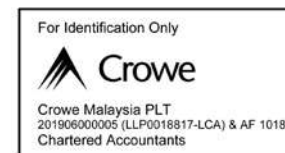
APPENDIX A

		<u>Audited</u>		<u>Pro Forma I</u>		<u>Pro Forma II</u>		<u>Pro Forma III</u>
	Note	As at 31 March 2025 RM	Acquisitions RM	After Acquisitions RM	Public Issue RM	After Pro Forma I and Public Issue RM	Utilisation of Proceeds RM	After Pro Forma I, II and Utilisation of Proceeds RM
ASSETS								
NON-CURRENT ASSETS								
Property, plant and equipment		19,304,378	-	19,304,378	-	19,304,378	-	19,304,378
Investment properties		2,344,612	-	2,344,612	-	2,344,612	-	2,344,612
Right-of-use assets		1,000,114	-	1,000,114	-	1,000,114	-	1,000,114
Prepayment		330,000	-	330,000	-	330,000	-	330,000
Other investment		154,086	-	154,086	-	154,086	-	154,086
		<u>23,133,190</u>		<u>23,133,190</u>		<u>23,133,190</u>		<u>23,133,190</u>
CURRENT ASSETS								
Biological assets		3,050,995	-	3,050,995	-	3,050,995	-	3,050,995
Inventories		7,342,782	-	7,342,782	-	7,342,782	-	7,342,782
Trade receivables		2,263,599	-	2,263,599	-	2,263,599	-	2,263,599
Other receivables, deposits and prepayments	6.1	6,992,238	-	6,992,238	-	6,992,238	(1,808,436)	5,183,802
Amount owing from related parties		1,040,000	-	1,040,000	-	1,040,000	-	1,040,000
Fixed deposits with licensed banks		20,000	-	20,000	-	20,000	-	20,000
Cash and bank balances	6.2	3,602,162	-	3,602,162	13,860,000	17,462,162	(2,091,564)	15,370,598
		<u>24,311,776</u>		<u>24,311,776</u>		<u>38,171,776</u>		<u>34,271,776</u>
Assets classified as held for sales		1,220,764		1,220,764		1,220,764		1,220,764
		<u>25,532,540</u>		<u>25,532,540</u>		<u>39,392,540</u>		<u>35,492,540</u>
TOTAL ASSETS		<u>48,665,730</u>		<u>48,665,730</u>		<u>62,525,730</u>		<u>58,625,730</u>

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)

CAMAROE BERHAD

PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)



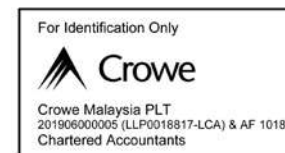
APPENDIX A

		<u>Audited</u>		<u>Pro Forma I</u>		<u>Pro Forma II</u> After Pro Forma I and Public Issue		<u>Pro Forma III</u> After Pro Forma I, II and Utilisation of Proceeds
	Note	As at 31 March 2025 RM	Acquisitions RM	After Acquisitions RM	Public Issue RM	Public Issue RM	Utilisation of Proceeds RM	Utilisation of Proceeds RM
EQUITY AND LIABILITIES								
EQUITY								
Share capital and invested capital	6.3	1,275,002	20,901,000	22,176,002	13,860,000	36,036,002	(780,000)	35,256,002
Merger deficit	6.4	-	(20,901,000)	(20,901,000)	-	(20,901,000)	-	(20,901,000)
Retained profits	6.5	26,737,651	-	26,737,651	-	26,737,651	(3,120,000)	23,617,651
TOTAL EQUITY		28,012,653		28,012,653		41,872,653		37,972,653
NON-CURRENT LIABILITIES								
Lease liabilities		705,344	-	705,344	-	705,344	-	705,344
Hire purchase payables		-	-	-	-	-	-	-
Term loans		13,856,743	-	13,856,743	-	13,856,743	-	13,856,743
Deferred tax liabilities		335,176	-	335,176	-	335,176	-	335,176
		14,897,263		14,897,263		14,897,263		14,897,263

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)

CAMAROE BERHAD

PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)



APPENDIX A

	<u>Audited</u>		<u>Pro Forma I</u>		<u>Pro Forma II</u>		<u>Pro Forma III</u>
	As at	Acquisitions	After	Public	After	Utilisation of	After
Note	31 March 2025	RM	Acquisitions	Issue	Pro Forma I and	Proceeds	Pro Forma I, II and
	RM	RM	RM	RM	Public Issue	RM	Utilisation of Proceeds
					RM		RM
CURRENT LIABILITIES							
Trade payables	1,921,960	-	1,921,960	-	1,921,960	-	1,921,960
Other payables and accruals	1,507,646	-	1,507,646	-	1,507,646	-	1,507,646
Lease liabilities	451,470	-	451,470	-	451,470	-	451,470
Hire purchase payables	54,685	-	54,685	-	54,685	-	54,685
Term loans	770,369	-	770,369	-	770,369	-	770,369
Current tax liabilities	1,049,684	-	1,049,684	-	1,049,684	-	1,049,684
	<u>5,755,814</u>		<u>5,755,814</u>		<u>5,755,814</u>		<u>5,755,814</u>
TOTAL LIABILITIES	<u>20,653,077</u>		<u>20,653,077</u>		<u>20,653,077</u>		<u>20,653,077</u>
TOTAL EQUITY AND LIABILITIES	<u>48,665,730</u>		<u>48,665,730</u>		<u>62,525,730</u>		<u>58,625,730</u>
Number of ordinary shares	1,275,002	394,724,998	396,000,000	99,000,000	495,000,000	-	495,000,000
Net assets ("NA") (RM)	28,012,653		28,012,653		41,872,653		37,972,653
NA per ordinary share (RM)^	21.97		0.07		0.08		0.08
Total borrowings*	14,681,797		14,681,797		14,681,797		14,681,797
Gearing ratio (times) #	<u>0.52</u>		<u>0.52</u>		<u>0.35</u>		<u>0.39</u>

Notes:-

- ^ Net assets per ordinary share is defined as total equity attributable to owners of the Company over the number of ordinary shares in issue.
* Total borrowings excluding lease liabilities.
Gearing ratio is calculated based on total borrowings divided by total equity attributable to owners of the Company.

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)



APPENDIX A

CAMAROE BERHAD

NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025

1. ABBREVIATIONS

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

IPO	Initial public offering comprising the Public Issue and the Offer for Sale
IPO Price	The issue/offer price of RM0.14 per IPO Share
IPO Share(s)	Collectively, the Issue Share(s) and the Offer Share(s)
Issue Share(s)	New Share(s) to be issued by the Company under the Public Issue
Listing	Admission to the Official List, and the listing of and quotation for the entire enlarged issued share capital of Camaroe of 495,000,000 Shares on the ACE Market of Bursa Malaysia Securities Berhad
Malaysian Public	Malaysian citizens, companies, co-operatives, societies and institutions incorporated or organised under the laws of Malaysia
Offer for Sale	Offer for sale of 49,500,000 Offer Shares at the IPO Price representing approximately 10.00% of the enlarged issued share capital, which are reserved for private placement to selected investors
Offer Share(s)	Existing Share(s) to be offered by the selling shareholders pursuant to the Offer for Sale
Public Issue	Public issue of 99,000,000 Issue Shares at the IPO Price:- (i) Malaysian Public Public issue of 24,750,000 Issue Shares at the IPO Price comprising: a. 12,375,000 Issue Shares, representing approximately 2.50% of the enlarged issued share capital, made available to public investors; and b. 12,375,000 Issue Shares, representing approximately 2.50% of the enlarged issued share capital, made available to Bumiputera public investors. (ii) Eligible Directors, employees and persons contributing to the success of the Group 12,375,000 Issue Shares, representing 2.50% of the enlarged share capital, are reserved for eligible Directors, employees and persons contributing to the success of the Group. (iii) Private placement to Bumiputera investors approved by the Ministry of Investment, Trade and Industry ("MITI") 61,875,000 Issue Shares, representing 12.50% of our enlarged share capital, are reserved for private placement to Bumiputera investors approved by MITI.

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)



APPENDIX A

CAMAROE BERHAD

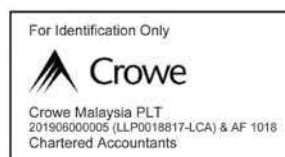
NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)

1. ABBREVIATIONS (CONT'D)

Unless the context otherwise requires, the following abbreviations shall apply throughout this report (Cont'd):-

RM and sen	Ringgit Malaysia and sen, the lawful currency of Malaysia
Share(s)	Ordinary share(s) in the Company
The Company or Camaroe	Camaroe Berhad (Registration No: 202401000131 (1545982-M))
The Group	Camaroe and its subsidiaries

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (*Cont'd*)



APPENDIX A

CAMAROE BERHAD

NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)

2. INTRODUCTION

The Pro Forma Combined Statements of Financial Position of the Group as at 31 March 2025 ("the Pro Forma Combined Statements of Financial Position") together with the notes thereon, for which the Board of Directors of the Company ("the Directors") are solely responsible, have been prepared for illustrative purposes only for the purpose of inclusion in the Prospectus of the Company to be issued in conjunction with the listing of and quotation for the entire enlarged issued share capital of the Company on the ACE Market of Bursa Malaysia Securities Berhad and should not be relied upon for any other purposes.

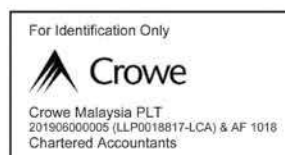
3. BASIS OF PREPARATION

The Pro Forma Combined Statements of Financial Position have been prepared based on the audited combined statements of financial position of the Group as at 31 March 2025, which was prepared in accordance with Malaysian Financial Reporting Standards ("MFRS") and IFRS Accounting Standards, and in a manner consistent with the format of the financial statements and the accounting policies of the Group.

The Pro Forma Combined Statements of Financial Position together with the related notes thereon, have been prepared solely to illustrate the impact of the events and transactions set out in Notes 4, 5, and 6 to the Pro Forma Combined Statements of Financial Position on the audited financial statements of the Group as at 31 March 2025 had the events occurred or transactions been undertaken on 31 March 2025. As part of this process, information about the Group's financial position have been extracted by the Directors from the audited combined financial statements of the Group for the financial period ended 31 March 2025, on which an audit report has been issued.

The financial statements used in the preparation of this Pro Forma Combined Statements of Financial Position for the financial period ended 31 March 2025 were not subject to any qualification, modification or disclaimer of opinion.

The Pro Forma Combined Statements of Financial Position are not necessary indicative of the financial position that would have been attained had the Pre-IPO Exercise and the IPO actually occurred at the respective dates. The Pro Forma Combined Statements of Financial Position have been prepared for illustrative purpose only, and because of this nature, may not give a true picture of the actual financial position of the Group.

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)


APPENDIX A

CAMAROE BERHAD
NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)
4. LISTING SCHEME

The following proposals were undertaken in conjunction with, and as an integral part of the Listing:-

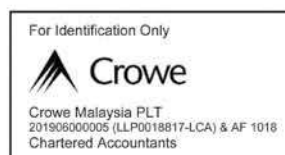
4.1 Acquisitions

Acquisitions of Wynntech Star Sdn. Bhd. ("Wynntech Star"), WTU Aqua Sdn. Bhd. ("WTU Aqua"), Camaroe Aquaculture Sdn. Bhd. ("Camaroe Aquaculture") and Farmerex Sdn. Bhd. ("Farmerex") ("the Acquisition")

Camaroe has acquired the entire issued share capital of Wynntech Star, WTU Aqua, Camaroe Aquaculture and Farmerex by four conditional Share Sale Agreements dated 21 August 2024 from the respective vendors, namely Teoh Han Boon, Low Saw Cheng and Teoh Kheng Huat. The details are as follows:-

Companies	Equity Interest (%)	Purchase consideration (RM)	No. of shares issued by Camaroe
Wynntech Star	100	84,000	1,500,000
WTU Aqua	100	2,229,600	39,814,283
Camaroe Aquaculture	100	16,198,400	289,257,144
Farmerex	100	3,664,000	65,428,571
		22,176,000	395,999,998

The total purchase consideration of RM22,176,000 for Wynntech Star, WTU Aqua, Camaroe Aquaculture and Farmerex were arrived at on a willing-buyer willing-seller basis and after taking into consideration the audited net assets of Wynntech Star, WTU Aqua, Camaroe Aquaculture and Farmerex respectively, as at 31 December 2023.

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)**APPENDIX A****CAMAROE BERHAD****NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)****4. LISTING SCHEME (CONT'D)**

The following proposals were undertaken in conjunction with, and as an integral part of the Listing:-
 (Cont'd)

4.2 Public Issue

The Public Issue involves an issuance of 99,000,000 Issue Shares, representing approximately 20.00% of the Company's enlarged issued share capital upon Listing at the IPO Price.

4.3 Offer for Sale

The selling shareholders will undertake an Offer for Sale of 49,500,000 Offer Shares, representing approximately 10.00% of the Company's enlarged issued share capital upon Listing at the IPO Price.

4.4 Listing

Upon completion of the IPO, the Company's entire enlarged issued share capital of approximately RM36,036,002 comprising 495,000,000 Shares shall be listed on the ACE Market of Bursa Malaysia Securities Berhad.

4.5 Utilisation of Proceeds

The estimated gross proceeds from the Public Issue of RM13,860,000 will accrue entirely to the Group and are planned to be utilised in the following manner:-

Utilisation of proceeds	RM	%	Estimated timeframe for utilisation from the date of Listing
Capacity expansion			
- Construction of new Bukit Raja processing facility ^{(1 (a))}	6,890,000	49.71	Within 48 months
- Purchase of machinery and equipment ^{(1 (b))}	725,000	5.23	Within 48 months
- Installation of solar panels ^{(1 (c))}	385,000	2.78	Within 48 months
Establishment of a biotechnology department ⁽²⁾	1,000,000	7.21	Within 12 months
General working capital ⁽³⁾	960,000	6.93	Within 12 months
Estimated listing expenses ⁽⁴⁾	3,900,000	28.14	Within 1 month
Total	13,860,000	100.00	

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)



APPENDIX A

CAMAROE BERHAD

NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)

4. LISTING SCHEME (CONT'D)

The following proposals were undertaken in conjunction with, and as an integral part of the Listing:- (Cont'd)

4.5 Utilisation of Proceeds (Cont'd)

Notes:-

(1) The Group intends to allocate RM8,000,000 from the IPO proceeds for the expansion of the operational capacity, for the following capital expenditures:-

- a. The Group intends to utilise RM6,890,000 of the IPO proceeds to finance the construction of the new Bukit Raja processing facility. The construction of the new Bukit Raja processing facility is expected to begin upon the completion of the sale and purchase agreement, which is expected to happen in the first quarter of 2028.*
- b. The Group intends to allocate RM725,000 of the IPO proceeds for the purchase of 5 units of new chest freezers, at RM145,000 per unit. The new chest freezers are intended to be used at new Bukit Raja processing facility.*
- c. The Group intends to allocate RM385,000 of the IPO proceeds to install rooftop solar panels at new Bukit Raja processing facility.*

As at latest practicable date of the prospectus, the Group has yet to enter into any contractual binding arrangements or issued any purchase orders in relation to the above for the expansion of the operational capacity. Accordingly, the utilisation is not reflected in the Pro Forma Combined Statements of Financial Position.

(2) The Group intends to utilise RM1,000,000 of the IPO proceeds to establish the internal biotechnology department and enhancing the prawn farming operations through scientific approaches and solutions. As at latest practicable date of the prospectus, the Group has yet to enter into any contractual binding arrangements or issued any purchase orders in relation to the establishment of a biotechnology department. Accordingly, the utilisation is not reflected in the Pro Forma Combined Statements of Financial Position.

(3) The Group has allocated RM960,000 of the proceeds from the Public Issue to supplement the working capital requirements in tandem with the expected growth in the Group's business including the purchase of raw materials and general working capital includes staff salaries as well as overhead and utility expenses such as electricity, upkeep and maintenance costs. As at latest practicable date of the prospectus, the Group has yet to enter any contractual binding arrangements or issued any purchase orders in relation to the working capital. Accordingly, the utilisation is not reflected in the Pro Forma Combined Statements of Financial Position.

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)



APPENDIX A

CAMAROE BERHAD

NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)

4. LISTING SCHEME (CONT'D)

The following proposals were undertaken in conjunction with, and as an integral part of the Listing:-
(Cont'd)

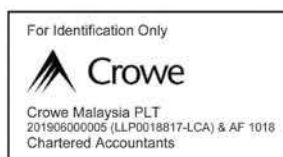
4.5 Utilisation of Proceeds (Cont'd)

Notes:- (Cont'd)

- ⁽⁴⁾ *The estimated listing expenses of RM780,000 directly attributable to the Public Issue will be set off against share capital and the remaining estimated listing expenses of RM3,120,000 that is attributable to the Listing will be charged to the Statements of Profit or Loss and Other Comprehensive Income. As of 31 March 2025, RM1,808,436 has been debited into other receivables, deposits and prepayments.*

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (*Cont'd*)

CAMAROE BERHAD



APPENDIX A

NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)

5. PRO FORMA ADJUSTMENTS TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION

5.1 Pro Forma I

Pro Forma I incorporates the effects of Acquisitions as set out in Note 4.1 to the Pro Forma Combined Statements of Financial Position.

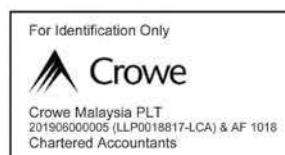
5.2 Pro Forma II

Pro Forma II incorporates the effects of Pro Forma I and Public Issue as set out in Notes 4.2 to the Pro Forma Combined Statements of Financial Position.

5.3 Pro Forma III

Pro Forma III incorporates the effects of Pro Forma I, II and Utilisation of Proceeds as set out in Note 4.5 to the Pro Forma Combined Statements of Financial Position.

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)



APPENDIX A

CAMAROE BERHAD

NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)

6. EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION

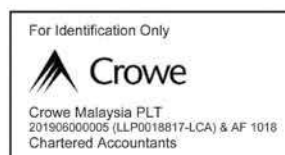
6.1 Movement in other receivables, deposits and prepayments

	RM
As at 31 March 2025/As per Pro Forma I and II	6,992,238
Pursuant to Adjustment for Pro Forma III: Utilisation of Proceeds	(1,808,436)
As per Pro Forma III	<u>5,183,802</u>

6.2 Movement in cash and bank balances

	RM
As at 31 March 2025/As per Pro Forma I	3,602,162
Pursuant to Adjustment for Pro Forma II: Proceeds from Public Issue	13,860,000
As per Pro Forma II	<u>17,462,162</u>
Pursuant to Adjustment for Pro Forma III: Estimated listing expenses	(2,091,564)
As per Pro Forma III	<u>15,370,598</u>

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)



APPENDIX A

CAMAROE BERHAD

NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)

6. EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)

6.3 Movement in share capital and invested capital

	RM
As at 31 March 2025	1,275,002
Pursuant to Adjustment for Pro Forma I:	
Ordinary shares issued pursuant to the acquisitions of subsidiaries	22,176,000
Acquisitions of subsidiaries	(1,275,000)
As per Pro Forma I	22,176,002
Pursuant to Adjustment for Pro Forma II:	
Proceeds from Public Issue	13,860,000
As per Pro Forma II	36,036,002
Pursuant to Adjustment for Pro Forma III:	
Estimated listing expenses	(780,000)
As per Pro Forma III	35,256,002

6.4 Movement in merger deficit

	RM
As at 31 March 2025	-
Pursuant to Adjustment for Pro Forma I:	
Pursuant to Acquisitions	(20,901,000)
As per Pro Forma I, II and III	(20,901,000)

13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)



APPENDIX A

CAMAROE BERHAD

NOTES TO THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2025 (CONT'D)

6. EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)

6.5 Movement in retained profits

	RM
As at 31 March 2025/As per Pro Forma I and II	26,737,651
Pursuant to Adjustment for Pro Forma III:	
Estimated listing expenses	(3,120,000)
As per Pro Forma III	<u>23,617,651</u>

**13. REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA
COMBINED STATEMENTS OF FINANCIAL POSITION (Cont'd)**



APPENDIX A

CAMAROE BERHAD

APPROVAL BY THE BOARD OF DIRECTORS

Approved and adopted by the Board of Directors of Camaroe Berhad in accordance with a resolution dated

14 AUG 2025

On behalf of the Board of Directors,

A handwritten signature in black ink, appearing to be "Teoh Han Boon".

Teoh Han Boon

A handwritten signature in black ink, appearing to be "Low Saw Cheng".

Low Saw Cheng

14. VALUATION CERTIFICATE

Date : 22 July 2025
Our Ref No. : LC/VAL/25/018538/SRH

Camaroe Berhad
28, 30 & 32
Jalan Meru Indah 20,
Taman Perindustrian Meru Indah,
42200 Kapar,
Selangor Darul Ehsan

Dear Sir/Madam,

VALUATION OF: -

- A) TWO (2) ADJOINING PARCELS OF AGRICULTURAL LANDS CONSISTING OF ELEVEN (11) AQUACULTURE PONDS AND THREE (3) RESERVOIRS KNOWN AS LOT NOS. 26430 & 26431, HELD UNDER TITLE NO. PN 80346 & PN 80345 RESPECTIVELY, MUKIM OF TANJONG KARANG, DISTRICT OF KUALA SELANGOR, STATE OF SELANGOR ("TANJONG KARANG LANDS")
- B) A PARCEL VACANT AGRICULTURAL LAND WITH DEVELOPMENT POTENTIAL KNOWN AS LOT NO. 33951, HELD UNDER TITLE NO. PM 1439 LOCATED WITHIN TEMPAT OF BUKIT CERAHAH, MUKIM OF IJOK, DISTRICT OF KUALA SELANGOR, STATE OF SELANGOR ("IJOK LAND")
- C) A PARCEL OF VACANT COMMERCIAL LAND DESIGNATED FOR "KLINIK SWASTA", KNOWN AS PT 3162, LOCATED ALONG JALAN MEDAN 10, TAMAN MEDAN, 46000 PETALING JAYA, SELANGOR DARUL EHSAN HELD UNDER TITLE NO. HSM 10798, LOT NO. PT 3162, TEMPAT OF BT 8 JLN KELANG LAMA, MUKIM AND DISTRICT OF PETALING, STATE OF SELANGOR ("PETALING LAND")

We refer to your instruction to assess the **Market Value** of the abovementioned properties for **submission to Bursa Malaysia Securities Berhad** purposes only.

We have conducted a re-inspection on the Subject Properties on **21 March 2025, 24 June 2025, 26 June 2025 & 22 July 2025**, and investigated available data related and relevant to the matter. We are in the opinion that the Market Value remains unchanged as reported in our valuation report dated 11 October 2024 and 14 October 2024. Further to our due diligence and analysis, we noted that the present market conditions remain stable, no changes in terms of physical conditions and legal status of the Subject Properties.

WE ASSUME NO RESPONSIBILITY FOR THE ACCURACY OF THE SAID INFORMATION AND FOR ANY INFORMATION WHICH HAS NOT BEEN REVEALED TO US AT THE DATE OF VALUATION.

WE RESERVE THE RIGHT TO AMEND THE INFORMATION AND VALUE OF THE SUBJECT PROPERTIES SHOULD ANY OF THE FACTS BE DIFFERENT FROM THE INFORMATION PROVIDED TO US.

In accordance with the guidelines of the Board Of Valuers, Appraisers, Estate Agents and Property Managers, this Certificate of Value must be read in conjunction with the full Report & Valuation and Certificate of Valuation vide Reference No. LC/VAL/24/018538/SRH.



Laurelcap Sdn. Bhd.

200801005326 (806810-U)

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14. VALUATION CERTIFICATE (*Cont'd*)



A) Tanjong Karang Lands***Terms of Reference***

Based on the particulars of the titles of Tanjong Karang Lands as extracted from the Selangor Registry of Land Title on 23 July 2025 and 24 July 2025 revealed that the registered owner has change.

Registered Owner(s) : Camaroe Aquaculture Sdn Bhd (1/1 share)

Site

We would like to confirm that the physical state of Tanjong Karang Lands remained unchanged since our last date of valuation.

It should be noted that we have not conducted on site measurement to ascertain the accuracy of the land area. We would advise the appointment of a licensed land surveyor to undertake a site survey to demarcate the site boundaries and confirmation of the area.

Market Conditions

The property market, particularly the agricultural sector, has experienced steady growth over the years. In the period under review, the market conditions in Tanjong Karang locality remain stable.

Method Of Valuation**Comparison Approach**

As of 26 June 2025 and 22 July 2025, there are several new transactions of similar vacant agricultural lands within the vicinity. However, there are no changes in our comparables in arriving at the Market Value of Tanjong Karang Lands.

B) Ijok Land***Terms of Reference***

Based on the particulars of the title of Ijok Land as extracted from the Selangor Registry of Land Title on 23 July 2025 revealed that the registered owner has change.

Registered Owner : Terra Venture Development Sdn Bhd (1/1 share)

Site

We would like to confirm that the physical state of Ijok Land remained unchanged since our last date of valuation.

It should be noted that we have not conducted on site measurement to ascertain the accuracy of the land area. We would advise the appointment of a licensed land surveyor to undertake a site survey to demarcate the site boundaries and confirmation of the area.

Market Conditions

The property market, particularly the agricultural sector, has experienced steady growth over the years. In the period under review, the market conditions in Ijok locality remain stable.

14. VALUATION CERTIFICATE (*Cont'd*)**Method Of Valuation**Comparison Approach

As of 21 March 2025, there are several new transactions of similar vacant agricultural lands within the vicinity, as below: -

COMPARABLES	COMPARABLE 1	COMPARABLE 3
Source	JPPH	JPPH
Description	A parcel of agricultural land	A parcel of agricultural land
Address	3080, Bukit Ceraka Peringkat. 1, Puncak Alam, Selangor	33952, Bukit Cerakah, Puncak Alam, Selangor Darul Ehsan
Title Particulars	HS(M) 3067, PT 3080, Mukim of Ijok, District of Kuala Selangor, State of Selangor	PM 1461, Lot 33952, Mukim of Ijok, District of Kuala Selangor, State of Selangor
Transaction Date	15/10/2024	11/10/2024
Tenure	Leasehold with term expiring on 14 August 2096. Leaving an unexpired term of approximately 72 years as date of transaction.	Leasehold with term expiring on 3 May 2111. Leaving an unexpired term of approximately 87 years as date of transaction.
Land Area	12,399.88 square metres (133,472.36 sq. ft. / 3.06 acres)	8,095.92 square metres (87,144.53 sq ft/ 2.00 acres)
Type of Title (Individual / Strata)	Individual	Individual
Consideration	RM 1,500,000.00	RM 1,440,000.00

C) Petaling Land**Terms of Reference**

Based on the particulars of the title of Petaling Land as extracted from the Selangor Registry of Land Title on 23 July 2025 revealed that the registered owner has change.

Registered Owner : QQ Seafood Sdn Bhd (1/1 share)

Site

We would like to confirm that the physical state of Petaling Land remained unchanged since our last date of valuation.

It should be noted that we have not conducted on site measurement to ascertain the accuracy of the land area. We would advise the appointment of a licensed land surveyor to undertake a site survey to demarcate the site boundaries and confirmation of the area.

Market Conditions

The property market, particularly the commercial sector, has experienced steady growth over the years. In the period under review, the market conditions in Petaling locality remain stable.

14. VALUATION CERTIFICATE (*Cont'd*)



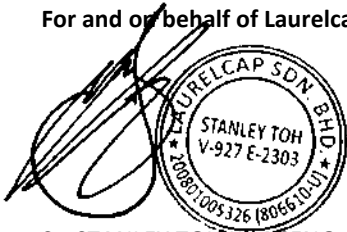
Method Of Valuation

Comparison Approach

As of 24 June 2025, there are several new transactions of similar vacant commercial lands within the vicinity. However, there are no changes in our comparables in arriving at the Market Value of the Petaling Land.

We have conducted our due diligence and analyse the above transactions in arriving to our opinion of value. Based on the data available and present market conditions, we are of the view that the Market Value of the Subject Properties remains unchanged as per our report dated 11 October 2024 and 14 October 2024.

For and on behalf of Laurelcap Sdn. Bhd.



Sr. STANLEY TOH KIM SENG

BSc (Hons) Estate Management
MRISM, MRICS, MPEPS, MMIPFM, ICVS, MBVAM
Registered Valuer (V-927)

14. VALUATION CERTIFICATE (*Cont'd*)

VALUATION CERTIFICATE

Date : 14 October 2024
Our Ref No. : LC/VAL/24/018538/SRH

PRIVATE & CONFIDENTIAL

BOARD OF DIRECTORS

CAMAROE BERHAD

28, 30 & 32
Jalan Meru Indah 20,
Taman Perindustrian Meru Indah,
42200 Kapar,
Selangor Darul Ehsan

Dear Sirs,

VALUATION CERTIFICATE OF:-

- A) TWO (2) ADJOINING PARCELS OF AGRICULTURAL LANDS CONSISTING OF ELEVEN (11) AQUACULTURE PONDS AND THREE (3) RESERVOIRS KNOWN AS LOT NOS. 26430 & 26431, HELD UNDER TITLE NOS. PN 80346 & PN 80345 RESPECTIVELY, BOTH LOCATED WITHIN MUKIM OF TANJONG KARANG, DISTRICT OF KUALA SELANGOR, STATE OF SELANGOR ("TANJONG KARANG LANDS");
- B) A PARCEL OF VACANT AGRICULTURAL LAND WITH DEVELOPMENT POTENTIAL KNOWN AS LOT NO. 33951, HELD UNDER TITLE NO. PM 1439 LOCATED WITHIN TEMPAT OF BUKIT CERAHAH, MUKIM OF IJOK, DISTRICT OF KUALA SELANGOR, STATE OF SELANGOR ("IJOK LAND");
- C) A PARCEL OF VACANT COMMERCIAL LAND DESIGNATED FOR "KLINIK SWASTA", KNOWN AS PT 3162, LOCATED ALONG JALAN MEDAN 10, TAMAN MEDAN, 46000 PETALING JAYA, SELANGOR DARUL EHSAN HELD UNDER TITLE NO. HSM 10798, LOT NO. PT 3162, TEMPAT OF BT 8 JLN KELANG LAMA, MUKIM AND DISTRICT OF PETALING, STATE OF SELANGOR ("PETALING LAND");

ALL OF WHICH ARE REFERRED TO AS "SUBJECT PROPERTIES"

We refer to the instructions by **Camaroe Berhad** ("**Camaroe**" or the "**Company**") to provide an opinion on the **Market Value** of the abovementioned properties ("**Subject Properties**") for the purpose of submission to Bursa Malaysia Securities Berhad ("**Bursa Securities**") and inclusion in the prospectus in respect of the proposed listing of Camaroe Berhad on the ACE Market of Bursa Securities ("**Proposed Listing**") only.

The Subject Properties were inspected on two dates on 11 October 2024 and 14 October 2024. The relevant date of valuation for this valuation exercise coincides with their respective date of inspection.

The Valuation had been carried out in accordance with the Asset Valuation Guidelines issued by the Securities Commission Malaysia and the Malaysian Valuation Standards (MVS) issued by the Board of Valuers, Appraisers, Estate Agents and Property Managers Malaysia and with the necessary professional responsibility and due diligence.

The basis of valuation adopted is the **Market Value** which is defined by the MVS to be "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."



Laurelcap Sdn. Bhd.

200801005326 (806610-U)

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14. VALUATION CERTIFICATE (Cont'd)

The Valuation Certificate should be read in conjunction with the full Reports (Ref No.: LC/VAL/24/018538/SRH) prepared by Laurelcap Sdn Bhd pursuant for the purpose of submission to Bursa Securities and inclusion in the prospectus in respect of the Proposed Listing Exercise only which detailed the basis under which the valuations have been prepared.

IDENTIFICATION OF TANJONG KARANG LANDS

Type of Property:	Two (2) adjoining parcels of agricultural land consisting of eleven (11) aquaculture ponds and three (3) reservoirs
Date of Inspection:	11 October 2024
Date of Valuation:	For the purpose of this valuation exercise, the material date of valuation is the date of inspection, i.e. 11 October 2024
Registered Owner:	Natural Adept Sdn. Bhd.
Title Particular:	Title No. PN 80346, Lot No. 26430 & Title No. PN 80345, Lot No. 26431 respectively, both located within Mukim of Tanjong Karang, District of Kuala Selangor, State of Selangor
Tenure:	<u>Lot No. 26430</u> Leasehold for 99 years expiring on 5 February 2101. Leaving an unexpired term of approximately 77 years as at the date of valuation. <u>Lot No. 26431</u> Leasehold for 99 years expiring on 9 February 2100. Leaving an unexpired term of approximately 76 years as at the date of valuation.
Category of Land Use:	"Pertanian"
Express Condition:	"Ternakan Air (Am)"
Restriction in Interest:	"Tanah yang diberi milik ini tidak boleh dipindah milik, dipajak atau digadai melainkan dengan kebenaran Pihak Berkuasa Negeri."
Encumbrances:	Nil
Titled Land Area:	<u>Lot 26430</u> 4.049 hectares (approximately 10.01 acres hectares or 435,821.24 square feet ("sq ft")) <u>Lot 26431</u> 4.048 hectares (approximately 10.00 acres or 435,713.60 sq ft)

14. VALUATION CERTIFICATE (Cont'd)

Location:	The Tanjong Karang Lands are situated along an unnamed dirt road within Kampung Parit Empat, Sekinchan, Selangor. It is located approximately 97.00 kilometres due north-west of Kuala Lumpur City Centre, about 7.00 kilometres due south of Sekinchan town and about 11.00 kilometres due north-west of Tanjung Karang town respectively. The Tanjong Karang Lands are accessible from Kuala Lumpur City Centre via Jalan Pinang, Jalan Perak, Jalan Sultan Ismail, Jalan Kuching, exiting onto Jalan Kuantan, continue onto Jalan Tuanku Abdul Halim, Jalan Duta – Sungai Buloh Highway, turning onto North-South Expressway, exiting onto Rawang Selatan plaza toll, continued to Guthrie Corridor (GCE), thence onto Kuala Lumpur-Kuala Selangor Expressway (LATAR), exiting onto Jalan Kuala Selangor, turn right onto Jalan Kuala Selangor – Teluk Intan, turn left onto Jalan Pantai Rasa Sayang and finally onto a dirt road leading to where the Tanjong Karang Lands are located.
Description of the Tanjong Karang Lands:	The Tanjong Karang Lands' sites are two (2) adjoining parcels of a rectangular shaped agricultural land which is known as Lot No. 26430 with a land area of 10.01 acres (about 4.049 hectares or 435,821.24 sq ft) and Lot No. 26431 with a land area of 10.00 acres (about 4.048 hectares or 435,713.60 sq ft). Both of these agricultural lands encompassing a combined land area of approximately 20.01 acres (about 8.097 hectares or 871,534.84 sq ft) as stated in the title deed. The physical terrain of the sites is generally flat to slight undulating. The site boundaries of the adjoining sites are demarcated with high metal deck fencing on the north-eastern and south-western boundaries whilst the south-eastern is partly demarcated with a high metal deck fencing and north-western boundaries are not demarcated with any type of fencing. During the course of inspection, we have noted that there are five (5) aquaculture ponds and a reservoir erected on Lot No. 26430, and six (6) aquaculture ponds and two (2) reservoirs erected on Lot No. 26431. Notably, three of the aquaculture ponds which are located at the south-eastern boundary of Lot No. 26431 has infringed upon the neighbouring lot amounting to approximately 1.30 acres. Additionally, there is a temporary building which is constructed of reinforced concrete framework with in-fill plastered brick walls and metal deck roof erected on Lot No. 26431 for the purpose of storage and worker's quarters.
Tenancy and sub-tenancy:	Based on the tenancy agreement dated 15 September 2024 made between Natural Adept Sdn Bhd ("Landlord") and Camaroe Aquaculture Sdn Bhd ("Tenant"), the Landlord has permitted the Tenant to let two (2) pieces of leasehold aquaculture lands held under Individual Titles PN 80345, Lot 26431 and PN 80346, Lot 26430, both in Mukim Tanjong Karang, Daerah Kuala Selangor, Negeri Selangor Darul Ehsan ("the Demised Land" or "Tanjong Karang Lands") each measuring 4.048 hectares and 4.049 hectares respectively, commencing on 15 September 2024 until the delivery of the vacant/legal possession of the Demised Land according to the Sale and Purchase Agreements both dated between the Landlord and the Tenant with a total monthly rental of RM 3,000.00 only.
Planning Details:	Enquiries with the planning department of Majlis Perbandaran Kuala Selangor (MPKS) revealed that the Tanjong Karang Lands are located within an area designated for agricultural use (aquaculture).

14. VALUATION CERTIFICATE (Cont'd)**IDENTIFICATION OF IJOK LAND**

Type of Property:	A parcel of vacant agricultural land with development potential
Date of Inspection:	14 October 2024
Date of Valuation:	For the purpose of this valuation exercise, the material date of valuation is the date of inspection, i.e. 14 October 2024
Registered Owner:	Camaroe Aquaculture Sdn. Bhd.
Title Particulars:	Title No. PM 1439, Lot No. 33951, Tempat of Bukit Cerakah, Mukim of Ijok, District of Kuala Selangor, State of Selangor
Tenure:	Leasehold for 99 years. Term expiring on 3 May 2111. Leaving an unexpired term of approximately 87 years as at date of valuation.
Category of Land Use:	"Pertanian"
Express Condition:	"Tanaman Kekal Industri"
Restriction in Interest:	"Tanah ini boleh dipindah milik, dipajak atau digadai setelah mendapat kebenaran Pihak Berkuasa Negeri."
Titled Land Area:	0.8096 hectare (approximately 2.00 acres or 87,144.62 sq ft)
Location:	The Ijok Land is located along Jalan TAJ 1 within Alam Jaya, Bandar Puncak Alam, Selangor Darul Ehsan. It is situated approximately 39.00 kilometres due north-west of Kuala Lumpur City Centre and about 4.00 kilometres due north-east of Puncak Alam town respectively. The Ijok Land is accessible from Kuala Lumpur City Centre via Jalan Ampang, Jalan Sultan Ismail, Jalan Tuanku Abdul Halim, Jalan Duta – Sungai Buloh Highway, turning onto North-South Expressway, exiting onto Rawang Selatan plaza toll, continued to Guthrie Corridor (GCE), thence onto Kuala Lumpur-Kuala Selangor Expressway (LATAR), exiting to Puncak Alam Interchange to turn onto Jalan Kuala Selangor, Jalan Bukit Cerakah and finally onto Jalan TAJ 1 leading to where the Ijok Land is located.

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14. VALUATION CERTIFICATE (Cont'd)

Description of the Ijok Property:	The Ijok Land's site is a parcel of a trapezoidal shaped of agricultural land, encompassing a title land area of 0.8096 hectare (approximately 2.00 acres or 87,144.62 sq ft) as stated in the title deed. The physical terrain of the site is a combination of flat and undulating. The site boundaries are only demarcated on the north-eastern boundary with a metal fencing whilst the other site boundaries are not demarcated with any type of fencing. During the course of inspection, the Ijok Land's site was covered with bushes, trees and vegetation. We have also discovered the presence of an earth drain transversing across the middle section of the site, from the north-western boundary to the south-eastern boundary of the Ijok Land. We have been advised by the landowner and local council that upon development of the Ijok Land, the earth drain would be required to be diverted along the eastern boundary of the site, in line with the immediate neighbouring parcels which have been developed into residential developments, and have made similar diversion of the drainage within their respective projects. The drainage diversion would free up space on the land for a wholesome and efficient development.
Planning Details:	Enquiries with the planning department of Majlis Perbandaran Kuala Selangor (MPKS) as well as extracts from the information obtained from "Draf Rancangan Tempatan MPKS 2035 (Penggantian)", revealed that the Ijok Land is located within an area designated for commercial use.

IDENTIFICATION OF PETALING LAND

Type of Property:	A parcel of vacant commercial land designated for "Klinik Swasta"
Date of Inspection:	14 October 2024
Date of Valuation:	For the purpose of this valuation exercise, the material date of valuation is the date of inspection, i.e. 14 October 2024
Registered Owner:	Camaroe Aquaculture Sdn. Bhd.
Title Particulars:	HSM 10798, Lot No. PT 3162, Tempat of Bt 8 Jln Kelang Lama, Mukim and District of Petaling, State of Selangor
Tenure:	Leasehold for 99 years. Term expiring on 18 January 2087. Leaving an unexpired term of approximately 63 years as at date of valuation.
Category of Land Use:	"Bangunan"
Express Condition:	"Klinik Swasta"
Restriction in Interest:	"Tanah ini tidak boleh dipindah milik, dipajak atau digadai melainkan dengan kebenaran Pihak Berkuasa Negeri."
Provisional Land Area:	Approximately 757.876 square metres (approximately 8,157.78 sq ft or 0.19 acres)

14. VALUATION CERTIFICATE (Cont'd)

Location:	The Petaling Land is located along Jalan Medan 10 within Taman Medan, Petaling Jaya, Selangor Darul Ehsan. It is situated approximately 18.00 kilometres due south-west of Kuala Lumpur City Centre and about 6.00 kilometres due south of Petaling Jaya new town respectively. The Petaling Land is accessible from Kuala Lumpur City Centre via Jalan Pinang, merge onto Jalan Perak, turn right onto Jalan Sultan Ismail, Jalan Kuching, exiting towards Jalan Sultan Hishamuddin, continue onto Jalan Travers, Jalan Bangsar, New Pantai Expressway (NPE), exiting towards Bandar Sunway, Jalan PJS 2/7, at the roundabout take the first exit to turn onto Jalan PJS 3/11 and finally onto Jalan Medan 10 leading to where the Petaling Land is located. The surrounding developments comprise a mixture of residential, commercial and industrial developments such as terraced houses, apartments, condominiums, serviced apartments, shop-offices, terraced factories, semi-detached factories and detached factories. The Taman Medan Health Clinic and Matahari Hypermarket are sited about 750.00-metres and 1.00 kilometre due north of the Petaling Land respectively. A sports complex known as X-Park consisting of a golf range and indoor badminton courts is located some 650 metres due north. Further towards the south-western flank lies Taylors University Lakeside Campus, a 25 acres university campus with a 5.50 acres lake. Prominent landmarks located within a 5.00 kilometre radius include Sunway Lagoon, Sunway Pyramid Shopping Centre, Heineken Malaysia Brewery and Dwitara Residences.
Description of the Taman Medan Property:	The Petaling Land is a parcel of near rectangular shaped of vacant limited commercial land, encompassing a provisional land area of approximately 757.88 square metres (approximately 8,157.78 sq ft) as stated in the title deed. The physical terrain of the site is flat and levelled with the frontage road, Jalan Medan 10. The northern site boundary is demarcated with a chain link fencing whilst the other site boundaries are not demarcated with any type of fencing. During the course of inspection, the Petaling Land's site was covered with bushes, trees and vegetations.
Planning Details:	Enquiries with the planning department of Majlis Bandaraya Petaling Jaya (MBPJ) revealed that the Petaling Land is located within an area designated for "institusi dan kemudahan masyarakat" based on the "Draf Rancangan Tempatan Petaling Jaya 2 (Penggubahan 3)".

METHOD OF VALUATION

In arriving at the Market Value of the Subject Properties, we have adopted the **Comparison Approach** and **Income Approach** by way of 'Investment Method'.

Comparison Approach

The Comparison Approach involves comparing the Subject Property with recently transacted property of a similar nature or offers for sale/rental of similar property in the area. Adjustments are then made for differences in location, size and shape of the lot, size, condition and design of the building, site facilities available, market conditions and other factors in order to arrive at a common basis for comparison.

Income Approach by way of 'Investment Method'

In the Income Approach by way of "Investment Method", the Market Value is derived from an estimate of the Market Rental, which the Subject Properties can reasonably be tenanted for. Outgoings such as quit rent is then deducted from the annual rental income. The net annual rental income is capitalized at an appropriate current market yield to arrive at its indicative market value.

14. VALUATION CERTIFICATE (Cont'd)**METHOD OF VALUATION FOR TANJONG KARANG LANDS**

In arriving at the Market Value of the Tanjong Karang Lands, we have adopted the **Comparison Approach** and **Income Approach** by way of 'Investment Method'.

COMPARISON APPROACH

There is a dearth in transaction within the vicinity for similar land sizes. Hence, we have adopted the recent transactions of vacant agricultural lands situated within the neighbourhood that is similar characteristic as the Tanjong Karang Lands which are pertinent to substantiate a value indication for the Tanjong Karang Lands are reviewed and these sales are listed as overleaf.

COMPARABLES	COMPARABLE 1	COMPARABLE 2	COMPARABLE 3
Source	Jabatan Penilaian dan Perkhidmatan Harta Malaysia ("JPPH") & Bursa Securities' Announcements	JPPH	JPPH
Description	A parcel of agricultural land	A parcel of agricultural land	A parcel of agricultural land
Address	Lot 20290, Kg. Sg.Kajang Tambahan, Tanjong Karang, Selangor Darul Ehsan	22426, Sg Burung, Tanjong Karang, Selangor Darul Ehsan	22679, Blok M, Sg Burong, Kawasan Sungai Burong, Tanjong Karang, Selangor Darul Ehsan
Distance from Tanjong Karang Lands	Approximately 12.00 kilometres due south-east of Tanjong Karang Lands	Approximately 8.00 kilometres due north-east of Tanjong Karang Lands	Approximately 5.00 kilometres due north-east of Tanjong Karang Lands
Title Particulars	PM 730, Lot No. 20290, Mukim of Tanjong Karang, District of Kuala Selangor, State of Selangor	GM 8286, Lot No. 22426, Mukim of Tanjong Karang, District of Kuala Selangor, State of Selangor	GM 7373, Lot No. 22679, Mukim of Tanjong Karang, District of Kuala Selangor, State of Selangor
Transaction Date	11/08/2022	26/01/2024	10/05/2024
Vendor	Md Noor Bin Ismail	Subramaniam A/L Arumugam	Silver Rani A/P Maney
Purchaser	Mohd Nasri Bin Abdul Aziz	Oiwah Asset Sdn Bhd	Tan Cheng Tuck
Tenure	Leasehold with term expiring on 21 August 2084. Leaving an unexpired term of approximately 62 years as date of transaction.	Grant in perpetuity	Grant in perpetuity
Land Area	4,079.96 square metres (43,916.71 sq ft / 1.01 acres)	12,059.89 square metres (129,812.63 sq ft / 2.98 acres)	12,519.88 square metres (134,764.03 sq ft / 3.09 acres)
Type of Title (Individual / Strata)	Individual	Individual	Individual
Consideration	RM 110,000.00	RM 650,000.00	RM 500,000.00
Price per square feet ("psf")	RM 2.50 psf	RM 5.01 psf	RM 3.71 psf
Adjustments	General adjustments are made for time and various factors inclusive of location, access, tenure and size.		
Adjusted Price (psf) for Lot No. 26430	RM 2.30 psf	RM 3.76 psf	RM 2.78 psf
Adjusted Price (psf) for Lot No. 26431	RM 2.43 psf	RM 4.01 psf	RM 2.97 psf

14. VALUATION CERTIFICATE (Cont'd)**Comparison Approach for Lot No. 26430**

We have noted that the approximate land prices of Comparables 1, 2 and 3 were hovering between RM 2.50 psf and RM 5.01 psf. Adjustments were made to reflect the differences between the Lot No. 26430 and the comparables (i.e. time, location, accessibility, tenure and size) to arrive at a final adjusted price of RM 2.30 psf to RM 3.76 psf. The total adjustments between the comparables ranges from 10% to 25%.

Taking into consideration of the differences of the Lot No. 26430 and the comparables, we have adopted Comparable 3 as the most appropriate comparable due to the following characteristic:

- a) Comparable 3 has the latest transaction compared to the other comparables;
- b) Comparable 3 measures 3.09 acres, whereas the other comparables are only about 1 acre in size. It is the closest in terms of land area to the Lot No. 26430; and
- c) Comparable 3 is located nearest to the Lot No. 26430.

Based on the analysis, we have adopted a value of RM 2.78 psf, rounded to RM 2.80 psf for simplicity. Adjustments were made to account for differences in tenure and size, ensuring the land pricing reflects these factors. This results in a land value of RM 1,220,299.47 for Lot No. 26430.

Additionally, as the Tanjong Karang Lands have been developed with aquaculture farms, we have factored in the development costs, including pond excavation and the installation of water pipes. A quotation provided by the client estimates the cost for land clearing, pond excavation, and pipe installation at RM 25,000.00 per acre, resulting in a total cost of RM 250,250.00 for Lot No. 26430. The total Market Value of Lot No. 26430 has been calculated by adding the land value and the development costs, arriving at a Market Value of RM 1,470,549.47. For reporting purposes, this figure is rounded to RM 1,500,000.00.

Comparison Approach for Lot No. 26430

We have noted that the approximate land prices of Comparables 1, 2 and 3 were hovering between RM 2.50 psf and RM 5.01 psf. Adjustments were made to reflect the differences between the Lot No. 26431 and the comparables (i.e. time, location, accessibility, tenure and size) to arrive at a final adjusted price of RM 2.43 psf to RM 4.01 psf. The total adjustments between the comparables ranges from 5% to 20%.

Taking into consideration of the differences of the Lot No. 26431 and the comparables, we have adopted Comparable 3 as the most appropriate comparable due to the following characteristic:

- a) Comparable 3 has the latest transaction compared to the other comparables;
- b) Comparable 3 measures 3.09 acres, whereas the other comparables are only about 1 acre in size. It is the closest in terms of land area to the Lot No. 26431; and
- c) Comparable 3 is located nearest to the Lot No. 26431.

Based on the analysis, we have adopted a value of RM 2.97 psf, rounded to RM 3.00 psf for simplicity. Adjustments were made to account for differences in tenure and size, ensuring the land pricing reflects these factors. This results in a land value of RM 1,307,140.80 for Lot No. 26431.

Additionally, as the Tanjong Karang Lands have been developed with aquaculture farms, we have factored in the development costs, including pond excavation and the installation of water pipes. A quotation provided by the client estimates the cost for land clearing, pond excavation, and pipe installation at RM 25,000.00 per acre, resulting in a total cost of RM 250,000.00 for Lot No. 26431. Other than that, we have taken cognizance that there is a temporary building constructed of reinforced concrete framework with in-fill plastered brick walls and metal deck roof erected on Lot No. 26431 and three of the aquaculture ponds which are located at the south-eastern boundary has infringed upon the neighbouring lot amounting to approximately 1.30 acres.

14. VALUATION CERTIFICATE (Cont'd)

As such, we envisage that the potential purchaser will factor the cost to demolish the building and the removal of the ponds to comply with the building and planning guidelines set out by the respective authorities. Hence, we have deducted the demolition and removal costs in order to arrive at the Market Value of the Lot No. 26431.

After adding the development costs of the ponds and deducting the demolition cost of the building and removal of ponds, we have arrived at a Market Value of RM 1,525,140.80. For reporting purposes, this figure is rounded to RM 1,500,000.00.

The following are some of the pertinent factors considered in arriving at the Market Value for Tanjong Karang Lands:

- i. The category of land use as stated in the title for Tanjong Karang Lands is agriculture.
- ii. We have considered the land clearing and digging for ponds and laying water pipes on Tanjong Karang Lands. A quotation for the cost of land clearing for aquaculture farming provided to us by the client from Puah Bee Tiong Enterprise. An opinion letter was provided by Nova Impact Sdn Bhd on the prawn farming pond construction on the Tanjong Karang Lands vide Ref No.: Nova/Win/Mgmt/21-10-24 dated 21 October 2024.
- iii. We have noted that the market rate for the removal of the extended portions of the ponds is RM 22,000.00 and the cost to demolish the building is RM 10,000.00, as advised by Nova Impact Sdn Bhd. Consequently, we have included these amounts in our valuation calculations to determine the Market Value of Lot No. 26431.

INCOME APPROACH BY WAY OF "INVESTMENT METHOD"

The Tanjong Karang Lands are presently tenanted and therefore are income producing assets. Having considered the foregoing, we have applied the Income Approach method of valuation.

In the **Income Approach** by way of "**Investment Method**", the Market Value is derived from an estimate of the Market Rental, which the Tanjong Karang Lands can reasonably be tenanted for. Outgoings such as quit rent is then deducted from the annual rental income. The net annual rental income is capitalized at an appropriate current market yield to arrive at its indicative market value.

There is a dearth of asking rental of agriculture lands within the immediate locality. The asking rental are not directly comparable in all aspects, therefore in arriving the market rental of the Subject Properties we have had to make the necessary adjustments to assess an appropriate value rate.

Recent rental prices of agriculture lands which are pertinent to substantiate a value indication for the Tanjong Karang Lands are reviewed and these rentals are listed as below.

COMPARABLES	COMPARABLE 1	COMPARABLE 2	COMPARABLE 3
Source	JPPH	JPPH	JPPH
Address	Lot 2979, Lorong 4, Kawasan India Sungai Yu, 45500 Tanjong Karang, Selangor Darul Ehsan	Lot 3018, Rancangan Tanah Revolusi Api-API, Assam Jawa, 45500 Tanjong Karang, Selangor Darul Ehsan	Lot 2937, Lorong 4, Kawasan India Sungai Yu, 45500 Tanjong Karang, Selangor Darul Ehsan
Commencement Date	1 January 2024	1 December 2023	1 September 2023
Expiry Date	31 December 2026	30 November 2028	31 August 2025
Lettable Land Area	174,375.30 sq. ft. (about 4.00 acres)	43,132.03 sq. ft. (about 1.01 acres)	87,187.67 sq. ft. (about 2.00 acres)
Monthly Rental	RM 600.00	RM 1,600.00	RM 2,000.00
Analysis	RM 150.00 per acre	RM 1,584.16 per acre	RM 1,000.00 per acre
Adjustments	General adjustments are made for location, shape, size and usage of the land.		
Adjusted Rental for Lot No. 26430	RM 127.50 per acre	RM 1,267.33 per acre	RM 858.50 per acre
Adjusted Rental for Lot No. 26431	RM 135.00 per acre	RM 1,346.53 per acre	RM 909.00 per acre

14. VALUATION CERTIFICATE (Cont'd)**Income Approach for Lot No. 26430**

In determining the rental value of the Lot No. 26430, we have analysed all of the comparable(s) and found that the monthly asking rental rate per acre for agriculture land ranges from RM 150.00 to RM 1,584.16.

In arriving at the market rental of the Lot No. 26430, we have taken into consideration each aspect of the comparable(s) in terms of location, accessibility and size. After making adjustments, the monthly asking rental rate derived ranges between RM 127.50.00 per acre and RM 1,267.33 per acre. The total adjustments between the comparable ranged from 15.00% to 20.00%.

From the above analysis, we have adopted Comparable 3 as the best comparable due to the following factors:

- a) Comparable 3 is located nearest to the Lot No. 26430; and
- b) Comparable 3 has least adjustment compared to all the comparables.

With Comparable 3 as the best comparable, we have adopted the rental rate of RM 858.50 per acre as the rental rate for Lot No. 26430.

A summary of Investment Method for Lot No. 26430 is tabulated below for easy reference.

Summary of the Investment Method for Lot No. 26430

Term (A)	
Gross Monthly Rental	RM 1,500.00
Less : a. Outgoings (Quit Rent)	-RM 20.42
Monthly Net Rental	RM 1,479.58
Net Annual Rental	RM 17,754.96
*Years Purchase Dual Rate for 0.93 years @ 5.00% p.a @3% sinking fund @24.00% tax	0.6791
Lease Term Market Value	RM 12,057.39
Reversion (B)	
Current Market Rental	RM 858.50 per acre
Gross Monthly Rental	RM 8,593.59
Less : a. Void @ 10%	-RM 859.36
b. Outgoings (Quit Rent)	-RM 20.42
Net Monthly	RM 7,713.81
Net Annual Rental	RM 92,565.72
*Years Purchase Dual Rate for 76.37 years @ 5.50% p.a @3% sinking fund @24.00% tax	16.7750
Reversionary Term Market Value	RM 1,552,789.95
Total Market Value (A + B)	RM 1,564,847.34
SAY	RM 1,560,000.00

Income Approach for Lot No. 26431

In determining the rental value of the Lot No. 26431, we have analysed all of the comparable(s) and found that the monthly asking rental rate per acre for agriculture land ranges from RM 150.00 to RM 1,584.16.

In arriving at the market rental of the Lot No. 26431, we have taken into consideration each aspect of the comparable(s) in terms of location, accessibility and size. After making adjustments, the monthly asking rental rate derived ranges between RM 135.00 per acre and RM 1,346.53 per acre. The total adjustments between the comparable ranged from 10.00% to 15.00%.

From the above analysis, we have adopted Comparable 3 as the best comparable due to the following factors:

- a) Comparable 3 is located nearest to the Lot No. 26431; and
- b) Comparable 3 has least adjustment compared to all the comparables.

14. VALUATION CERTIFICATE (Cont'd)

With Comparable 3 as the best comparable, we have adopted the rental rate of RM 900.00 per acre as the rental rate for Lot No. 26431.

A summary of Investment Method for Lot No. 26431 is tabulated below for easy reference.

The key parameters adopted in the computation of Income Approach are shown below.

Summary of the Investment Method for Lot No. 26431

Term (A)	
Gross Monthly Rental	RM 1,500.00
Less : a. Outgoings (Quit Rent)	-RM 20.42
Monthly Net Rental	RM 1,479.58
Net Annual Rental	RM 17,754.96
*Years Purchase Dual Rate for 0.93 years @ 5% p.a @3% sinking fund @24.00% tax	0.6791
Lease Term Market Value	RM 12,057.39
Reversion (B)	
Current Market Rental	RM 900.00 per acre
Gross Monthly Rental	RM 9,000.00
Less : a. Void @ 10%	-RM 900.00
b. Outgoings (Quit Rent)	-RM 20.42
Net Monthly	RM 8,079.58
Net Annual Rental	RM 96,954.96
*Years Purchase Dual Rate for 75.38 years @ 5.5% p.a @3% sinking fund @24.00% tax	16.7320
Reversionary Term Market Value	RM 1,622,250.39
Total Market Value (A + B) (Before Demolition of Building and Removal Parts of the Ponds)	RM 1,634,307.78
Less: Demolition of Building	RM 10,000.00
Less: Removal of Parts of the Ponds	RM 22,000.00
Market Value	RM 1,602,307.78
SAY	RM 1,600,000.00

Yield

We have adopted a Capitalization Rate / all-risk yield of 5.00% and having considered it is the most expected rate of return achievable at the current moment after having considered the nature of the asset class of the Tanjong Karang Lands i.e. agriculture lands.

Annual Sinking Fund

Annual sinking fund is a fund containing money set aside or saved to pay off a debt, bond and contingencies usage. In this case, we have adopted the rate of 3.00% as an annual sinking fund after analysing the fixed deposit rate among financial institutions.

Corporate Tax

We have adopted 24.00% Malaysia corporate tax in the computation of the Market Value.

Void

We have also taken into consideration of 10.00% void allowance in the computation of Market Value for the required time to conduct advertisement, marketing and negotiation process in securing new tenant. In arriving at the Market Value, we are opined that a more extended timeframe is needed in securing tenant because based on the Tanjong Karang Lands' titles the expressed condition is under "Ternakan Air (Am)".

The following are some of the pertinent factors considered in arriving at the Market Value for the Tanjong Karang Lands.

- i) Lot No. 26430 is a leasehold land with an unexpired term of approximately 77 years whilst Lot No. 26431 is a leasehold land with an unexpired term of approximately 76 years as date of valuation.

14. VALUATION CERTIFICATE *(Cont'd)*



- ii) We have considered the land clearing and digging for ponds and laying water pipes within the Tanjong Karang Lands.
- iii) Based on the tenancy agreement dated 15 September 2024 made between the Landlord and the Tenant on the Tanjong Karang Lands, the Landlord has granted the Tenant to rent the Demised Land with a total monthly rental of RM 3,000.00 only commencing on 15 September 2024 until the delivery of the vacant/legal possession of the Demised Land according to the Sale and Purchase Agreements both dated 15 September 2024 between the Landlord and the Tenant.
- iv) Based on the Sale and Purchase Agreements for the Tanjong Karang Lands, the Tenancy Agreements made between Landord and Tenant has agreed to let out the Demised Land at a monthly rental of RM 3,000.00 only to Purchaser for a term of twelve (12) months commencing on 15 September 2024 and expiring on the 14 September 2025 subject to an option for renewal for further term of one (1) year.
- v) We have noted that the market rate for the removal of the extended portions of the ponds is RM 22,000.00 and the cost to demolish the building is RM 10,000.00, as advised by Nova Impact Sdn Bhd. Consequently, we have included these amounts in our valuation calculations to determine the Market Value of Lot No. 26431.

METHOD OF VALUATION FOR LJOK LAND

In arriving at the Market Value of the Ljok Land, we have adopted only one method of valuation. We are of the opinion that the Comparison Approach is the best and only approach in this instance, as a result of the following factors:-

- a. There are consistent and recent transactions with similar characteristics as the Ljok Land and located in similar areas, which solidifies the price trend and thus favours the Comparison Approach.
- b. The zoning has changed from agriculture to commercial which shows the Ljok Land have moved from traditional usage of agricultural into development land. As such, the accuracy of using the income of the plantation in arriving at the Market Value would be diminished.
- c. There is no Development Order or any development planning of any sort at the current moment. Thus, the Residual Method would not be a suitable method of valuation in this instance.
- d. There is no building on site during the course of inspection. Hence, the cost method is not a suitable method to use in this valuation.

COMPARISON APPROACH

The Comparison Approach involves comparing the Ljok Land with recently transacted property of a similar nature or offers for sale/rental of similar property in the area. Adjustments are then made for differences in location, size and shape of the lot, size, condition and design of the building, site facilities available, market conditions and other factors in order to arrive at a common basis for comparison.

We have adopted the recent transactions of vacant agricultural lands situated within the neighbourhood which are pertinent to substantiate a value indication for the Ljok Land are reviewed and these sales are listed as overleaf.

14. VALUATION CERTIFICATE (Cont'd)

COMPARABLES	COMPARABLE 1	COMPARABLE 2	COMPARABLE 3
Source	JPPH	JPPH	JPPH
Description	A parcel of agricultural land	A parcel of agricultural land	A parcel of agricultural land
Address	3228, Bukit Cerakah Peringkat 1, Ranc. Rev. Hijau Bkt Cerakah-Ijok, Puncak Alam, Selangor Darul Ehsan	3209, Bukit Cerakah Pkt. 1, Kg Bukit Cerakah, Puncak Alam, Selangor	33952, Bukit Cerakah, Puncak Alam, Selangor Darul Ehsan
Distance from Ijok Land	Approximately 5.00 kilometres due south-east of Ijok Land	Approximately 5.00 kilometres due south-east of Ijok Land	Approximately 0.00 kilometres due south-east of Ijok Land
Title Particulars	HS(M) 2771, PT 3228, Mukim of Ijok, District of Kuala Selangor, State of Selangor	HS(M) 3025, PT 3209, Mukim of Ijok, District of Kuala Selangor, State of Selangor	PM 1461, Lot 33952, Mukim of Ijok, District of Kuala Selangor, State of Selangor
Transaction Date	13/05/2022	16/01/2023	06/10/2022
Vendor	Heng Seng Sui	Leong Ah Chai	Janiah Binti Sarban
Purchaser	Tian Mao Sdn Bhd	Perikatan Progresif Sdn. Bhd	Low Aik Seong
Tenure	Leasehold with term expiring on 4 August 2096. Leaving an unexpired term of approximately 74 years as at date of transaction.	Leasehold with term expiring on 3 August 2096. Leaving an unexpired term of approximately 73 years as at date of transaction.	Leasehold with term expiring on 3 May 2111. Leaving an unexpired term of approximately 89 years as at date of transaction.
Land Area	12,099.89 square metres (130,243.19 sq. ft. / 2.99 acres)	12,099.89 square metres (130,243.19 sq. ft. / 2.99 acres)	8,095.92 square metres (87,144.53 sq ft/ 2.00 acres)
Type of Title (Individual / Strata)	Individual	Individual	Individual
Consideration	RM 1,700,000.00	RM 3,000,000.00	RM 1,440,000.00
Price per square feet ("psf")	RM 13.05 psf	RM 23.03 psf	RM 16.52 psf
Adjustments	General adjustments are made for time and various factors inclusive of location, access, tenure, shape, size, terrain, earth drainage and zoning.		
Adjusted Price (psf)	RM 15.44 psf	RM 27.22 psf	RM 16.69 psf

All of the comparables are vacant agricultural lands located within Puncak Alam, and were transacted in Year 2022 and Year 2023. In arriving at the Market Value of the Ijok Land, we have taken into consideration of each aspect of the comparable(s) in terms of location, accessibility, tenure, shape, land size, terrain earth drainage, zoning and others. We have also considered the current property market condition as a whole. From the above analysis, we have adopted Comparable 3 as the best comparable due to the following factors:

- Comparable 3 located nearest to the Subject Property ; and
- Comparable 3 has the lowest aggregate adjustment compared to Comparable 1 and Comparable 2.

From the above analysis, we have adopted a value psf of RM 16.69. This is rounded down to RM 16.60. Adjustments were made due to tenure, shape, and earth drainage to reflect a differential pricing of the land. We then arrive at a total Market Value of RM 1,446,600.69 or **RM 1,440,000.00**.

The following are some of the pertinent factors considered in arriving at the Market Value for the Ijok Land:

- We have noted that the Ijok Land is an agricultural land with development potential.

14. VALUATION CERTIFICATE (Cont'd)

- ii. We have noted the presence of an earth drain transversing across the middle section of the site, from the north-western boundary to the south-eastern boundary of the Ijok Land. As such, we have made adjustments to the list of comparables applied via this method, as additional cost for the drainage diversion will be incurred upon development of the Ijok Land's site.
- iii. The Restriction In Interest in the title states that "*Tanah ini boleh dipindah milik, dipajak atau digadai setelah mendapat kebenaran Pihak Berkuasa Negeri.*" This restriction is a common feature for most leasehold properties and requires a submission to the Selangor State Authority to seek consent for the transfer of the property. It is merely a formality and hence we do not see this restriction as having a material impact to the Market Value of the Ijok Land.

METHOD OF VALUATION FOR PETALING LAND

In arriving at the Market Value of the Petaling Land, we have adopted only one method of valuation. We are of the opinion that the Comparison Approach is the best and only approach in this instance, as a result of the following factors:-

- a. There are consistent and recent transactions with similar characteristics as the Petaling Land and located in similar areas, which solidifies the price trend and thus favours the Comparison Approach.
- b. There is no Development Order or any development planning of any sort at the current moment. Thus, the Residual Method would not be a suitable method of valuation in this instance.
- c. The Express Condition attached to the land restricts its use exclusively for the development of a "Klinik Kesihatan." This limitation has hindered the possibility of leasing or renting the property for commercial purposes. Therefore, the Income Approach is not a suitable method for valuation in this case.

COMPARISON APPROACH

The Comparison Approach involves comparing the Petaling Land with recently transacted property of a similar nature or offers for sale/rental of similar property in the area. Adjustments are then made for differences in location, size and shape of the lot, size, condition and design of the building, site facilities available, market conditions and other factors in order to arrive at a common basis for comparison.

We have adopted the recent transactions of vacant commercial lands situated within the neighbourhood which are pertinent to substantiate a value indication for the Petaling Land are reviewed and these sales are listed as overleaf:

COMPARABLES	COMPARABLE 1	COMPARABLE 2	COMPARABLE 3
Source	JPPH	JPPH	JPPH
Description	A parcel of commercial land	A parcel of commercial land	A parcel of commercial land
Address	PT 1632, Jalan SS 4B/10, Petaling Jaya, Selangor Darul Ehsan	PT 2444, Jalan Bandar Puchong Jaya, Puchong, Selangor Darul Ehsan	Lot 52922, Jalan USJ 17/6, Subang Jaya, Selangor Darul Ehsan
Distance from Petaling Land	Approximately 8.00 kilometres due north-west of Petaling Land	Approximately at 8.00 kilometres due south-west of Petaling Land	Approximately 12.00 kilometres due south-west of Petaling Land
Title Particulars	HS(D) 76008, PT 1632, Bandar Petaling Jaya, District of Petaling, State of Selangor	HS(M) 31765, PT 2444, Mukim of Petaling, District of Petaling, State of Selangor	Geran 217888, Lot No. 48654, Pekan Subang Jaya, District of Petaling, State of Selangor
Transaction Date	07/07/2021	27/07/2022	07/06/2024

14. VALUATION CERTIFICATE (Cont'd)

COMPARABLES	COMPARABLE 1	COMPARABLE 2	COMPARABLE 3
Vendor	Persatuan Sains Sosial Malaysia	Pilihan Megah Sdn Bhd	Larut Cekap Sdn. Bhd.
Purchaser	Awana Prospektif Sdn Bhd	Jack Koh Siaw Nguan + 1	Sivanathan A/L Palanisamy, Sa'adiah Binti Md Zin
Tenure	Grant in perpetuity	Grant in perpetuity	Grant in perpetuity
Land Area	2,507.98 square metres (26,995.86 sq. ft.)	520.03 square metres (5,597.55 sq. ft.)	2,949.97 square metres (31,753.51 sq ft)
Type of Title (Individual / Strata)	Individual	Individual	Individual
Consideration	RM 4,000,000.00	RM 1,100,000.00	RM 4,400,000.00
Price per square feet ("psf")	RM 148.17 psf	RM 196.51 psf	RM 138.57 psf
Adjustments	General adjustments are made for time and various factors inclusive of location, access, tenure, shape, size, terrain, express condition and zoning.		
Adjusted Price (psf)	RM 195.35 psf	RM 146.32 psf	RM 170.44 psf

We have noted that the approximate land prices of Comparables 1, 2, and 3, were hovering between RM 138.57 psf and RM 196.51 psf. Adjustments were made to reflect the differences between the Petaling Land and the comparables (i.e. time, location, tenure, shape, size, terrain, express condition and zoning) to arrive at a final adjusted price of between RM 146.32 psf to RM 195.35 psf. The total adjustments between the comparable ranges from 23% to 28%.

Taking into consideration of the differences of the Petaling Land and the comparables, we have adopted Comparable 3 as the most appropriate comparable due to the following characteristics:-

- Comparable 3 is the latest transaction recorded amongst the other comparables;
- The zoning of both the Petaling Land and Comparable 3 are both limited in use and restrictive in terms of the type of development allowed by the local authorities; and
- The least adjustments required amongst the other comparables.

From the above analysis, we have adopted a value psf of RM 170.00. Adjustments were made due to different attributes as mentioned above, to arrive at a Market Value of RM 1,386,822.13, which we rounded to **RM 1,380,000.00**.

The following are some of the pertinent factors considered in arriving at the Market Value for the Petaling Land:

- The Express Condition of land title of the Petaling Land is "Klinik Swasta".
- We have noted that the Petaling Land is a commercial land within an area designated for "institusi dan kemudahan masyarakat" based on the "Draf Rancangan Tempatan Petaling Jaya 2 (Penggubahan 3)" from Majlis Bandaraya Petaling Jaya (MBPJ).

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14. VALUATION CERTIFICATE (Cont'd)**RECONCILIATION OF VALUE**

Method Of Valuation	Derivation Of Value	Adopt
TANJONG KARANG LANDS		
Lot No. 26430		
Comparison Approach	RM 1,500,000.00	RM 1,500,000.00
Income Approach	RM 1,560,000.00	
Lot No. 26431		
Comparison Approach	RM 1,500,000.00	RM 1,500,000.00
Income Approach	RM 1,600,000.00	
Total		RM 3,000,000.00
From the above valuation approaches, we have concluded that the best approach in arriving at the Market Value of Tanjong Karang Lands are the Comparison Approach. This approach is the most suitable in this instance because there are sufficient transaction records of vacant agricultural lands within the vicinity, which enable the establishment of a consistent and reliable pattern of values. This abundance of comparable sales data enhances the accuracy and reliability of the Market Value estimation using the Comparison Approach.		
IJOK LAND		
Comparison Approach	RM 1,440,000.00	RM 1,440,000.00
We have adopted only the Comparison Approach. We are of the opinion that the Comparison Approach is the best and only approach in this instance, as a result of the following factors:-		
a. There are consistent and recent transactions with similar characteristics as the Ijok Land and located in similar areas, which solidifies the price trend and thus favours the Comparison Approach.		
b. The zoning has changed from agriculture to commercial which shows the Ijok Land have moved from traditional usage of agricultural into development land. As such, the accuracy of using the income of the plantation in arriving at the Market Value would be diminished.		
c. There is no Development Order or any development planning of any sort at the current moment. Thus, the Residual Method would not be a suitable method of valuation in this instance.		
d. There is no building on site during the course of inspection. Hence, the cost method is not a suitable method to use in this valuation.		
PETALING LAND		
Comparison Approach	RM 1,380,000.00	RM 1,380,000.00
We have adopted only the Comparison Approach. We are of the opinion that the Comparison Approach is the best and only approach in this instance, as a result of the following factors:-		
a. There are consistent and recent transactions with similar characteristics as the Petaling Land and located in similar areas, which solidifies the price trend and thus favours the Comparison Approach.		
b. There is no Development Order or any development planning of any sort at the current moment. Thus, the Residual Method would not be a suitable method of valuation in this instance.		
c. The Express Condition attached to the land restricts its use exclusively for the development of a "Klinik Kesihatan." This limitation has hindered the possibility of leasing or renting the property for commercial purposes. Therefore, the Income Approach is not a suitable method for valuation in this case.		

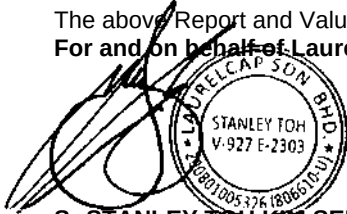
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14. VALUATION CERTIFICATE (Cont'd)**VALUATION CONCLUSION**

Having taken into consideration all the relevant and pertinent factors, we are of the opinion that the **Market Value** of the grant in perpetuity and leasehold interests of the Subject Properties in their existing physical conditions with vacant possession and subject to their titles being free from encumbrances, good, marketable and registerable is:-

No.	Subject Properties	Date of valuation	Market Value
1.	Tanjong Karang Land	11 October 2024	RM 3,000,000.00 (Ringgit Malaysia : Three Million Only)
2.	Ijok Land	14 October 2024	RM 1,440,000.00 (Ringgit Malaysia : One Million Four Hundred Forty Thousand Only)
3.	Petaling Land	14 October 2024	RM 1,380,000.00 (Ringgit Malaysia : One Million Three Hundred Eighty Thousand Only)

The above Report and Valuation has been carried out by Sr Stanley Toh Kim Seng,
For and on behalf of Laurelcap Sdn. Bhd.



Sr STANLEY TOH KIM SENG
BSc (Hons) Estate Management,
MRISM, MRICS, MPEPS, MMIPFM, ICVS, MBVAM
Registered Valuer (V-927)

Note : This Report was peer reviewed by Mr Tan San Yew (Peer Reviewer)(V-607) from Laurelcap (HQ) Sdn Bhd

15. STATUTORY AND OTHER INFORMATION**15.1 OUR SHARE CAPITAL**

As at the LPD, our issued share capital is RM2 comprising 2 Shares. The movements in our share capital since the date of our incorporation are set out below:

Date of allotment	No. of Shares allotted	Consideration/ Types of issue	Cumulative share capital RM
2 January 2024	2	RM2/ Subscribers' shares in cash	2
15 July 2025	395,999,998	RM22,176,000/ Allotment of Shares pursuant to the Acquisitions	22,176,002

As at the date of this Prospectus, we only have one class of shares, namely, ordinary shares, all of which rank equally with one another and we do not have any outstanding warrants, options, convertible securities and uncalled capital. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

Upon completion of our IPO, our enlarged share capital will increase to RM36,036,002 comprising 495,000,000 Shares.

Save for the Pink Form Allocations as disclosed in Section 4.3.3 of this Prospectus,

- (i) 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 subsidiaries; and
- (ii) there is no scheme involving the employees of our Group in the shares of our Company or our subsidiaries.

Save for the issuance of our subscribers' shares upon our incorporation, new Shares issued and to be issued for the Acquisitions and Public Issue, and issuance of shares in our subsidiaries as disclosed under Section 15.2 of this Prospectus, no shares of our Company or our subsidiaries have been issued or are proposed to be issued as fully or partly paid-up, in cash or otherwise, within the past 2 years immediately preceding the date of this Prospectus. Other than our Public Issue as disclosed in Section 4.3.1 of this Prospectus, there is no intention on the part of our Directors to further issue any Shares on the basis of this Prospectus.

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15. STATUTORY AND OTHER INFORMATION (Cont'd)**15.2 SHARE CAPITAL OF OUR SUBSIDIARIES****15.2.1 Camaroe Aquaculture**

Camaroe Aquaculture's share capital as at LPD is RM750,000 comprising 750,000 ordinary shares. The movements in its share capital since incorporation are as follows:

Date of allotment	No. of Shares allotted	Consideration/ Types of issue	Cumulative share capital RM
13 April 2009	100	RM100/ Subscribers' share in cash	100
3 September 2009	4,900	RM4,900/ Cash allotment	5,000
13 June 2014	745,000	RM745,000/ Cash allotment	750,000

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Camaroe Aquaculture. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

Camaroe Aquaculture is our wholly-owned subsidiary. The directors of Camaroe Aquaculture are Teoh Han Boon and Low Saw Cheng.

As at the LPD, Camaroe Aquaculture does not have any subsidiary and/or associated company.

15.2.2 Farmerex

Farmerex's share capital as at LPD is RM200,000 comprising 200,000 ordinary shares. The movements in its share capital since incorporation are as follows:

Date of allotment	No. of Shares allotted	Consideration/ Types of issue	Cumulative share capital RM
1 November 2016	2	RM2/ Subscribers' share in cash	2
15 January 2017	8	RM8/ Cash allotment	10
6 June 2022	199,990	RM199,990/ Cash allotment	200,000

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Farmerex. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

Farmerex is our wholly-owned subsidiary. The directors of Farmerex are Teoh Han Boon and Low Saw Cheng.

As at the LPD, Farmerex does not have any subsidiary and/or associated company.

15. STATUTORY AND OTHER INFORMATION (Cont'd)**15.2.3 WTU Aqua**

WTU Aqua's share capital as at LPD is RM225,000 comprising 225,000 ordinary shares. The movements in its share capital since incorporation are as follows:

Date of allotment	No. of Shares allotted	Consideration/ Types of issue	Cumulative share capital RM
5 October 2016	100	RM100/ Subscribers' share in cash	100
6 June 2022	224,900	RM224,900/ Cash allotment	225,000

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in WTU Aqua. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

WTU Aqua is our wholly-owned subsidiary. The directors of WTU Aqua are Teoh Han Boon and Low Saw Cheng.

As at the LPD, WTU Aqua does not have any subsidiary and/or associated company.

15.2.4 Wynntech Star

Wynntech Star's share capital as at LPD is RM100,000 comprising 100,000 ordinary shares. The movements in its share capital since incorporation are as follows:

Date of allotment	No. of Shares allotted	Consideration/ Types of issue	Cumulative share capital RM
2 July 2015	10	RM10/ Subscribers' share in cash	10
8 December 2016	99,990	RM99,990/ Cash allotment	100,000

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Wynntech Star. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

Wynntech Star is our wholly-owned subsidiary. The directors of Wynntech Star are Teoh Han Boon and Low Saw Cheng.

As at the LPD, Wynntech Star does not have any subsidiary and/or associated company.

15. STATUTORY AND OTHER INFORMATION (Cont'd)**15.3 CONSTITUTION**

The following provisions are extracted from our Constitution. Terms defined in our Constitution shall have the same meanings when used here unless they are otherwise defined here or the context otherwise requires. The following provisions extracted from our Constitution are based on the current Listing Requirements and the Act.

15.3.1 Changes in share capital and variation of class rights

The provisions in our Constitution dealing with changes in share capital and variation of class rights, which are no less stringent than those required by law, are as follows:

Clause 11 - Share Capital

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, qualified or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

Clause 14 - Power to Issue Preference Shares

The Company shall have power to issue preference shares ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner as they may think fit.

Clause 15 - Rights of preference shareholders

- 15.(1) Save as otherwise specifically provided for under this Constitution in respect of any particular class of preference shares and subject to the Act, preference shareholders shall have the same right as ordinary shareholders as regards to receiving notices, reports and audited financial statements and attending general meetings of the Company.
- 15.(2) Save as otherwise specifically provided for under this Constitution in respect of any particular class of preference share, preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the share capital of the Company or sanctioning a disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months or on a proposal to wind-up the Company or during the winding up of the Company, but shall have no other rights whatsoever.
- 15.(3) The holder of a preference share must be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.

Clause 19 - Shares Issued for Purposes of Raising Money for The Construction of Works or Building

Subject to Section 130 of the Act and any other conditions and restrictions prescribed by the Act, if any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant or equipment which cannot be made profitable for a lengthened period, the Company may pay interest on so much of that share capital as is for the time being paid up for the period, and may charge the sum so paid by way of interest to capital as part of the costs of construction of the work or building or the provision of plant or equipment.

15. STATUTORY AND OTHER INFORMATION (Cont'd)***Clause 22 - Trust not to be recognised***

Except as required by law and as provided under the Rules, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not, even when having notice thereof, be bound or compelled to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by this Constitution otherwise expressly provided or as required by law) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

Clause 23 - Issue of Securities

Subject to the provisions of this Constitution and Listing Requirement, and notwithstanding the existence of a resolution pursuant to Sections 75(1) and 76(1) of the Act, the Company shall ensure that it shall not issue any shares or convertible securities if the total number of shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds the allowed threshold by the prevailing rules and regulation, except where the shares or convertible securities are issued with the prior approval of the members in general meeting of the precise terms and conditions of the issue.

Clause 27 - Modification of Rights

If at any time the share capital of the Company, by reason of the issuance of preference shares or otherwise is divided into different classes, the repayment of such preferred capital or all or any of the rights and privileges attached to each class of shares may subject to the provisions of Section 91 of the Act, this Constitution and the provisions of any written law, be varied, modified, commuted, affected, abrogated or dealt with by resolution passed by the holders of at least three-fourth (3/4) of the issued shares of that class at a separate meeting of the holders of that class and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting except that the quorum hereof shall be two (2) persons at least holding or representing by proxy one third (1/3) of the issued shares of the class and for an adjourned meeting one (1) person holding shares of such class.

Provided however that in the event of the necessary majority for such a resolution not having been obtained in the manner aforesaid consent in writing may be secured by members holding at least three-fourths (3/4) of the issued shares of the class and such consent if obtained within two (2) months from the date of the separate meeting shall have the force and validity of a resolution duly carried. To every such resolution the provisions of Section 91 of the Act, shall with such adaptations as are necessary apply.

Clause 28 - Special Right to Any Class of Share

The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in profits or assets of the Company in some or all respects pari passu therewith but in no respect in priority thereto, the Company purchasing its own shares and the Company redeeming redeemable preference shares.

15. STATUTORY AND OTHER INFORMATION (*Cont'd*)

Clause 62- Increase of Share Capital

The Company may, from time to time, whether all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount 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 or otherwise as the Company may direct in the resolution authorising such increase.

Clause 63 - Issue of New Shares to Existing Members

Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before they are issued, 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 shares or Securities which (by reason of the ratio which the new shares or Securities bear to 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 Clause.

Clause 64 - Alteration of Share Capital

Subject to the Statutes, the Company may from time to time by special resolution and subject to other applicable laws or requirements: -

- (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 may reconvert that stock into paid-up shares;
- (iii) subdivide its shares or any of them into shares, whichever is in the subdivision, the proportions 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;
- (iv) cancel any shares, which at the date of the passing of the resolution, which 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; or
- (v) subject to the provisions of this Constitution and the Act, convert and/or reclassify any class of shares into any other class of shares.

Clause 65 – Reduction of Share Capital

The Company may from time to time by special resolution reduce its share capital in such manner permitted by law, and (where applicable) subject to the relevant required approvals being obtained.

15. STATUTORY AND OTHER INFORMATION (*Cont'd*)

15.3.2 Borrowing and voting powers of the directors

The provisions in our Constitution dealing with voting and borrowing powers of our Directors including voting powers in relation to proposals, arrangements or contracts in which they are interested in are as follows:

Clause 121 - Directors' Borrowing Powers

- 121.(1) To the extent that the Act, the Listing Requirements and the Constitution allow, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any related third party, PROVIDED ALWAYS THAT nothing contained in this Constitution shall authorise the Directors to borrow any money or mortgage or charge any of the Company's 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.
- 121.(2) The Directors shall cause a proper register to be kept in accordance with Section 60 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified or otherwise.
- 121.(3) Subject to the Act, if the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors, or persons so becoming liable as aforesaid, from any loss in respect of such liability.

Clause 133 - Proceedings of Meeting

A meeting of the Directors, for the time being at which a quorum is present, shall be competent to exercise all or any of the powers, authorities and discretion by or under this Constitution, vested in or exercisable by the Directors generally. Subject to this Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes.

Clause 134 - Chairman has casting vote

In case of equality of votes, the Chairman shall have a second or casting vote, except where only two (2) Directors are competent to vote on the question at issue, or at the meeting where only two (2) Directors form the quorum.

Clause 138 - Disclosure of Interest in Contracts, Property, Offices, Etc

Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company.

Clause 139 - Directors Refrained from Voting in Interested Transactions

A Director shall not vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest. Without prejudice to the generality of the foregoing, a Director shall also not vote in regard to any contract or proposed contract or arrangement with any other company in which he is interested, either as an officer of that other company or as a holder of shares or other securities in that other company.

15. STATUTORY AND OTHER INFORMATION (*Cont'd*)

Clause 141 - Director May Vote on The Giving of Security or Indemnity Where He is Interested

Subject to Clause 139, a Director may vote in respect of:

- a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- b) 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.

By an ordinary resolution of the Company, the provisions of this Clause may at any time be suspended or relaxed to any extent and, either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this Clause, may be ratified.

15.3.3 Remuneration of Directors

The provisions in our Constitution dealing with remuneration of Directors are as follows:

Clause 116 – Remuneration of Directors

The fees and any benefits payable to the Directors from time to time, be subject to annual shareholder approval at general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, except that any Director, who shall hold office for part only of the period in respect of which such fees are payable, shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office, PROVIDED ALWAYS THAT:

- (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
- (b) salaries payable to executive Directors shall not include a commission on or percentage of turnover;
- (c) fees and any benefits payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
- (d) 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 that Director.

Clause 117 - Reimbursement and Special Remuneration

- 117.(1) The Directors shall be entitled to be reimbursed for all travelling or such other reasonable expenses as may be incurred in attending and returning from 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.

15. STATUTORY AND OTHER INFORMATION (*Cont'd*)

117.(2) If by arrangement with the Directors, any Director shall perform or render any special duties or service's outside his ordinary duties as a Director in particular, without limiting to the generality of the foregoing, 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 Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged.

15.3.4 Transfer of shares

The provisions in our Constitution dealing with transfer of shares are as follows:

Clause 51 - Transfer of Securities

The transfer of any Deposited Security or class of Deposited Security of the Company shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 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 Deposited Securities.

Clause 52 - Instrument of Transfer

52.(1) Every instrument of transfer (for any share not being a Deposited Security) must be left for registration at the office of the Company's Registrar accompanied by the certificate of the shares comprised therein (if any) and such evidence as the Directors may reasonably require to prove the right of the transferor to make the transfer and the due execution by him of the instrument of transfer which is executed in accordance with the Statutes, and subject to the power vested in the Directors by this Constitution or the provisions of any other written law and if required, to reasonable evidence of nationality, the Company shall register the transferee as shareholder.

52.(2) A fee not exceeding RM3.00 (excluding the stamp duty) or any amount as shall be determined from time to time by the Exchange may be charged for each transfer and shall if required by the Directors be paid before the registration thereof.

Clause 53 - Person Under Disability

No share shall in any circumstances be transferred to any minor, bankrupt or person of unsound mind.

Clause 54 - Refusal to Transfer and Notice of Refusal

54.(1) Subject to Section 106 and any other relevant provisions of the Act, the Directors may refuse or delay to register the transfer of a share, not being a Deposited Security, to a person of whom they shall not approve.

54.(2) If the Directors passed a resolution to refuse or delay the registration of a transfer, they shall, within seven (7) days of the resolution being passed, give to the lodging broker, transferor and the transferee written notice of the resolution setting out the precise reasons thereof.

15. STATUTORY AND OTHER INFORMATION (Cont'd)***Clause 55 - Non-Liability of the Company, its Directors and Officers in Respect of Transfer***

Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assigns alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

15.4 GENERAL INFORMATION

- (i) Save for the dividends paid to the shareholders of our subsidiaries as disclosed in Section 11.7 of this Prospectus, purchase consideration paid for the Acquisitions as disclosed in Section 6.1.3 of this Prospectus and Directors' remunerations as disclosed in Section 5.1.5 and 5.5.1 of this Prospectus, no other amount or benefit has been paid or given within the past 2 years immediately preceding the date of this Prospectus, nor is it intended to be paid or given, to any of our Promoters, Directors or substantial shareholders.
- (ii) Save as disclosed in Section 9.1 of this Prospectus, none of our Directors or substantial shareholders have any interest, direct or indirect, in any contract or arrangement subsisting at the date of this Prospectus and which is significant in relation to the business of our Group.
- (iii) The manner in which copies of this Prospectus together with the official application forms and envelopes may be obtained and the details of the summarised procedures for application of our Shares are set out in Section 16 of this Prospectus.
- (iv) There is no limitation on the right to own securities including limitation on the right of non-residents or foreign shareholders to hold or exercise their voting rights on our Shares.

15.5 CONSENTS

- (i) The written consents of the Principal Adviser, Sponsor, Underwriter, Placement Agent, Solicitors, Share Registrar, Company Secretary and Issuing House to the inclusion in this Prospectus of their names in the form and context in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn;
- (ii) The written consents of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their name, Accountants' Report and report relating to the pro forma consolidated financial information in the form and context in which they are contained in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn;

15. STATUTORY AND OTHER INFORMATION (*Cont'd*)

- (iii) The written consent of the IMR to the inclusion in this Prospectus of its name and the IMR Report, in the form and context in which they are contained in this Prospectus have been given before the issue of this Prospectus and have not been subsequently withdrawn; and
- (iv) The written consent of the Independent Valuer to the inclusion in this Prospectus of its name, the Valuation Certificate and all references thereto in the form and context in which they are contained in this Prospectus have been given before the issue of this Prospectus and have not been subsequently withdrawn.

15.6 DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of our Company during normal business hours for a period of 6 months from the date of this Prospectus:

- (i) Constitution;
- (ii) Audited financial statements for Camaroe Aquaculture, Farmerex, WTU Aqua and Wynntech Star for FYE 2021, FYE 2022, FYE 2023, FYE 2024 and FPE 2025;
- (iii) Audited financial statements for Camaroe for FYE 2024 and FPE 2025;
- (iv) Accountants' Report as set out in Section 12 of this Prospectus;
- (v) Reporting Accountants' report relating to our pro forma consolidated statements of financial position as set out in Section 13 of this Prospectus;
- (vi) IMR Report as set out in Section 7 of this Prospectus;
- (vii) Valuation Certificate as set out in Section 14 of this Prospectus and the valuation reports;
- (viii) Material contracts as set out in Section 6.8 of this Prospectus; and
- (ix) Letters of consent as set out in Section 15.5 of this Prospectus.

15.7 RESPONSIBILITY STATEMENTS

Our Directors, Promoters and Selling Shareholders 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 there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

M&A Securities 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.

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 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 PERIOD

OPENING OF THE APPLICATION PERIOD: 10.00 A.M., 29 AUGUST 2025

CLOSING OF THE APPLICATION PERIOD: 5.00 P.M., 12 SEPTEMBER 2025

In the event of any changes to the date or time for closing, we will make an announcement on Bursa Securities' website and advertise the notice of changes in a widely circulated daily English and Bahasa Malaysia newspaper in Malaysia.

Late Applications will not be accepted.

16.2 METHODS OF APPLICATIONS

16.2.1 Retail Offering

Application must accord with our Prospectus and our Constitution. The submission of an Application Form does not mean that the Application will succeed.

Types of Application and category of investors	Application Method
Applications by our eligible Directors and employees of our Group	Pink Application Form only
Applications by the Malaysian Public:	
(i) Individuals	White Application Form or Electronic Share Application or Internet Share Application
(ii) Non-Individuals	White Application Form only

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**16.2.2 Placement**

Types of Application	Application Method
Applications by selected investors	The Placement Agent will contact the selected investors directly. They should follow the Placement Agent's instructions.
Applications by 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.	

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 the list of ADAs set out in Section 12 of the Detailed Procedures for Application and Acceptance accompanying the Electronic 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.

16.3.2 Application by 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

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (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 Applications by using only one of the following methods:
 - (i) White Application Form; or
 - (ii) Electronic Share Application; or
 - (iii) Internet Share Application.

16.3.3 Application by eligible Directors and employees of our Group

The eligible Directors and employees of our Group 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 Issue Shares. The eligible Directors and employees of our Group must follow the notes and instructions in the said document and where relevant, in this Prospectus.

16.4 APPLICATION BY WAY 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 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 RM0.14 for each IPO Share.

Payment must be made out in favour of **"TIIH SHARE ISSUE ACCOUNT NO. 810"** and crossed **"A/C PAYEE ONLY"** and endorsed on the reverse side with your name and address.

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) despatch by **ORDINARY POST** in the official envelopes provided, to the following address:

Tricor Investor & Issuing House Services Sdn Bhd
 (Registration No.: 197101000970 (11324-H))
 Unit 32-01, Level 32, Tower A
 Vertical Business Suite
 Avenue 3, Bangsar South
 No. 8, Jalan Kerinchi
 59200 Kuala Lumpur

- (ii) **DELIVER BY HAND AND DEPOSIT** in the drop-in boxes provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

so as to arrive not later than 5.00 p.m. on 12 September 2025 or by such other time and date specified in any change to the date or time for closing.

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

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 APPLICATION BY WAY OF ELECTRONIC SHARE APPLICATION

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.

16.6 APPLICATION BY WAY OF INTERNET SHARE APPLICATION

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 Internet Participating Financial Institutions or Participating Securities Firms, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, Malayan Banking Berhad, Public Bank Berhad, RHB Bank Berhad, CGS International Securities Malaysia Sdn Bhd (formerly known as (CGS-CIMB Securities Sdn Bhd), Malacca Securities Sdn Bhd and Moomoo Securities Malaysia Sdn Bhd. 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

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE *(Cont'd)*

- (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 anytime 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.

16.8 OVER/ UNDERSUBSCRIPTION

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 our IPO Shares and the balloting results in connection therewith will be furnished by the Issuing House to Bursa Securities, all major Bahasa Malaysia and English newspapers as well as posted on the Issuing House's website at <https://tiih.online> within 1 Market Day after the balloting event.

Pursuant to the Listing Requirements, we are required to have at least 25.00% of our total number of Shares for which listing is sought to be held by a minimum number of 200 public shareholders holding not less than 100 Shares each upon our admission to the Official List and completion of our IPO. We expect to achieve this at the point of Listing. In the event this requirement is not met, we may not be allowed to proceed with our Listing. In the event thereof, monies paid in respect of all the Applications will be returned in full (without interest or any share of revenue or benefits arising therefrom) and if such monies are not returned in full within 14 days after our Company becomes liable to do so, the provision of Section 243(2) of the CMSA shall apply accordingly.

In the event of any undersubscription of the IPO Shares, subject to the clawback and reallocation provisions set out Section 4.3.4 of this Prospectus, any of the aforementioned Issue Shares not applied for will then be subscribed by the Underwriter subject to the terms and conditions 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. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE *(Cont'd)*

16.9.1 For applications by way of Application Forms

- (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 last address 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 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 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 last address 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 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 Institution or Internet Participating Financial Institution or Participating Securities Firm (or arranged with the Authorised Financial Institutions) 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 Institution 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 Institution will be informed of the unsuccessful or partially successful Applications

16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

within 2 Market Days after the final balloting date. The Participating Financial Institution will credit the Application monies or any part thereof (without interest) within 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 last address 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 Depository 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.

16.11 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 at telephone no. 03-2783 9299
Electronic Application	Share	Participating Financial Institution
Internet Share Application		Internet Participating Financial Institution or Participating Securities Firm and Authorised Financial Institution

The results of the allocation of IPO Shares derived from successful balloting will be made available to the public at the Issuing House website at <https://tihi.online>, **one Market Day** after the balloting date.

You may also check the status of your Application at the above website, **5 Market Days** after the balloting date or by calling your respective ADA during office hours at the telephone number as stated in the list of ADAs set out in Section 12 of the Detailed Procedures for Application and Acceptance accompanying the Electronic Prospectus on the website of Bursa Securities.

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS

As at the LPD, save as disclosed below, there are no other major approvals, licences and permits issued to our Group in order to carry out our operations:

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(i)	Camaroe Aquaculture	DOF	10 February 2025 / 9 February 2026	1720/A12 / Fish Quality Certificate Camaroe Aquaculture has complied with the European Union requirements as stated under Regulation 5(1) of the Fisheries (Quality Control of Fish for Export to the European Union) Regulations 2009.	Nil	N/A
(ii)	Camaroe Aquaculture	MAFS	10 February 2025 / 9 February 2026	myGAP/2012-1D / myGAP Certificate Camaroe Aquaculture has fulfilled all the necessary requirements set under Malaysian Standard of Good Aquaculture Practice (GAQP) - Aquaculture Farm (First Revision) (MS 1998:2017) for Marine Shrimp Culture in Brackishwater Pond.	Nil	N/A

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(iii)	Camaroe Aquaculture	Majlis Perbandaran Kuala Selangor ("MPKS")	12 May 2025 / 11 May 2026	0136/2025 / Trade/Business Licence Camaroe Aquaculture has a licence to operate prawn farm, warehouse, office and put up their signboard at Tanjung Karang Farm 1.	1. This licence cannot be transferred without the approval of MPKS. 2. Fire prevention equipment shall be prepared. 3. If this licence is damaged or lost, it shall be reported and a replacement fee of RM50.00 will be charged. 4. MPKS may at its discretion, suspend, cancel or refuse to renew the licence without providing any reason. 5. The licence shall be displayed at all times. 6. A fine not exceeding RM500.00 or imprisonment not exceeding 6 months, or both, may be imposed if the licensee fails to comply with the conditions stated on the licence. 7. The licence shall be renewed within 3 months before expiry. 8. A fee not exceeding 10% of the licence fee, may be imposed if licensee fails to renew less than 3 months from the expiry date of the licence.	Complied Complied Noted Noted Complied Noted Complied Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(iv)	Camaroe Aquaculture	Lembaga Urus Air Selangor ("LUAS")	1 May 2025 / 30 April 2026	SWAL(P2)001540 / Water Abstraction Licence Camaroe Aquaculture has a licence to abstract water resources for commercial purposes at Titik Pengambilan (TP1), Lot 26431, Jalan Tepi Pantai, Kampung Parit 3, Sungai Burung, 45500, Tanjung Karang, Selangor.	<u>General Conditions:</u> - The licence holder shall indemnify LUAS against any claim and proceeding brought against LUAS caused by any breach or failure on the part of the licence holder. - The licence holder shall inform LUAS of any information, data, plans, and maps produced by the licence holder during the validity period of the licence. Reports shall be submitted to LUAS as directed. - The licence holder shall inform LUAS of any incidents or accidents that may result in adverse effects on any water resources and the environment. - LUAS may cancel or suspend the licence or issue an order to cease operations immediately if the licence holder fails to comply with any directives, orders, terms, or additional conditions stipulated from time to time. - The licence holder shall comply with the provisions of any other applicable written laws during the validity of this licence. - The licence holder shall display this licence at the premises or in a place or an open corner that is easily visible.	Noted Complied Noted Noted Complied Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					<u>Specific Condition:</u>	
					1. The licence holder is not permitted to alter, or disturb, or cause to be altered or disturbed, the banks of any river, stream or watercourse or the water source, unless prior permission has been obtained from LUAS.	Complied
					2. Any intention to abandon or terminate any water abstraction activities shall be reported to LUAS to prevent any disruption to the water source.	Noted
					<u>Additional Condition:</u>	
					1. Installation of meters shall be done within 3 months from the effective date of the licence. Instructions for meter installation are in accordance with Section 53(1) of the Selangor Waters Management Authority Enactment 1999. Failure to comply with this section may result in a fine of not more than RM 10,000.00 or imprisonment for a term not exceeding 6 months or both.	Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(v)	Camaroe Aquaculture	LUAS	20 March 2025 / 19 March 2026	(P1) LEDP 001435 / Entry or Discharge of Pollutants Licence Camaroe Aquaculture has a licence for the entry or discharge of pollutants during the operational phase from marine shrimp aquaculture activities at 26431 Jalan Tepi Pantai, Kampung Parit 3, Sungai Burung, Mukim Tanjong Karang, Daerah Kuala Selangor, 45500 Tanjong Karang, Selangor Darul Ehsan.	<u>General Conditions:</u> 1. The licence holder shall indemnify LUAS against any claim and proceeding brought against LUAS caused by any breach or failure on the part of the licence holder. 2. The licence holder shall inform LUAS of any information, data, plans, and maps produced by the licence holder during the validity period of the licence. Reports shall be submitted to LUAS as directed. 3. The licence holder shall inform LUAS of any incidents or accidents that may result in adverse effects on any water resources and the environment. 4. LUAS may cancel or suspend the licence or issue an order to cease operations immediately if the licence holder fails to comply with any directives, orders, terms, or additional conditions stipulated from time to time. 5. The licence holder shall comply with the provisions of any other applicable written laws during the validity of this licence. 6. The licence holder shall display this licence at the premises or in a place or an open corner that is easily visible.	Noted Complied Noted Noted Complied Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					<u>Specific Condition:</u> 1. The entry or discharge of pollutants is only permitted for marine shrimp aquaculture activities. 2. The licensee shall submit water quality records to LUAS every three months. 3. The licensee is not allowed to divert and/or obstruct the natural flow of water inside or outside the licensed area except with the permission of LUAS. 4. The licensee is not permitted to alter, or disturb, or cause to be altered or disturbed, the banks of any river, stream or watercourse or the water source, unless prior permission has been obtained from LUAS. 5. Any intention to abandon or terminate any entry or discharge of pollutants activities shall be informed to LUAS to prevent any disruption to the water source area and its surroundings.	Complied Complied Complied Complied Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period		Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(vi)	Wynntech Star	Majlis Bandaraya Diraja Klang ("MBDK")	21 November 2024 / 31 December 2025		03436604901620244 / Industrial and Signboard Licence Wynntech Star has a licence to process frozen food (prawn), wholesale and store frozen food and operate an office at No. 32, Jalan Meru Indah 20, Taman Perindustrian Meru, 42200 Klang, Selangor Darul Ehsan.	Nil	N/A
(vii)	Wynntech Star	MBDK	3 December 2024 / 31 December 2025		03109702706420249 / Industrial and Signboard Licence Wynntech Star has a licence to process frozen food (prawn), wholesale and store frozen food at No. 28, Jalan Meru Indah 20, Taman Perindustrian Meru, 42200 Klang, Selangor Darul Ehsan.	Nil	N/A

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(viii)	Wynntech Star	MBDK	3 December 2024 / 31 December 2025	03677102829920245 / Industrial and Signboard Licence Wynntech Star has a licence to process frozen food (prawn), wholesale and store frozen food, operate an office and put up a signboard at No. 30, Jalan Meru Indah 20, Taman Perindustrian Meru, 42200 Klang, Selangor Darul Ehsan.	Nil	N/A
(ix)	Wynntech Star	MOH	3 July 2024 / 2 July 2027	GM0724009-0/1/ GMP Certificate The MOH hereby certifies that Wynntech Star has fulfilled the terms and conditions for implementation of GMP system.	<u>Conditions for the GMP Certificate Holder:</u> 1. The GMP Certificate and logo shall not be transferred nor shall its content be altered. 2. Any changes to the name or address of the factory or premise, certification scope or anything related thereto shall be informed in writing to the Senior Director for Food Safety and Quality, MOH for further action. Certification will be automatically void should the factory or premise ceased operation.	Complied Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					3. The GMP Certificate Holder shall be held responsible for any abuse or manipulation of the GMP Certificate. Any loss or damage of the GMP Certificate shall immediately be informed in writing to the Senior Director for Food Safety and Quality, MOH.	Noted
					4. The GMP Certificate remains the property of the MOH. It may be withdrawn or terminated at any time if there is violation of any guidelines, laws or regulations that are currently in force.	Noted
					5. The use of the logo is only allowed for food product that is being produced in the premise as stated in the GMP Certificate.	Complied
(x)	Wynntech Star	MOH	3 July 2024 / 2 July 2027	HA0820009-3/1 / HACCP Certificate The MOH hereby certifies that Wynntech Star has fulfilled the terms and conditions for implementation of HACCP system for fish product.	<u>Conditions for the HACCP Certificate Holder:</u> 1. The HACCP Certificate and logo shall not be transferred nor shall its content be altered. 2. Any changes to the name or address of the factory or premise, certification scope or anything related thereto shall be informed in writing to the Senior Director for Food Safety and Quality, MOH for further action. Certification will be automatically void should the factory or premise ceased operation.	Complied Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					3. The HACCP Certificate Holder shall be held responsible for any abuse or manipulation of the certificate. Any loss or damage of the HACCP Certificate shall immediately be informed in writing to the Senior Director for Food Safety and Quality, MOH.	Noted
					4. The HACCP Certificate Holder remains the property of the MOH. It may be withdrawn or terminated at any time if there is violation of any guidelines, laws or regulations that are currently in force.	Noted
					5. The use of the logo is only allowed for food product that is being produced in the premise as stated in the HACCP Certificate.	Complied
(xi)	Wynntech Star	MOH	3 July 2024 / 2 July 2027	ME0724116-0/1 / MeSTI (Makanan Selamat Tanggungjawab Industri) Certificate The MOH hereby certifies that Wynntech Star has fulfilled the terms and conditions for certification of MeSTI.	<u>Conditions for the MeSTI Certificate Holder:</u> 1. The MeSTI Certificate and logo shall not be transferred nor shall its content be altered. 2. Any changes to the name or address of the factory or premise, certification scope or anything related thereto shall be informed in writing to the Senior Director for Food Safety and Quality, MOH for further action. Certification will be automatically void should the factory or premise ceased operation.	Complied Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					3. The MeSTI Certificate Holder shall be held responsible for any abuse or manipulation of the certificate. Any loss or damage of the MeSTI Certificate shall immediately be informed in writing to the Senior Director for Food Safety and Quality, MOH.	Noted
					4. The MeSTI Certificate remains the property of the MOH. It may be withdrawn or terminated at any time if there is violation of any guidelines, laws or regulations that are currently in force.	Noted
					5. The use of the logo is only allowed for food product that us being produced in the premise as stated in the MeSTI Certificate.	Complied
(xii)	Wynntech Star	The Fisheries Development Authority of Malaysia ("LKIM")	7 January 2025 / 31 March 2026	0000660 / Licence to Trade, Import, Export and Process Fish Wynntech Star has a licence to trade, import, export and process frozen fish. <u>Entry point</u> Any gazetted entry point <u>Category of fish</u> Frozen	1. Wynntech Star shall:- (a) The licence shall be displayed openly at the business or processing premises. This licence may be renewed three months before expiry. (b) Comply with the quality, quantity and type of fish to be imported and exported. (c) Comply with the good fish handling practices according to the schedule, Rules 8 and 9 under the Fish Marketing Rules 2010. (d) Uses the scale approved by LKIM or the Ministry of Domestic Trade, Cooperatives and Consumerism.	Complied Complied Complied Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					(e) To pack fishes in containers prescribed by LKIM.	Complied
					(f) Comply with the fish grading methods as required by LKIM.	Complied
					(g) Comply with Rule 23(1) of Fish Marketing Rules 2010, no person shall trade, process, export or import fish that are unsafe for human consumption without the written consent from LKIM.	Complied
					(h) Comply with Rule 23(1A) of Fish Marketing Rules 2010, no person shall trade, process, export or import any fish which is illegally obtained or caught or in contravention of the law.	Complied
					(i) Be responsible of its employees' actions relating to activities permitted in the licence.	Complied
					2. The licence shall not be transferred or used by anyone other than the licensee.	Complied
					3. Transactions or processing may be carried out at the place specified in the licence only.	Complied
					4. The licence may be revoked if any of the limits and conditions of the licence or the provisions of LKIM 1971, or any rules made thereunder are violated or not complied with or found to have committed a related offence under any written law.	Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(xiii)	Wynntech Star	Majlis Bandaraya Diraja Klang ("MBDK")	25 March 2025 / 31 December 2025	5/12/0136/2025 / Temporary building permit Wynntech Star has a temporary building permit to build additional factory/warehouse for No. 28 & 30, Jalan Meru Indah 20/KU8, Taman Perindustrian Meru Indah, 42200, Mukim Kapar, Daerah Klang, Klang Bandar Diraja, Selangor Darul Ehsan.	1. The temporary building permit for the year 2026 needs to be renewed before 31 December 2025, in accordance with Section 70(1) and 70(13)(d) of the Street Drainage and Building Act 1974. 2. This permit is valid until 31 December 2025 only. 3. MBDK may revoke the permit and subsequently remove, relocate, or demolish the temporary structure/building materials if the stipulated conditions are not complied with. All costs shall be borne by the owner of the structure. 4. If the licensee intends to retain the structure for the year 2026, a permit renewal application shall be submitted to MBDK in October 2025. 5. The permit is only valid for the structure applied for, and it cannot be used for any other structures.	Complied Complied Noted Complied Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(xiv)	Wynntech Star	MBDK	25 March 2025 / 31 December 2025	5/12/0137/2025/ Temporary building permit Wynntech Star has a temporary building permit to build additional factory/warehouse for No. 32, Jalan Meru Indah 20/KU8, Taman Perindustrian Meru Indah, 42200, Mukim Kapar, Daerah Klang, Klang Bandar Diraja, Selangor Darul Ehsan.	1. The temporary building permit for the year 2026 needs to be renewed before 31 December 2025, in accordance with Section 70(1) and 70(13)(d) of the Street Drainage and Building Act 1974. 2. This permit is valid until 31 December 2025 only. 3. MBDK may revoke the permit and subsequently remove, relocate, or demolish the temporary structure/building materials if the stipulated conditions are not complied with. All costs shall be borne by the owner of the structure. 4. If the licensee intends to retain the structure for the year 2026, a permit renewal application shall be submitted to MBDK in October 2025. 5. The permit is only valid for the structure applied for, and it cannot be used for any other structures.	Complied Complied Noted Complied Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(xv)	Wynntech Star	MOH	7 February 2023 / 7 February 2026	FSSM021700547-01/ Food Premises Registration Certificate Certification of registration issued under the Food Hygiene Regulations 2009 for Wynntech Star as a registered food premises involved in the manufacturing of food.	This Certificate of Registration for Food Premises is non-transferable.	Complied
(xvi)	Farmerex	MAFS	11 March 2025 / 10 March 2026	myGAP/2013-1D 1979/ myGAP Certificate Farmerex has fulfilled all the necessary requirements set under Malaysian Standard of Good Aquaculture Practice (GAQP)-Aquaculture Farm (First Revision) (MS 1998:2017) for Marine Shrimp Culture in Brackishwater Pond.	Nil	N/A

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(xvii)	Farmerex	MPKS	12 February 2025 / 11 February 2026	01417/2025 / Trade/Business Licence Farmerex has a licence to operate prawn farm, warehouse, office and put up their signboard at Tanjung Karang Farm 2.	1. This licence cannot be transferred without the approval of MPKS. 2. Fire prevention equipment shall be prepared. 3. If this licence is damaged or lost, it shall be reported and a replacement fee of RM50.00 will be charged. 4. MPKS may at its discretion, suspend, cancel or refuse to renew the licence without providing any reason. 5. The licence shall be displayed at all times. 6. A fine not exceeding RM500.00 or imprisonment not exceeding 6 months, or both, will be imposed if the licensee fails to comply with the conditions stated on the licence. 7. The licence shall be renewed within 3 months before expiry. 8. A fee not exceeding 10% of the licence fee, may be imposed if licensee fails to renew less than 3 months from the expiry date of the licence.	Complied Complied Noted Noted Complied Noted Complied Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(xviii)	Farmerex	DOF	11 March 2025 / 10 March 2026	1721/A12 / Fish Quality Certificate Farmerex has complied with the European Union requirements as stated under Regulation 5(1) of the Fisheries (Quality Control of Fish for Export to the European Union) Regulations 2009.	Nil	N/A
(xix)	Farmerex	LUAS	1 May 2025 / 30 April 2026	(B) LEDP 001434 / Entry or Discharge of Pollutants Licence Farmerex has a licence for the entry or discharge of pollutants during the operational phase from marine shrimp aquaculture activities at Bagan Sungai Tengkorak, Mukim Tanjong Karang, Daerah Kuala Selangor, 45500 Tanjong Karang, Selangor Darul Ehsan.	<u>General Conditions:</u> 1. The licence holder shall indemnify LUAS against any claim and proceeding brought against LUAS caused by any breach or failure on the part of the licence holder. 2. The licence holder shall inform LUAS of any information, data, plans, and maps produced by the licence holder during the validity period of the licence. Reports shall be submitted to LUAS as directed. 3. The licence holder shall inform LUAS of any incidents or accidents that may result in adverse effects on any water resources and the environment.	Noted Complied Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					4. LUAS may cancel or suspend the licence or issue an order to cease operations immediately if the licence holder fails to comply with any directives, orders, terms, or additional conditions stipulated from time to time.	Noted
					5. The licence holder shall comply with the provisions of any other applicable written laws during the validity of this licence.	Complied
					6. The licence holder shall display this licence at the premises or in a place or an open corner that is easily visible.	Complied
					<u>Specific Condition:</u>	
					1. The entry of discharge of pollutants is only permitted for marine shrimp aquaculture activities.	Complied
					2. The licensee shall submit water quality records to LUAS every three months.	Complied
					3. The licensee is not allowed to divert and/or obstruct the natural flow of water inside or outside the licensed area except with the permission of LUAS.	Complied
					4. The licensee is not permitted to alter, or disturb, or cause to be altered or disturbed, the banks of any river, stream or watercourse or the water source, unless prior permission has been obtained from LUAS.	Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					5. Any intention to abandon or terminate any entry or discharge of pollutants activities shall be informed to LUAS to prevent any disruption to the water source area and its surroundings.	Noted
(xx)	Farmerex	LUAS	1 May 2025 / 30 April 2026	SWAL(P2)001538 / Water Abstraction Licence Farmerex has a licence to abstract water resources for commercial purposes at Titik Pengambilan (TP1), Kolam Ternakan Udang, Bagan Sungai Tengkorak, 45500, Tanjung Karang, Selangor.	<u>General Conditions:</u> 1. The licence holder shall indemnify LUAS against any claim and proceeding brought against LUAS caused by any breach or failure on the part of the licence holder. 2. The licence holder shall inform LUAS of any information, data, plans, and maps produced by the licence holder during the validity period of the licence. Reports shall be submitted to LUAS as directed. 3. The licence holder shall inform LUAS of any incidents or accidents that may result in adverse effects on any water resources and the environment. 4. LUAS may cancel or suspend the licence or issue an order to cease operations immediately if the licence holder fails to comply with any directives, orders, terms, or additional conditions stipulated from time to time. 5. The licence holder shall comply with the provisions of any other applicable written laws during the validity of this licence.	Noted Complied Noted Noted Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					6. The licence holder shall display this licence at the premises or in a place or an open corner that is easily visible. <u>Specific Condition:</u> 1. The licence holder is not permitted to alter, or disturb, or cause to be altered or disturbed, the banks of any river, stream or watercourse or the water source, unless prior permission has been obtained from LUAS. 2. Any intention to abandon or terminate any water abstraction activities shall be reported to LUAS to prevent any disruption to the water source. <u>Additional Condition:</u> 1. Installation of meters shall be done within 3 months from the effective date of the licence. Instructions for meter installation are in accordance with Section 53(1) of the Selangor Waters Management Authority Enactment 1999. Failure to comply with this section may result in a fine of not more than RM 10,000.00 or imprisonment for a term not exceeding 6 months or both.	Complied Complied Noted Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(xxi)	Farmerex	Pejabat Tanah Kuala Selangor ("PTKS")	4 February 2025 / 31 December 2025	A04/2024/18/1 / Temporary Occupation Licence Farmerex is granted a licence to occupy the land with an area of 13.095 hectares at Mukim Tanjong Karang, Tempat Bagan Sungai Tengkorak for shrimp aquaculture.	1. This licence will terminate in the event of the death of the individual or the dissolution of the entity who, at the time, is entitled to its benefits. 2. The land under this licence cannot be used for any purpose other than those stated in the licence; for planting permanent crops; or for the erection of any permanent buildings or other permanent structures. 3. This licence may be revoked immediately and without compensation if any provision of Section 434 of the National Land Code is violated at any time before the expiration date.	Noted Complied Noted
(xxii)	Farmerex	PTKS	12 February 2025 / 31 December 2025	A04/2024/19/1 / Temporary Occupation Licence Farmerex is granted a licence to occupy the land with an area of 11.035 hectares at Mukim Tanjong Karang, Tempat Bagan Sungai Tengkorak for shrimp aquaculture.	1. This licence will terminate in the event of the death of the individual or the dissolution of the entity who, at the time, is entitled to its benefits. 2. The land under this licence cannot be used for any purpose other than those stated in the licence; for planting permanent crops; or for the erection of any permanent buildings or other permanent structures. 3. This licence may be revoked immediately and without compensation if there is a violation of any provision applicable to it; and when compensation is paid at any time before the expiry date.	Noted Complied Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(xxiii)	WTU Aqua	MPKS	12 May 2025 / 11 May 2026	0137/2025 / Trade/Business Licence	1. This licence cannot be transferred without the approval of MPKS.	Complied
				WTU Aqua has a licence to operate prawn farm, warehouse, office and put up their signboard at Lot 26425, 26426, 28415, 28417, 28418, 28419, PT 2970 & 28595, Jalan Bagan 45500 Tanjong Karang, Selangor Darul Ehsan.	2. Fire prevention equipment shall be prepared.	Complied
					3. If this licence is damaged or lost, it shall be reported and a replacement fee of RM50.00 will be charged.	Noted
					4. MPKS may at its discretion, suspend, cancel or refuse to renew the licence without providing any reason.	Noted
					5. The licence shall be displayed at all times.	Complied
					6. A fine not exceeding RM500.00 or imprisonment not exceeding 6 months, or both, will be imposed if the licensee fails to comply with the conditions stated on the licence.	Noted
					7. The licence shall be renewed within 3 months before expiry.	Complied
					8. A fee not exceeding 10% of the licence fee, may be imposed if licensee fails to renew less than 3 months from the expiry date of the licence.	Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(xxiv)	WTU Aqua	Majlis Daerah Marang	1 January 2025 / 31 December 2025	01000383 / Business Licence WTU Aqua has a licence to operate farm for fish/prawn/other marine life and put up their signboard at Kampung Jenang, 21600 Marang, Terengganu.	1. This licence shall be displayed at all times in a place that is easily visible. 2. This licence shall be renewed in January 2026.	Complied Noted
(xxv)	WTU Aqua	Lembaga Sumber Air Terengganu ("LSAT")	1 January 2025 / 31 December 2025	PA(P)-A0176 / Water Abstraction Licence WTU Aqua has a licence to abstract water resources at Kampung Jenang, Marang, Terengganu.	1. This licence shall be renewed three (3) months before its expiration date and for the period specified by LSAT. 2. The licence holder shall comply with all provisions under the Terengganu Water Resources Enactment 2020, as well as all existing acts, enactments, ordinances, by-laws, regulations, and rules, and any subsequent laws enacted while the licence is in force. 3. The licence holder is subject to directions, orders, conditions, and additional requirements issued by LSAT from time to time or during drought orders for the protection, preservation, and conservation of water resources.	Complied Complied Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					4. The licence holder shall inform LSAT of any information or additional details, including but not limited to data, plans, and maps generated by the license holder during the validity of the licence. Such information shall be submitted as directed by LSAT.	Complied
					5. The licence holder shall notify LSAT of any incidents or accidents that may adversely affect any water resources and their surroundings.	Complied
					6. The licence holder is prohibited from diverting and/or obstructing the natural flow of water within or outside the licensed area unless approved by the state authority.	Complied
					7. The licence holder shall not alter or disturb, or allow to be altered or disturbed, the banks of any water resources unless prior permission has been obtained from LSAT.	Complied
					8. LSAT shall have unrestricted access to enter the license holder's premises at any time to ensure compliance with the LSAT's requirements.	Complied
					9. The licence holder shall install a water meter within one (1) month of the licence being approved. The meter shall function properly to measure the quantity of water abstracted by the licence holder.	Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					10. The water meter shall be installed at a maximum distance of two (2) meters from the water abstraction point or in a location agreed upon by LSAT.	Complied
					11. The licence holder shall submit water usage readings in cubic meters no later than the 5th of the following month.	Complied
					12. The licence holder shall pay the charges issued by LSAT within 14 days of the billing date.	Complied
					13. The licence holder shall notify LSAT if the water meter is damaged.	Complied
					14. The licence holder shall calibrate the water meter annually.	Complied
					15. The licence holder shall conduct activities only within the approved area as specified in the licence from LSAT.	Complied
					16. The licence holder shall cease water abstraction if it is found to disrupt the operation of water treatment plants.	Noted
					17. Any intention to abandon or terminate the activities licensed by LSAT must be reported to LSAT to avoid any disruption to water resources. A notice of activity termination shall be submitted to LSAT at least 30 days before ending the activity.	Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					18. The licence holder shall display the licence on the premises or in a prominent, open location where it can be easily seen.	Complied
					19. LSAT is not liable for any loss or damage caused by any act, omission, or misconduct by the licence holder.	Noted
					20. The licence holder shall indemnify LSAT against any claims and proceedings brought against LSAT resulting from any violation or failure on the part of the licence holder.	Noted
					21. The licence holder is responsible for ensuring that all activities conducted do not pollute and/or disturb the natural flow and quality of abstracted water resources, based on parameters set by LSAT. Necessary corrective actions shall be taken.	Complied
					22. The licence holder shall not cause nuisances, injuries to residents, or property damage within the area approved in the licence.	Complied
					23. LSAT may revoke or suspend the licence or issue an immediate cessation order if the licence holder fails to comply with any directions, orders, conditions, or additional requirements set from time to time.	Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(xxvi)	WTU Aqua	DOF	1 April 2025 / 31 March 2026	1719/A12 / Fish Quality Certificate WTU Aqua has complied with the European Union requirements as stated under Regulation 5(1) of the Fisheries (Quality Control of Fish for Export to the European Union) Regulations 2009.	Nil	N/A
(xxvii)	WTU Aqua	MAFS	1 April 2025 / 31 March 2026	myGAP/2011-1D / myGAP Certificate WTU Aqua has fulfilled all the necessary requirements set under Malaysian Standard of Good Aquaculture Practice (GAQP)-Aquaculture Farm (First Revision) (MS 1998:2017) for Marine Shrimp Culture in Brackishwater Pond.	Nil	N/A

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(xxviii)	WTU Aqua	Majlis Bandaraya Kuantan ("MBK")	1 January 2025 / 31 December 2025	R2024037013 / Lesen Sementara Pemutihan Luar Bandar WTU Aqua has a licence to carry out other seafood business (aquaculture) at Lot H.S.(D) 35576, PT 9032, Mukim Penor Daerah Kuantan, 26160 Kuantan, Pahang.	1. This licence shall be displayed in a place that is easily visible at all times. 2. This licence shall be displayed in the frame provided by MBK and kept in good condition. Damaged or lost frame need to be replaced by contacting MBK immediately. 3. The business activities carried out on the premises shall be in accordance with the activities specified in the licence. 4. This licence shall be renewed before or on 31 December each year. 5. MBK may revoke or refuse to renew the licence without providing any reason. 6. MBK may impose additional conditions at any time beyond those that have been previously submitted. 7. The licence holder shall inform MBK in writing if there is any intention to cease business or relocate to another address. 8. The use of Jawi script in the Sakkal, Majlia, Uthman, Taha, and Arabic styles on the signboard in a bilingual format. 9. Licence that is not renewed after 1 July each year shall be revoked without any notice.	Complied Complied Complied Complied Noted Noted Complied Complied Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					10. The licence holder shall comply with the installation instructions for the Jalur Gemilang and the Pahang state flag on the birthday of His Royal Highness the Sultan of Pahang, Independence Day, and other official celebrations as directed by MBK. The flags shall be installed correctly and maintained in good condition, ensuring they are not worn or damaged.	Complied
					11. The licence holder shall display images of the highest leaders of the state and country (His Majesty, the Yang di-Pertuan Agong, His Royal Highness the Acting Sultan of Pahang, the Prime Minister and the Chief Minister) in the correct order and manner.	Complied
(xxix)	WTU Aqua	LUAS	1 April 2025 / 31 March 2026	SWAL(P1)001698 / Water Abstraction Licence WTU Aqua has a licence to abstract water resources for commercial purposes at Titik Pengambilan (TP1), Lot 18, Jalan Bagan Tengkorak, Bagan Tengkorak, 45500, Tanjung Karang, Selangor.	<u>General Conditions:</u> 1. The licence holder shall indemnify LUAS against any claim and proceeding brought against LUAS caused by any breach or failure on the part of the licence holder. 2. The licence holder shall inform LUAS of any information, data, plans, and maps produced by the licence holder during the validity period of the licence. Reports shall be submitted to LUAS as directed.	Noted Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					3. The licence holder shall inform LUAS of any incidents or accidents that may result in adverse effects on any water resources and the environment.	Noted
					4. LUAS may cancel or suspend the licence or issue an order to cease operations immediately if the licence holder fails to comply with any directives, orders, terms, or additional conditions stipulated from time to time.	Noted
					5. The licence holder shall comply with the provisions of any other applicable written laws during the validity of this licence.	Complied
					6. The licence holder shall display this licence at the premises or in a place or an open corner that is easily visible.	Complied
					<u>Specific Condition:</u>	
					1. The licence holder is not permitted to alter, or disturb, or cause to be altered or disturbed, the banks of any river, stream or watercourse or the water source, unless prior permission has been obtained from LUAS.	Complied
					2. Any intention to abandon or terminate any water abstraction activities shall be reported to LUAS to prevent any disruption to the water source.	Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					<u>Additional Condition:</u>	
					1. Installation of meters shall be done within 3 months from the effective date of the licence. Instructions for meter installation are in accordance with Section 53(1) of the Selangor Waters Management Authority Enactment 1999. Failure to comply with this section may result in a fine of not more than RM 10,000.00 or imprisonment for a term not exceeding 6 months or both.	Complied
(xxx)	WTU Aqua	LUAS	20 March 2025 / 19 March 2026	(P1) LEDP 001451 / Entry or Discharge of Pollutants Licence WTU Aqua has a licence for the entry or discharge of pollutants during the operational phase from aquaculture activities at 18 Jalan Bagan Tengkorak, Bagan Tengkorak, Mukim Tanjong Karang, Daerah Kuala Selangor, 45500 Tanjong Karang, Selangor Darul Ehsan.	<u>General Conditions:</u> 1. The licence holder shall indemnify LUAS against any claim and proceeding brought against LUAS caused by any breach or failure on the part of the licence holder. 2. The licence holder shall inform LUAS of any information, data, plans, and maps produced by the licence holder during the validity period of the licence. Reports shall be submitted to LUAS as directed. 3. The licence holder shall inform LUAS of any incidents or accidents that may result in adverse effects on any water resources and the environment.	Noted Complied Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					4. LUAS may cancel or suspend the licence or issue an order to cease operations immediately if the licence holder fails to comply with any directives, orders, terms, or additional conditions stipulated from time to time.	Noted
					5. The licence holder shall comply with the provisions of any other applicable written laws during the validity of this licence.	Complied
					6. The licence holder shall display this licence at the premises or in a place or an open corner that is easily visible.	Complied
					<u>Specific Condition:</u>	
					1. The entry of discharge of pollutants is only permitted for marine shrimp aquaculture activities.	Complied
					2. The licensee shall submit water quality records to LUAS every three months.	Complied
					3. The licensee is not allowed to divert and/or obstruct the natural flow of water inside or outside the licensed area except with the permission of LUAS.	Complied
					4. The licensee is not permitted to alter, or disturb, or cause to be altered or disturbed, the banks of any river, stream or watercourse or the water source, unless prior permission has been obtained from LUAS.	Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
(xxxi)	WTU Aqua	PWE	1 January 2025 / 31 December 2025	0012 / Sijil Sementara Penggunaan Sumber Air WTU Aqua has a licence to abstract water resources for prawn farm located at Penor Farm.	5. Any intention to abandon or terminate any entry or discharge of pollutants activities shall be informed to LUAS to prevent any disruption to the water source area and its surroundings. <u>General Conditions:</u> - The certificate holder shall comply with the laws of the state of Pahang, specifically the provisions of Enactment 5, the Water Resources Enactment 2007, its amendments, and all registrations made under it. - PWE shall not be liable for any loss or damage caused by any actions, omissions, or misconduct of the certificate holder. - The authorisation to use the water source is on an "as is where is" basis. PWE is not responsible for the quality or quantity of water used by the user for the purposes stated in the certificate only. - The certificate holder shall inform PWE of any information, data, plans, and adjustment data generated while the certificate is in force. All reports must be submitted to PWE as directed. - The certificate holder shall notify PWE of any accidents or incidents that may have adverse effects on any water sources and their surroundings.	Noted Complied Noted Noted Complied Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					6. The certificate holder is subject to directives, orders, conditions, and additional conditions issued from time to time, especially during drought periods or for the protection, conservation, and preservation of water sources.	Noted
					7. The certificate holder shall always grant PWE permission to enter their premises at any time if necessary to ensure compliance with the imposed conditions.	Complied
					8. The certificate holder shall comply with all applicable written laws, including acts, enactments, ordinances, by-laws, regulations, rules, and any future laws enacted.	Complied
					9. PWE reserves the right to cancel or suspend the certificate or issue an order to cease operations immediately, as well as take legal action, if the certificate holder/operator fails to comply with any directives, orders, conditions, or additional conditions issued from time to time, including failure to pay the relevant charges within the stipulated time or misusing the water source for purposes other than those stated in the certificate.	Noted
					<u>Specific Conditions:</u>	
					1. PWE reserves the right to impose an estimated charge for water usage if the certificate holder/operator fails to submit water usage records within or by 14 days.	Noted

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					2. PWE has the right to determine or amend the water usage tariff code if the certificate holder/operator is found to be misusing the water source based on the designated tariff.	Noted
					3. The certificate holder is not permitted to divert or obstruct any natural water flow.	Complied
					4. The certificate holder is not permitted to alter, interfere with, or cause any modifications to any water supply areas such as drainage, streams, or water sources.	Complied
					5. If the certificate holder intends to cease water extraction activities, they must inform PWE to prevent any damage or contamination of water sources and their surroundings.	Noted
					6. The certificate holder is responsible for ensuring that any activities conducted within the water source area do not cause water quality contamination or disrupt the natural water system.	Complied
					7. The certificate holder shall allow PWE officers or staff to enter their premises for monitoring purposes at any time as required by PWE.	Complied
					8. Applications for renewal must be submitted three (3) months before the current certificate expires.	Complied

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS (Cont'd)

No.	Licensee	Issuing authority	Date of issue / Validity period	Licence No. / Nature of approval	Equity and/or major conditions imposed	Compliance status
					9. Authorisation to use the water source is strictly for the purpose specified in the certificate application.	Complied
					10. Application to terminate water extraction must be submitted in writing at least three (3) months in advance to PWE, along with verification of the water extraction system equipment that has been deactivated before approval for termination is granted. Failure to comply may result in the non-approval of the water extraction termination certificate.	Noted
					11. The certificate holder shall display the certificate in an open and visible location on their premises.	Complied
(xxxii)	Wynntech Star	NSF Shanghai Co., Ltd.	14 March 2025 / 13 March 2026	NSF25AFPC03001 / Certificate of Conformity –NSF Antibiotic-Free Product Certification A Certificate of Conformity –NSF Antibiotic-Free Product Certification has been granted for tiger prawn product processing and prawn raising at Wynntech Star, Camaroe Aquaculture, Farmerex and WTU Aqua respectively.	Nil	N/A

APPENDIX I – MAJOR APPROVALS, LICENCES AND PERMITS *(Cont'd)*

For avoidance of doubt, the Malaysian Investment Development Authority, had vide its letter dated 23 May 2024, exempted Wynntech Star from requiring a manufacturing licence for its prawn processing operations. The above major approvals, licences and permits issued to our Group are required by the respective governmental authorities and/or regulatory bodies for the operation and business of our Group.

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